Williams James Edwin Form 4/A February 14, 2013

#### FORM 4

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

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to **SECURITIES** Section 16.

Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Williams James Edwin

Symbol

LIQUIDITY SERVICES INC [LQDT]

2. Issuer Name and Ticker or Trading

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

11/16/2012

5. Relationship of Reporting Person(s) to

Issuer

below)

(Check all applicable)

VP, Gen. Counsel & Secretary

10% Owner

Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

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

(Street)

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

3.

11/20/2012

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X\_ Officer (give title

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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 2A. Deemed (Month/Day/Year) Execution Date, if (Month/Day/Year)

TransactionAcquired (A) or Disposed of (D) Code (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) (Instr. 4)

Ownership (Instr. 4)

(A) Transaction(s) (Instr. 3 and 4)

700

Code V Amount (D) Price

D

Common Stock

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

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(9-02)

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

#### Edgar Filing: Williams James Edwin - Form 4/A

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. Transactio Code (Instr. 8)	5. Number proof 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	\$ 7.48					<u>(1)</u>	10/01/2018	Common Stock	2,813
Restricted Stock Grant	\$ 9.05					(2)	10/01/2019	Common Stock	1,945
Employee Stock Option	\$ 9.05					(3)	10/01/2019	Common Stock	8,620
Employee Stock Grant	\$ 15.47					<u>(4)</u>	10/01/2020	Common Stock	3,380
Employee Stock Option	\$ 15.47					<u>(5)</u>	10/01/2020	Common Stock	6,035
Employee Stock Grant	\$ 15.47					<u>(6)</u>	10/01/2020	Common Stock	3,277
Employee Stock Grant	\$ 31.11					<u>(7)</u>	10/01/2021	Common Stock	2,689
Employee Stock Option	\$ 31.11					<u>(8)</u>	10/01/2021	Common Stock	5,950
Employee Stock Grant	\$ 38.09	11/16/2012		A	2,753	<u>(9)</u>	10/01/2022	Common Stock	2,753
Employee Stock Grant	\$ 38.09	11/16/2012		A	2,753	(10)	10/01/2022	Common Stock	2,753
Employee Stock Option	\$ 38.09	11/16/2012		A	1,835	(11)	10/01/2022	Common Stock	1,835

**Employee** 

Stock \$ 38.09 11/16/2012 A 1,835 (12) 10/01/2022 Common Stock 1,835

Option

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Williams James Edwin C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036

VP, Gen. Counsel & Secretary

# **Signatures**

/s/ James E. 02/14/2013 Williams

\*\*Signature of Date
Reporting Person

# **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, 2012.
- Twenty-five percent of this restricted stock grant vested on October 1, 2010 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (3) Twenty-five percent of this option grant vested on October 1, 2010 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (4) Twenty-five percent of this restricted stock grant vested on October 1, 2011 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (5) Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (6) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (7) Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (8) Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (9) Twenty-five percent of this restricted stock grant will vest on October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (10) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (11) Twenty-five percent of this option grant will vest on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (12) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

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.

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