

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

**FORM S-8**

**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

**LIQUIDITY SERVICES, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or  
Organization)

**52-2209244**

(I.R.S. Employer  
Identification Number)

**1920 L Street, N.W., 6<sup>th</sup> Floor, Washington, D.C.**  
(Address of Principal Executive Offices)

**20036**  
(Zip Code)

**Second Amended and Restated Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan**  
(Full Title of the Plan)

**Mark A. Shaffer**  
**Vice President, General Counsel and Corporate Secretary**  
**Liquidity Services, Inc.**  
**1920 L Street, N.W.**  
**6<sup>th</sup> Floor**  
**Washington, D.C. 20036**  
**(202) 467-6868**

(Name, address and telephone number, including area code, of agent for service)

**With copy to:**

**Stephen I. Glover, Esq.**  
Gibson, Dunn & Crutcher LLP  
1050 Connecticut Avenue, N.W.  
Washington, D.C. 20036  
(202) 955-8500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.001 per share	3,300,000	\$ 8.33	\$ 27,489,000	\$ 3185.98

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Registrant's common stock in respect of the securities identified in the above table as a result of adjustments to the number of outstanding shares of Common stock by reason of any stock dividend, stock split, recapitalization or other similar transaction, and any other securities with respect to which the outstanding shares of Common Stock are converted or exchanged.

(2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of the Company's Common Stock on the Nasdaq Global Select Market on February 22, 2017, which was \$8.33.

## INTRODUCTION

This Registration Statement on Form S-8 is filed by Liquidity Services, Inc., a Delaware corporation (the “Company” or the “Registrant”), to register an additional 3,300,000 shares of the Company’s common stock, par value \$.001 per share (the “Common Stock”), issuable under the Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan (the “Plan”), as amended and restated on each of February 26, 2015 and February 23, 2017, which Common Stock is in addition to the 5,000,000 shares of Common Stock registered on the Company’s Form S-8 filed on March 3, 2006 (Commission File No. 333-132192) (the “2006 Registration Statement”), the 5,000,000 shares of Common Stock registered on the Company’s Form S-8 filed on May 6, 2009 (Commission File No. 333-159004) (the “2009 Registration Statement”) and the 3,000,000 shares of Common Stock registered on the Company’s Form S-8 filed on March 6, 2015 (Commission File No. 333-202548) (the “2015 Registration Statement” and together with the 2009 Registration Statement and the 2006 Registration Statement, the “Prior Registration Statements”).

At the Annual Meeting of Stockholders of the Company held on February 23, 2017 (the “Annual Meeting”), the Company’s stockholders approved amendments to the Plan to increase the number of shares of Common Stock authorized to be issued under the Plan by 3,300,000 to a total of 16,300,000 shares and to increase the number of shares of Common Stock that may be issued as Incentive Stock Options under the Plan to 16,300,000 (subject to the overall limit of 16,300,000 shares under the Plan.) These amendments are described in the Company’s definitive proxy materials for the Annual Meeting, which were filed with the Securities and Exchange Commission on January 23, 2017.

This Registration Statement relates to securities of the same class as that to which the Prior Registration Statements relate and is submitted in accordance with General Instruction E to Form S-8 regarding Registration of Additional Securities. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference and made part of this Registration Statement, except as amended hereby.

### PART I

#### INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

- Item 1. Plan Information.\***
- Item 2. Registrant Information and Employee Plan Annual Information.\***

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act and the Note to Part I of Form S-8.

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### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

- Item 8. Exhibits.**

Unless otherwise indicated below as being incorporated by reference to another filing of the Registrant with the Commission, each of the following exhibits is filed herewith:

<b>Exhibit No.</b>	<b>Exhibit Description</b>
4.1	Fourth Amended and Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to Amendment No. 2 to the Company’s Registration Statement on Form S-1 (Registration No. 333-129656), filed with the SEC on January 17, 2006.
4.2	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to the Company’s Quarterly Report on Form 10-Q, filed with the SEC on August 4, 2016.
5.1*	Opinion of Gibson, Dunn & Crutcher LLP.
10.1	Second Amended and Restated Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan, incorporated herein by reference to Appendix A to the Company’s Definitive Proxy Statement on Schedule 14A, filed with the SEC on January 23, 2017.
23.1*	Consent of Ernst & Young LLP.
23.2*	Consent of Gibson, Dunn & Crutcher LLP. (Included in Exhibit 5.1).
24.1*	Power of Attorney (included on signature page).

\*Filed herewith.

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the District of Columbia, on this 24<sup>th</sup> day of February, 2017.

**Liquidity Services, Inc.**

By: /s/ WILLIAM P. ANGRICK  
William P. Angrick, III  
Chairman of the Board and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints William P. Angrick, III and Mark A. Shaffer, and each of them, his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, from such person and in each person's name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement and to file the same, with all exhibits thereto and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done as fully and to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof. This Power of Attorney may be signed in any number of counterparts, each of which shall constitute an original and all of which, taken together, shall constitute one Power of Attorney.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on February 24, 2017.

<u>Signature</u>	<u>Title</u>
<u>/s/ WILLIAM P. ANGRICK</u> William P. Angrick, III	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)
<u>/s/ JORGE A. CELAYA</u> Jorge A. Celeya	Executive Vice President and Chief Financial Officer (Principal Financial Officer)

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<u>/s/ MICHAEL SWEENEY</u> Michael Sweeney	Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ PHILLIP A. CLOUGH</u> Phillip A. Clough	Director
<u>/s/ GEORGE H. ELLIS</u> George H. Ellis	Director
<u>/s/ PATRICK W. GROSS</u> Patrick W. Gross	Director
<u>/s/ BEATRIZ V. INFANTE</u> Beatriz V. Infante	Director
<u>/s/ EDWARD J. KOLODZIESKI</u> Edward J. Kolodzieski	Director
<u>/s/ JAIME MATEUS-TIQUE</u> Jaime Mateus-Tique	Director

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**EXHIBIT INDEX**

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4.2	Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to the Company's Quarterly Report on Form 10-Q, filed with the SEC on August 4, 2016.

- 5.1\* Opinion of Gibson, Dunn & Crutcher LLP.
- 10.1 Second Amended and Restated Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan, incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A, filed with the SEC on January 23, 2017.
- 23.1\* Consent of Ernst & Young LLP.
- 23.2\* Consent of Gibson, Dunn & Crutcher LLP.
- 24.1\* Power of Attorney (included on signature page).

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\*Filed herewith.

February 24, 2017

Liquidity Services, Inc.  
 1920 L Street, N.W.  
 6<sup>th</sup> Floor  
 Washington, D.C. 20036

Re: Proposed Offering of up to 3,300,000 Shares of Common Stock Pursuant to the Second Amended and Restated Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement"), of Liquidity Services, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 3,300,000 shares of the Company's Common Stock, par value \$0.001 per share (the "Shares"), available for issuance under the Second Amended and Restated Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan (the "Plan").

In arriving at the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction as being true and complete copies of the originals, of the Plan and such other documents, corporate records of the Company, certificates of officers of the Company and of public officials and other documents as we have deemed necessary or advisable to enable us to render this opinion. In our examination, we have assumed without independent investigation the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing, and subject to the assumptions, exceptions, qualifications and limitations set forth herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Beijing • Brussels • Century City • Dallas • Denver • Dubai • Hong Kong • London • Los Angeles • Munich  
 New York • Orange County • Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the "DGCL"). This opinion is limited to the effect of the current state of the DGCL and to the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such laws or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption "Legal Matters" in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

**Consent of Independent Registered Public Accounting Firm**

We consent to the Incorporation by reference in the Registration Statement (Form S-8 No. 333-00000) pertaining to the Liquidity Services, Inc. 2006 Omnibus Long-Term Incentive Plan of Liquidity Services, Inc. of our reports dated November 21, 2018, with respect to the consolidated financial statements and schedule of Liquidity Services, Inc. and the effectiveness of internal control over financial reporting of Liquidity Services, Inc., included in its Annual Report (Form 10-K) for the year ended September 30, 2016, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

McLean, Virginia

February 24, 2017

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