

OMB APPROVAL	
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**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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Rozdilsky Nicholas</u>  (Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200  (Street) BETHESDA MD 20814  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC [ LQDT ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Marketing Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 06/08/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	06/08/2021		M <sup>(1)</sup>		34,415	A	\$6.69 <sup>(2)</sup>	53,165	D	
Common Stock	06/08/2021		S		30,000	D	\$25.69	23,165	D	
Common Stock	06/09/2021		S		4,415	D	\$24.84	18,750	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. 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. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Restricted Stock Grant	(3)							(4)	08/01/2022	Common Stock 18,750		18,750	D	
Employee Stock Option	\$6.95	06/08/2021		M <sup>(5)</sup>			17,708	(6)	08/01/2028	Common Stock 25,000	\$0	7,292	D	
Employee Stock Grant	(3)							(7)	01/01/2023	Common Stock 2,100		2,100	D	
Employee Stock Option	\$6.11							(8)	12/04/2028	Common Stock 10,792		10,792	D	
Employee Stock Grant	(3)							(9)	01/01/2024	Common Stock 9,187		9,187	D	
Employee Stock Option	\$6.69							(10)	12/03/2029	Common Stock 22,008		22,008	D	
Employee Stock Option	\$6.69	06/08/2021		M <sup>(5)</sup>			29,200	(11)	12/03/2029	Common Stock 29,200	\$0	0	D	
Employee Stock Option	\$9.46							(12)	12/01/2030	Common Stock 38,800		38,800	D	
Employee Stock Option	\$9.46							(13)	12/01/2030	Common Stock 38,800		38,800	D	
Employee Stock Grant	(3)							(14)	01/01/2025	Common Stock 7,000		7,000	D	
Employee Stock Grant	(3)							(15)	01/01/2025	Common Stock 7,000		7,000	D	

**Explanation of Responses:**

- The reporting person exercised 46,908 stock options on a share withhold basis. 12,493 shares were withheld to cover the cost of the options as well as related taxes resulting in a net amount of 34,415 shares acquired.
- The reporting person exercised a total of 46,908 options, of which 17,708 had an exercise price of \$6.95 and 29,200 of which had an exercise price of \$6.69.
- Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

4. Twenty-five percent of this restricted stock grant vested on August 1, 2019 and thereafter, an additional 1/4th will vest on each of August 1, 2020, August 1, 2021, and August 1, 2022.
5. Represents the exercise of stock options.
6. Twenty-five percent of this option grant vested on August 1, 2019 and thereafter, an additional 1/48th will vest each month for thirty-six months.
7. 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.
8. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
9. Twenty-five percent of this restricted stock 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.
10. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
11. This option grant becomes exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
12. This option grant becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
13. 12/48th of this option grant will vest on January 1, 2022 and thereafter, an additional 1/48th will vest each month for thirty-six months.
14. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
15. Twenty-five percent of this restricted stock unit grant will vest 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.

**Remarks:**

[/s/ Mark A. Shaffer, by power  
of attorney](#)      06/10/2021

\*\* 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. 78ff(a).

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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