

LIQUIDITY SERVICES INC  
Form 4  
February 03, 2017

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GROSS PATRICK W

2. Issuer Name and Ticker or Trading Symbol  
LIQUIDITY SERVICES INC  
[LQDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/01/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

C/O LIQUIDITY SERVICES, INC., 1920 L STREET, N.W., 6TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

WASHINGTON, DC 20036

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/01/2017		J <sup>(15)</sup>	6,041 A \$ 9.75	13,466	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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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)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option	\$ 12.89					<u>(1)</u>	04/03/2016	Common Stock	20,000
Employee Stock Option	\$ 14.75					<u>(2)</u>	10/02/2016	Common Stock	11,200
Employee Stock Option	\$ 11.19					<u>(3)</u>	10/01/2017	Common Stock	10,200
Employee Stock Option	\$ 11.66					<u>(4)</u>	06/03/2018	Common Stock	4,450
Employee Stock Option	\$ 8.55					<u>(5)</u>	04/28/2019	Common Stock	21,000
Employee Stock Option	\$ 10.7					<u>(6)</u>	02/01/2020	Common Stock	18,600
Employee Stock Option	\$ 14.3					<u>(7)</u>	02/01/2021	Common Stock	15,000
Employee Stock Option	\$ 42.31					<u>(8)</u>	02/01/2022	Common Stock	5,320
Employee Stock Option	\$ 40.11					<u>(9)</u>	02/01/2023	Common Stock	5,950
Employee Stock Option	\$ 21.53					<u>(10)</u>	02/01/2024	Common Stock	20,000
Employee Stock Option	\$ 9.84					<u>(11)</u>	02/01/2025	Common Stock	39,100
Employee Stock Option	\$ 6.29					<u>(12)</u>	02/01/2026	Common Stock	84,800

Restricted Stock Grant	\$ 6.29	02/01/2017	J <sup>(15)</sup>	6,041	(13)	02/01/2026	Common Stock	6,041
Restricted Stock Grant	\$ 9.75	02/01/2017	A	15,128	(14)	02/01/2027	Common Stock	15,128

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS PATRICK W C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	X			

## Signatures

/s/ Mark A. Shaffer, by power of attorney  
Date: 02/03/2017

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 April 3, 2008.
- (2) These options became fully vested on October 2, 2007.
- (3) These options became fully vested on October 1, 2008.
- (4) These options became fully vested on June 3, 2009.
- (5) These options became fully vested on February 18, 2010.
- (6) These options became fully vested on February 1, 2011.
- (7) These options became fully vested on February 1, 2012.
- (8) These options became fully vested on February 1, 2013.
- (9) These options became fully vested on February 1, 2014.
- (10) These options became fully vested on February 1, 2015.
- (11) These options became fully vested on February 1, 2016.
- (12) These options became fully vested on February 1, 2017.
- (13) These restricted shares became fully vested on February 1, 2017.
- (14) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2018.
- (15) Represents the vesting of restricted stock

Note: File three copies of this Form, one of which must be manually signed. If space 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.