LIQUIDITY SERVICES INC
Form 4
November 03, 2016

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 *
Dudley Gardner H

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/01/2016

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Pres, Capital Assets Group

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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/01/2016		J(15)		5,527	A	$ 8.56	26,405	D	
Common Stock	11/01/2016		S(16)		2,307	D	$ 8.56	24,098	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)

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)		8 I S (
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	$ 13.35							(1)	06/16/2020	Common Stock	3,188	
Employee Stock Grant	$ 15.47							(2)	11/30/2020	Common Stock	2,211	
Employee Stock Grant	$ 21.99							(3)	11/27/2023	Common Stock	416	
Employee Stock Grant	$ 21.99							(4)	11/27/2023	Common Stock	1,661	
Employee Stock Option	$ 21.99							(5)	11/27/2023	Common Stock	3,519	
Employee Stock Option	$ 21.99							(6)	11/27/2023	Common Stock	3,519	
Employee Stock Grant	$ 13.57	11/01/2016		J(15)			5,527	(7)	05/14/2024	Common Stock	11,054	
Employee Stock Grant	$ 12.57							(8)	10/27/2024	Common Stock	12,500	
Employee Stock Grant	$ 10.41							(9)	10/01/2024	Common Stock	24,291	
Employee Stock Option	$ 10.41							(10)	10/01/2024	Common Stock	7,338	
Employee	$ 6.63							(11)	10/01/2025	Common	15,386	

Stock Grant					Stock	
Employee Stock Grant	$ 5.11		(12)	10/01/2025	Common Stock	5,129
Employee Stock Option	$ 6.63		(13)	10/01/2025	Common Stock	11,245
Employee Stock Option	$ 6.63		(14)	10/01/2025	Common Stock	2,811

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dudley Gardner H C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			Pres, Capital Assets Group	

Signatures

/s/ Mark A. Shaffer, by power of attorney	11/03/2016
**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 June 1, 2014.

(2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

(3) Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

(4) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

(5) Twenty-five percent of this option grant vested on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

(6) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

(7) Fifty percent of this restricted stock grant vested on November 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on November 1 of each year for two years.

(8) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

(9) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8th of the restricted stock grant will vest on April 1 and October 1 of each year for three years.

(10) 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.

(11) 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.

(12) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

(13) 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.

(14) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

(15) Represents the vesting of restricted stock

(16) Represents reporting person's advance election to sell to cover tax obligations upon vesting such restricted shares

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