LIQUIDITY SERVICES INC

Form 4

February 03, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

3235-0287 Number:

January 31, Expires: 2005

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obligations may continue. See Instruction

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(b).

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

LIQUIDITY SERVICES INC

(Check all applicable)

[LQDT]

02/01/2017

3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify (Month/Day/Year)

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

(First)

(Middle)

(Street)

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

6. Individual or Joint/Group Filing(Check

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

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

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

Beneficial

Ownership

(Instr. 4)

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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. Transacti Code (Instr. 8)	5. Number of Derivative Securities Acquired Disposed (Instr. 3, 4	(A) or of (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option	\$ 12.89						<u>(1)</u>	04/03/2016	Common Stock	20,00
Employee Stock Option	\$ 14.75						(2)	10/02/2016	Common Stock	11,2
Employee Stock Option	\$ 11.19						(3)	10/01/2017	Common Stock	10,2
Employee Stock Option	\$ 11.66						<u>(4)</u>	06/03/2018	Common Stock	4,45
Employee Stock Option	\$ 8.55						(5)	04/28/2019	Common Stock	21,08
Employee Stock Option	\$ 10.7						<u>(6)</u>	02/01/2020	Common Stock	18,6
Employee Stock Option	\$ 14.3						<u>(7)</u>	02/01/2021	Common Stock	15,0
Employee Stock Option	\$ 42.31						<u>(8)</u>	02/01/2022	Common Stock	5,32
Employee Stock Option	\$ 40.11						<u>(9)</u>	02/01/2023	Common Stock	5,95
Employee Stock Option	\$ 21.53						(10)	02/01/2024	Common Stock	20,00
Employee Stock Option	\$ 9.84						(11)	02/01/2025	Common Stock	39,10
Employee Stock Option	\$ 6.29						(12)	02/01/2026	Common Stock	84,89

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Restricted Stock Grant	\$ 6.29	02/01/2017	J <u>(15)</u>	6,041	(13)	02/01/2026	Common Stock	6,04
Restricted Stock Grant	\$ 9.75	02/01/2017	A	15,128	(14)	02/01/2027	Common Stock	15,12

Reporting Owners

Reporting Owner Name / Address	Relationships					
rioporting of mary runner, readings	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

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.

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