SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL									
OMB Number:	3235-0287								
Estimated average	burden								

Sectio obligat	this box if no le n 16. Form 4 o tions may conti ction 1(b).		STA		ed pursu	ianti	to Sect	ion 16	(a) of the Se e Investmer	ecurit	ies Excha	unge Act	of 1934		SHIP	Estim		er: 3 verage burde esponse:	3235-0287 n 0.5	
1. Name and Address of Reporting Person [*] Celaya Jorge						2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC</u> [LQDT]									5. Relationship of Reporti (Check all applicable) Director			10% Own		
(Last) (First) (Middle) 6931 ARLINGTON ROAD SUITE 200						3. Date of Earliest Transaction (Month/Day/Year) 05/08/2023									X Officer (give title Other (speci below) below) CFO					
(Street) BETHESDA MD 20814							 4. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Line) X Form filed by One Reporting Per Form filed by More than One R Person 												on	
(City) (State) (Zip)					Ru	Rule 10b5-1(c) Transaction Indication														
									ndicate that a ve defense co							tion or writte	en plan	that is intend	led to	
		Tabl	e I - No	n-Deriv	ative	Sec	curiti	es A	cquired,	Dis	posed	of, or	Bene	ficia	ly Owne	d				
1. Title of Security (Instr. 3) 2. Transac Date (Month/Da						Execution Date,			Code (Instr.					8, 4 and Securiti Benefic		ies Fo cially (D Following (I)		n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(U)		Price	Transac (Instr. 3	and 4)				
Common Stock 05/08/2																D				
			able II -						quired, D s, option						Owned					
Derivative Conversion Date			3A. Deer Executio if any (Month/E			Transaction Code (Instr.		on Number E		6. Date Exercisable a Expiration Date (Month/Day/Year)			7. Title and Amount of Securities Underlying Derivative Secu (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transactie (Instr. 4)	e S Ily I	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	or Nui of	ount nber ares						
Stock Option Grant	\$6.11								(2)	12	2/04/2028	Comm Stock		802		3,802	2	D		
Stock Option Grant	\$6.69								(3)	1	2/03/2029	Comm Stock		,387		29,38	7	D		
Stock Option Grant	\$9.46								(4)	12	2/01/2030	Comm Stock		,050		55,05	0	D		
Stock Option Grant	\$9.46								(5)	13	2/01/2030	Comm Stock		,050)50		55,050			
Stock Option Grant	\$14								(6)	13	2/23/2032	Comm Stock		,640		16,640		D		
Stock Option Grant	\$14								(7)	12	2/23/2032	Comm Stock		,640		16,640		D		
Stock Option Grant	\$22.2								(8)	12	2/07/2031	Commo Stock		740	7,740)	D		
Stock Option Grant	\$22.2								(5)	12	2/07/2031	Comm Stock		740		7,740)	D		
Restricted Stock Unit Grant	(9)								(10)	0	1/01/2025	Comm Stock		975		4,975	5	D		
Restricted Stock Unit Grant	(9)								(11)	0	1/01/2026	Comm Stock		,710		20,71	0	D		
Restricted Stock Unit Grant	(9)								(12)	0	1/01/2027	Comm Stock		,710		20,71	0	D		
Restricted Stock Unit Grant	(9)								(13)	0	1/01/2026	Comm Stock		540		6,540)	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)		Transaction Number Code (Instr. of			6. Date Exerc Expiration Da (Month/Day/N	ate	7. Title and Amount o Securities Underlyin Derivative (Instr. 3 ar	f g Security	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			Expiration Date	Title	Amount or Number of Shares					
Restricted Stock Unit Grant	(9)							(14)	01/01/2026	Common Stock	8,720		8,720	D	
Restricted Stock Unit Grant	(9)							(15)	01/01/2024	Common Stock	5,662		5,662	D	

Explanation of Responses:

1. As reported on the reporting person's Forms 4 filed on January 5, 2022 and January 12, 2022, 19,575 restricted stock units vested in January 2022. The issuer withheld a total of 6,284 shares to cover federal and state withholding due in connection with these vests. However, the issuer inadvertently miscalculated the withholding amount due and as a result, did not withhold a sufficient number of shares. To rectify this, on May 8, 2023, the reporting person sold 4,719 shares to cover the remaining withholding amount due.

 $2.\,15/48 th \ of \ this \ option \ grant \ vested \ on \ January \ 1, \ 2020 \ and \ thereafter, \ an \ additional \ 1/48 th \ vests \ each \ month \ for \ thirty-three \ months.$

3. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.

4. 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.

5. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

6. These options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

7. 12/48th will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months

8. 12/48th of this option grant vested on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.

9. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

10. 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.

11. These restricted stock units were granted on December 23, 2022 and will vest, if at all, based on the Issuer's achievement of certain financial milestones.

12. These restricted stock units were granted on December 23, 2022. Twenty-five percent will vest on January 1, 2024, and thereafter 25% will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.

13. Twenty-five percent of this restricted stock unit grant vested 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.

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 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.



** 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.

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.