

GROSS PATRICK W  
Form 4  
February 04, 2019

**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 \*  
GROSS PATRICK W

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)  
02/01/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)

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 Ownership (Instr. 4)
Common Stock	02/01/2019		J <sup>(1)</sup>	V Amount \$ 22,692 (D) Price 8.5	51,286	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)**

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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. 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 Security (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 12.89					<u>(2)</u> 04/03/2016	Common Stock	20,000	
Employee Stock Option	\$ 14.75					<u>(3)</u> 10/02/2016	Common Stock	11,300	
Employee Stock Option	\$ 11.19					<u>(4)</u> 10/01/2017	Common Stock	10,300	
Employee Stock Option	\$ 11.66					<u>(5)</u> 06/03/2018	Common Stock	4,400	
Employee Stock Option	\$ 8.55					<u>(6)</u> 04/28/2019	Common Stock	21,000	
Employee Stock Option	\$ 10.7					<u>(7)</u> 02/01/2020	Common Stock	18,000	
Employee Stock Option	\$ 14.3					<u>(8)</u> 02/01/2021	Common Stock	15,000	
Employee Stock Option	\$ 42.31					<u>(9)</u> 02/01/2022	Common Stock	5,300	
Employee Stock Option	\$ 40.11					<u>(10)</u> 02/01/2023	Common Stock	5,900	
Employee Stock Option	\$ 21.53					<u>(11)</u> 02/01/2024	Common Stock	20,000	
Employee Stock Option	\$ 9.84					<u>(12)</u> 02/01/2025	Common Stock	39,000	
Employee Stock Option	\$ 6.29					<u>(13)</u> 02/01/2026	Common Stock	84,000	

Employee Stock Grant	<u>(14)</u>	02/01/2019	J <sup>(1)</sup>	22,692	<u>(15)</u>	02/01/2028	Common Stock	22,692
Employee Stock Grant	<u>(14)</u>	02/01/2019	A	17,353	<u>(17)</u>	02/01/2029	Common Stock	17,353

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GROSS PATRICK W C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 BETHESDA, MD 20814	X			

## Signatures

/s/ Mark A. Shaffer, by power of attorney  
02/04/2019

\_\_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.
- (2) These options expired on April 3, 2016 without being exercised.
- (3) These options expired on October 2, 2016 without being exercised.
- (4) These options expired on October 1, 2017 without being exercised.
- (5) These options became fully vested on June 3, 2009.
- (6) These options became fully vested on February 18, 2010.
- (7) These options became fully vested on February 1, 2011.
- (8) These options became fully vested on February 1, 2012.
- (9) These options became fully vested on February 1, 2013.
- (10) These options became fully vested on February 1, 2014.
- (11) These options became fully vested on February 1, 2015.
- (12) These options became fully vested on February 1, 2016.
- (13) These options became fully vested on February 1, 2017.
- (14) Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- (15) These restricted shares became fully vested on February 1, 2019.
- (16) Each restricted stock unit represents the contingent right to receive one share of Common Stock upon vesting of the unit.
- (17) These restricted shares have a one-year vesting period such that 100% of this restricted stock grant will vest on February 1, 2020.

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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