

LIQUIDITY SERVICES INC

Form 4

October 11, 2016

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 *
Rallo James M

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)
10/06/2016

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President RSCG

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 10/06/2016 | | S(21) | 1,787 D | \$ 10.28 | 5,151 | D |
| Common Stock | 10/07/2016 | | S(21) | 2,144 D | \$ 10.06 | 3,007 | D |
| Common Stock | 10/10/2016 | | S(21) | 3,007 D | \$ 10.03 | 0 | D |
| Common Stock | | | | | | 15,039 (1) | I |

By James M. Rallo
401k

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| | | | |
|--------------|-------|---|--|
| Common Stock | 8,000 | I | By James M. Rallo IRA |
| Common Stock | 685 | I | By James M. Rallo Cust. Michael Rallo MD UTMA ⁽²⁾ |
| Common Stock | 460 | I | By James M. Rallo Cust. Melissa Rallo MD UTMA |

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. Price or Value of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Employee Stock Option | \$ 7.48 | | | | | ⁽³⁾ | 10/01/2018 | Common Stock | 2,338 |
| Employee Stock Option | \$ 15.47 | | | | | ⁽⁴⁾ | 10/01/2020 | Common Stock | 6,678 |
| Employee Stock Grant | \$ 15.47 | | | | | ⁽⁵⁾ | 10/01/2020 | Common Stock | 5,527 |

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| | | | | | |
|-----------------------|----------|-------------|------------|--------------|--------|
| Employee Stock Option | \$ 31.37 | <u>(6)</u> | 10/01/2021 | Common Stock | 12,358 |
| Employee Stock Option | \$ 38.09 | <u>(7)</u> | 10/01/2022 | Common Stock | 3,335 |
| Employee Stock Grant | \$ 29.47 | <u>(8)</u> | 07/18/2023 | Common Stock | 3,054 |
| Employee Stock Option | \$ 29.47 | <u>(9)</u> | 07/18/2023 | Common Stock | 24,871 |
| Employee Stock Grant | \$ 21.99 | <u>(10)</u> | 10/01/2023 | Common Stock | 1,173 |
| Employee Stock Option | \$ 21.99 | <u>(11)</u> | 10/01/2023 | Common Stock | 9,938 |
| Employee Stock Grant | \$ 13.57 | <u>(12)</u> | 05/14/2024 | Common Stock | 22,108 |
| Employee Stock Grant | \$ 10.41 | <u>(13)</u> | 10/01/2024 | Common Stock | 30,867 |
| Employee Stock Grant | \$ 10.41 | <u>(14)</u> | 10/01/2024 | Common Stock | 15,434 |
| Employee Stock Option | \$ 10.41 | <u>(15)</u> | 10/01/2024 | Common Stock | 12,675 |
| Employee Stock Option | \$ 10.41 | <u>(16)</u> | 10/01/2024 | Common Stock | 3,169 |
| Employee Stock Grant | \$ 6.63 | <u>(17)</u> | 10/01/2025 | Common Stock | 19,140 |
| Employee Stock Grant | \$ 6.63 | <u>(18)</u> | 10/01/2025 | Common Stock | 6,380 |
| Employee Stock Option | \$ 6.63 | <u>(19)</u> | 10/01/2025 | Common Stock | 13,987 |
| Employee Stock | \$ 6.63 | <u>(20)</u> | 10/01/2025 | Common Stock | 3,497 |

Option

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| Rallo James M C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036 | | | President | RSCG |

Signatures

/s/ Mark A. Shaffer, by power of attorney
10/11/2016

__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) The number of securities shown as being held in Issuer's 401(k) account for the Reporting Person's benefit is the approximate number of shares of common stock. De minimis fractional interests reported by the Issuer's 401(k) Plan trustee/administrator and held indirectly through the Plan's stock purchase account are not reflected.
 - (2) Mr. Rallo disclaims beneficial ownership of these shares.
 - (3) These options became fully vested on October 1, 2013.
 - (4) These options became fully vested on October 1, 2014.
 - (5) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (6) These options became fully vested on October 1, 2015.
 - (7) These options became fully vested on October 1, 2016.
 - (8) Twenty-five percent of this restricted stock grant vested on July 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on July 1 of each year for three years.
 - (9) Twenty-five percent of this option grant vested on July 18, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
 - (10) 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.
 - (11) 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.
 - (12) 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.
 - (13) 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.
 - (14) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
 - (15) 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.
 - (16) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
 - (17)

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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.

- (18) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (19) 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.
- (20) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (21) Represents reporting person's advance election to sell upon vesting such restricted shares

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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