

Angrick William P III
 Form 4
 April 12, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Angrick William P III

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)
 04/10/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chairman of the Board and CEO

C/O LIQUIDITY SERVICES, INC., 6931 ARLINGTON ROAD, SUITE 200

(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

BETHESDA, MD 20814

(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 Indirect Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|--|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 04/10/2019 | | J ⁽¹⁾ | | 2,460 | A | \$ 6.94 | 3,713,328 | I | By the William P. Angrick III Revocable Trust ⁽²⁾ |
| Common Stock | 04/10/2019 | | F ⁽³⁾ | | 600 | D | \$ 6.99 | 3,712,728 | I | By the William P. Angrick III Revocable Trust ⁽²⁾ |

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| | | | | | | | | |
|--------------|------------|------------------|-----|---|---------|-----------|---|---|
| Common Stock | 04/11/2019 | F ⁽³⁾ | 241 | D | \$ 6.79 | 3,712,487 | I | By the William P. Angrick III Revocable Trust ⁽²⁾ |
| Common Stock | | | | | | 873,379 | I | By the William P. Angrick III 2005 Irrevocable Trust ⁽²⁾ |
| Common Stock | | | | | | 575,513 | I | By the Stephanie S. Angrick 2005 Irrevocable Trust ⁽⁴⁾ |
| Common Stock | | | | | | 114,699 | I | By the Stephanie S. Angrick Revocable Trust ⁽⁴⁾ |

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)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option | \$ 6.72 | | | | | ⁽⁵⁾ | 10/01/2028 | Common Stock | 124,200 |
| Employee Stock | \$ 6.72 | | | | | ⁽⁶⁾ | 10/01/2028 | Common Stock | 17,300 |

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| | | | | | | | | | |
|-----------------------|---------|------------|--|------------------|-------|-------------|------------|--------------|---------|
| Grant | | | | | | | | | |
| Employee Stock Option | \$ 6.72 | | | | | <u>(7)</u> | 10/01/2028 | Common Stock | 124,200 |
| Employee Stock Grant | \$ 6.72 | | | | | <u>(8)</u> | 10/01/2028 | Common Stock | 17,300 |
| Employee Stock Option | \$ 4.92 | | | | | <u>(5)</u> | 10/01/2027 | Common Stock | 130,620 |
| Employee Stock Option | \$ 4.92 | | | | | <u>(9)</u> | 10/01/2027 | Common Stock | 87,080 |
| Employee Stock Grant | \$ 4.92 | 04/10/2019 | | J ⁽¹⁾ | 2,460 | <u>(6)</u> | 10/01/2027 | Common Stock | 7,380 |
| Employee Stock Grant | \$ 4.92 | | | | | <u>(10)</u> | 10/01/2027 | Common Stock | 6,150 |
| Employee Stock Grant | \$ 8.3 | | | | | <u>(11)</u> | 10/01/2026 | Common Stock | 37,625 |
| Employee Stock Grant | \$ 8.3 | | | | | <u>(12)</u> | 10/01/2026 | Common Stock | 75,250 |
| Employee Stock Option | \$ 9.13 | | | | | <u>(13)</u> | 10/01/2026 | Common Stock | 48,000 |
| Employee Stock Option | \$ 9.13 | | | | | <u>(14)</u> | 10/01/2026 | Common Stock | 48,000 |
| Employee Stock Grant | \$ 7.29 | | | | | <u>(15)</u> | 10/01/2025 | Common Stock | 36,682 |
| Employee Stock Grant | \$ 7.29 | | | | | <u>(12)</u> | 10/01/2025 | Common Stock | 9,170 |
| Employee Stock Option | \$ 7.29 | | | | | <u>(16)</u> | 10/01/2025 | Common Stock | 83,178 |
| Employee Stock Option | \$ 7.29 | | | | | <u>(17)</u> | 10/01/2025 | Common Stock | 20,794 |

| | | | | | |
|-----------------------|----------|------|------------|--------------|--------|
| Employee Stock Option | \$ 11.45 | (18) | 10/01/2024 | Common Stock | 29,980 |
| Employee Stock Option | \$ 24.19 | (19) | 10/01/2023 | Common Stock | 48,122 |
| Employee Stock Option | \$ 46.72 | (20) | 10/01/2022 | Common Stock | 14,695 |
| Employee Stock Option | \$ 37.72 | (21) | 10/01/2021 | Common Stock | 32,139 |
| Employee Stock Option | \$ 17.02 | (22) | 10/01/2020 | Common Stock | 8,641 |
| Employee Stock Grant | \$ 15.47 | (12) | 10/01/2020 | Common Stock | 11,053 |
| Employee Stock Option | \$ 9.96 | (23) | 10/01/2019 | Common Stock | 4,568 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Angrick William P III C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 BETHESDA, MD 20814 | X | X | Chairman of the Board and CEO | |

Signatures

/s/ Mark A. Shaffer, by power of attorney 04/12/2019

__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) Represents the vesting of restricted stock.
These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (3) Represents an advance election by the insider to satisfy tax withholding obligations related to vesting of restricted shares by authorizing the issuer to sell a number of shares with an aggregate fair market value that would satisfy the withholding amount due.

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- (4) These shares are held in a trust for the benefit of the reporting person's spouse, who is also trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- (5) This option becomes exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- (6) These restricted stock units vest, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- (7) 15/48th of this option grant will vest on January 1, 2020 and thereafter 1/48th of the option grant will vest each month for thirty three months.
- (8) Twenty-five percent of this restricted stock grant will vest on January 1, 2020 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2020, October 1, 2021, and October 1, 2022.
- (9) 15/48th of this option grant will vest on January 1, 2019 and thereafter 1/48th of the option grant will vest each month for thirty three months.
- (10) Twenty-five percent of this restricted stock grant vested on January 1, 2019 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2019, October 1, 2020, and October 1, 2021.
- (11) Twenty-five percent of this restricted stock grant vested on April 1, 2018 and October 1, 2018, and thereafter 1/4th of the restricted stock grant will vest on each of October 1, 2019, and October 1, 2020.
- (12) These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (13) 18/48th of this option grant vested on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.
- (14) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (15) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (16) Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (17) 75% of the options were certified as vested on December 6, 2018. The remaining options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (18) Twenty-five percent of this option grant vested on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (19) These options became fully vested on October 1, 2017.
- (20) These options became fully vested on October 1, 2016.
- (21) These options became fully vested on October 1, 2015.
- (22) These options became fully vested on October 1, 2014.
- (23) These options became fully vested on October 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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