SEC Form 4
FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person*

Shaffer Mark A

| (Last) | (First) | (Middle) |
| :--- | :---: | :---: |
| C/O LIQUIDITY SERVICES, INC. |  |  |
| 6931 ARLINGTON ROAD, SUTIE 200 |  |  |
| (Street) <br> BETHESDA | MD | 20814 |
| (City) | (State) | (Zip) |

2. Issuer Name and Ticker or Trading Symbol
LIQUIDITY SERVICES INC [ LQDT ]
3. Date of Earliest Transaction (Month/Day/Year) 01/10/2022
4. Relationship of Reporting Person(s) to Issuer (Check all applicable)

X \begin{tabular}{ll}

Director \& | Officer (give title |
| :--- |
| below) |

 

Other (specify \\
\end{tabular}

Chief Legal Officer \& Corp Sec
4. If Amendment, Date of Original Filed (Month/Day/Year)
6. Individual or Joint/Group Filing (Check Applicable Line)

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. <br> Transaction Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |  |  | 5. Amount of <br> Securities <br> Beneficially <br> Owned Following <br> Reported <br> Transaction(s) <br> (Instr. 3 and 4) | 6. Ownership Form: Direct <br> (D) or Indirect <br> (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
|  |  |  | Code | V | Amount | (A) or (D) | Price |  |  |  |
| Common Stock | 01/10/2022 |  | $\mathrm{M}^{(1)}$ |  | 5,302 | A | \$0 | 39,721 | D |  |

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. <br> Conversion <br> or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Trans Code 8) <br> Code | ction <br> nstr. | 5. N <br> of <br> Der <br> Acq <br> (A) <br> Disp of (D) <br> (Ins <br> and <br> (A) | umber <br> vative <br> rities <br> uired <br> osed <br> r. 3,4 <br> 5) <br> (D) | 6. Date Exer Expiration D (Month/Dayl <br> Date <br> Exercisable | isable and te ear) | 7. Title an of Securit Underlyin Derivative (Instr. 3 an <br> Title | Amount es Security 4) <br> Amount or <br> Number of Shares | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative <br> Securities <br> Beneficially <br> Owned <br> Following <br> Reported <br> Transaction(s) <br> (Instr. 4) | 10. <br> Ownership <br> Form: <br> Direct (D) <br> or Indirect <br> (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employee Stock Grant | (2) |  |  |  |  |  |  | (3) | 09/30/2020 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 3,806 |  | 3,806 | D |  |
| Employee <br> Stock <br> Option | \$4.47 |  |  |  |  |  |  | (4) | 12/11/2027 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 2,280 |  | 2,280 | D |  |
| Employee <br> Stock <br> Option | \$6.11 |  |  |  |  |  |  | (5) | 12/04/2028 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 12,979 |  | 12,979 | D |  |
| Employee Stock Grant | (2) |  |  |  |  |  |  | (6) | 01/01/2023 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 1,262 |  | 1,262 | D |  |
| Employee Stock Option | \$6.69 |  |  |  |  |  |  | (7) | 12/03/2029 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 19,467 |  | 19,467 | D |  |
| Employee <br> Stock <br> Grant | (2) |  |  |  |  |  |  | (8) | 01/01/2024 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 6,125 |  | 6,125 | D |  |
| Employee <br> Stock <br> Option | \$9.46 |  |  |  |  |  |  | (9) | 12/01/2030 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 42,400 |  | 42,400 | D |  |
| Employee <br> Stock <br> Option | \$9.46 |  |  |  |  |  |  | (10) | 12/01/2030 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 42,400 |  | 42,400 | D |  |
| Employee Stock Grant | (2) | 01/10/2022 |  | $\mathrm{M}^{(11)}$ |  |  | 7,650 | (12) | 01/01/2025 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 7,650 | \$0 | 0 | D |  |
| Employee <br> Stock <br> Grant | (2) |  |  |  |  |  |  | (13) | 01/01/2025 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 5,737 |  | 5,737 | D |  |
| Employee Stock Option | \$22.2 |  |  |  |  |  |  | (10) | 12/07/2031 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 7,740 |  | 7,740 | D |  |
| Employee Stock Option | \$22.2 |  |  |  |  |  |  | (14) | 12/07/2031 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 7,740 |  | 7,740 | D |  |
| Employee <br> Stock <br> Grant | (2) |  |  |  |  |  |  | (12) | 01/01/2026 | $\begin{aligned} & \text { Common } \\ & \text { Stock } \end{aligned}$ | 8,720 |  | 8,720 | D |  |

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. <br> 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 Securities Underlying Derivative Security (Instr. 3 and 4) |  | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. <br> Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Employee <br> Stock <br> Grant | (2) |  |  |  |  |  |  | (15) | 01/01/2026 | Common Stock | 8,720 |  | 8,720 | D |  |

## Explanation of Responses:

1. Represents the net issuance of 5,302 shares from the vesting of 7,650 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 2,348 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section $16 \mathrm{~b}-3(\mathrm{e})$. No shares were sold by the reporting person. 2. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
2. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
3. 15/48th of this option grant vested on January 1, 2019 and thereafter, an additional $1 / 48$ th vests each month for thirty-three months.
4. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
5. Twenty-five percent of this restricted stock unit grant vested on January 1, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021 , January 1, 2022 , and January 1, 2023.
6. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
7. Twenty-five percent of this restricted stock unit grant vested on January 1, 2021 and thereafter, an additional 1/4th vests on each of January 1, 2022, January 1, 2023 and January 1, 2024 9. 12/48th of this option grant vested on January 1,2022 and thereafter, an additional $1 / 48$ th will vest each month for thirty-six months.
8. These options become exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
9. Represents the vesting of restricted stock units.
10. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
11. Twenty-five percent of this restricted stock unit grant vested on January 1, 2022 and thereafter, an additional 1/4th will vest on each of January 1, 2023, January 1,2024 and January 1 , 2025 .
12. 12/48th of this option grant will vest on January 1, 2023 and thereafter, an additional $1 / 48$ th will vest each month for thirty-six months.
13. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2023 and thereafter, an additional 1/4th will vest on each of January 1, 2024 , January 1, 2025 and January 1, 2026.

## Remarks:

| /s/ Mark A. Shaffer | $\underline{01 / 12 / 2022}$ |
| :--- | :--- |
| ** Signature of Reporting Person | Date |

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

* 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. $78 f f(a)$.
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

