### LIQUIDITY SERVICES INC

Form 5

November 14, 2012

FORM 5

Check this b	UNITED	STATES SE					GE CO	OMMISSION	OMB Number:	3235-0362 January 31,	
no longer su	abject										
to Section 1 Form 4 or F 5 obligation may continu	Form ANN as	ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES									
1(b).	rm 3 Holdings Section 17(a) of the Public Utility Holding Company Act of 1935 or Section ported 30(h) of the Investment Company Act of 1940 ansactions							on			
. Name and Ad CLOUGH PF	ldress of Reporting HILLIP A	Syı LI	ssuer Name nbol QUIDITY QDT]					5. Relationship of Issuer (Chec	f Reporting Pers		
(Last)								_X_ Director 10% Owner Other (give title below) Other (specify below)			
100 EAST PI 110	RATT STREET										
	(Street)		f Amendmo		Original		(	6. Individual or Jo	oint/Group Rep		
BALTIMOR	E, MD 2120	2-3116						_X_ Form Filed by Form Filed by Person	One Reporting Pomore than One R		
(City)	(State)	(Zip)	Table I -	Non-Deri	vative Sec	urities	s Acqu	ired, Disposed o	f, or Beneficial	ly Owned	
.Title of Security Instr. 3)	2. Transaction Dat (Month/Day/Year)		Co	ansaction de str. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)  (A) or Amount (D) Price		5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common Stock	02/29/2012	Â	G		1,000	D	\$0	4,490	D	Â	
	rt on a separate line		cor	ntained ir	n this for	n are	not re	llection of info equired to resp lid OMB contro	ond unless	SEC 2270 (9-02)	

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

**OMB APPROVAL** 

### Edgar Filing: LIQUIDITY SERVICES INC - Form 5

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	Number		6. Date Exerc Expiration D (Month/Day/	ate	Underlying S	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	\$ 11.19	Â	Â	Â	Â	Â	(1)	10/01/2017	Common Stock	8,560	
Employee Stock Option	\$ 11.66	Â	Â	Â	Â	Â	(2)	06/03/2018	Common Stock	15,082	
Employee Stock Option	\$ 42.31	Â	Â	Â	Â	Â	(3)	02/01/2022	Common Stock	5,328	
Restricted Stock Grant	\$ 42.31	Â	Â	Â	Â	Â	(4)	02/01/2022	Common Stock	851	
Restricted Stock Grant	\$ 42.31	Â	Â	Â	Â	Â	(5)	02/01/2022	Common Stock	709	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
CLOUGH PHILLIP A 400 EAST PRATT STREET, SUITE 910 BALTIMORE, MD 21202-3116	ÂX	Â	Â	Â		

# **Signatures**

/s/ James E. Williams, by power of attorney 11/14/2012

\*\*Signature of Reporting Person Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) These options became fully vested on October 1, 2008.

Reporting Owners 2

#### Edgar Filing: LIQUIDITY SERVICES INC - Form 5

- (2) These options became fully vested on April 29, 2009.
- (3) These options have a one-year vesting period such that 100% of this option grant will vest on February 1, 2013.
- (4) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2013...
- (5) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.