SEC Form 4
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## FORM 4

(5)

Restricted Stock Unit Grant

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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

OMB APPROVAL OMB Number: 0005 0007

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1. Name and Address of Reporting Person <sup>*</sup> Daunt John						or Section 30(h) of the Investment Company Act of 1940         2. Issuer Name and Ticker or Trading Symbol         LIQUIDITY SERVICES INC [LQDT]         5. Relationshi         (Check all app Direct)													
(Last) (First) (Middle) 6931 ARLINGTON ROAD SUITE 200							f Earli 023	est Trar	nsaction (Mo	onth/	Day/Year)		X Officer (give title Other (specify below) below) EVP & COO						
(Street) BETHESDA MD 20814						4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person					
(City) (State) (Zip)													Form filed by More than One Reporting Person						
		Tab	le I - No	n-Deriv	ative	e Seo	curit	ies A	cquired,	Dis	posed c	of, or Be	nefic	ially Owr	ed				
1. Title of Security (Instr. 3) Date (Month/Date)						Execution Date,			Transaction Disposed ( Code (Instr. 5)			ties Acquire d Of (D) (Ins		and Secu Bene Own Repo		Forr (D) c	wnership n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
									Code	v	Amount	(A) or (D)	Pric		Transaction(s) (Instr. 3 and 4)				
Common Stock 03/					/2023			M <sup>(1)</sup>		1,955	5 A \$9		.46	5 82,331		I	By The Daunt Family Trust		
Common Stock			03/16	5/2023	/2023			J <sup>(2)</sup>	1,42		) D	\$1:	3.03	80,911		I	By The Daunt Family Trust		
		۲							quired, D s, option					lly Owne	d				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Exc or Exercise (Month/Day/Year) if a Price of Derivative			4. Transa Code ( 8)	iction Instr.	on of E		6. Date Exercisable Expiration Date (Month/Day/Year)		e of Securities		es ) Securi	Derivati Security	ve derivativ Securitie	ve es ally ng d tion(s)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficia Ownersh (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisabl		xpiration late	Title	Amou or Numb of Share	er					
Stock Option Grant	\$6.11								(3)	1	2/04/2028	Common Stock	14,83	33	14,8	33	D		
Stock Option Grant	\$6.11								(4)	1	2/04/2028	Common Stock	10,40	00	10,4	00	D		
Restricted Stock Unit Grant	(5)								(6)	0	1/01/2024	Common Stock	4,07	5	4,07	75	D		
Stock Option Grant	\$6.58								(3)	0	4/29/2029	Common Stock	10,45	58	10,4	58	D		
Stock Option Grant	\$6.58								(7)	0	4/29/2019	Common Stock	11,66	57	11,6	67	D		
Restricted Stock Unit Grant	(5)								(8)	0	5/01/2023	Common Stock	3,75	0	3,75	50	D		
Stock Option Grant	\$6.69								(3)	1	2/03/2029	Common Stock	38,95	50	38,9	50	D		
Stock Option Grant	\$6.69								(9)	1	2/03/2029	Common Stock	21,10	)9	21,1	09	D		
Stock Option Grant	\$9.46	03/16/2023			M <sup>(10)</sup>			1,955	(11)	1	2/01/2030	Common Stock	1,95	5 \$0.00	29,3	25	D		
Stock Option Grant	\$9.46								(12)	1	2/01/2030	Common Stock	61,20	00	61,2	00	D		

(13)

01/01/2025

5,525

Common Stock

5,525

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. Transa Code ( 8)			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 Expiration Exercisable Date Ti		Title	Amount or Number of Shares				
Stock Option Grant	\$22.2							(12)	12/07/2031	Common Stock	7,740		7,740	D	
Stock Option Grant	\$22.2							(14)	12/07/2031	Common Stock	7,740		7,740	D	
Restricted Stock Unit Grant	(5)							(15)	01/01/2026	Common Stock	6,540		6,540	D	
Restricted Stock Unit Grant	(5)							(16)	01/01/2026	Common Stock	8,720		8,720	D	
Restricted Stock Unit Grant	(5)							(17)	01/01/2027	Common Stock	20,710		20,710	D	
Restricted Stock Unit Grant	(5)							(18)	01/01/2026	Common Stock	20,710		20,710	D	
Stock Option Grant	\$14							(19)	12/23/2032	Common Stock	16,640		16,640	D	
Stock Option Grant	\$14							(20)	12/23/2032	Common Stock	16,640		16,640	D	

**Explanation of Responses:** 

1. Represents the exercise of stock options.

2. The reporting person surrendered 1,420 shares to the issuer to pay the cost of the options described in the prior footnote.

3. These options become exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in 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.

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

6. 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.

7. 12/48th of this option grant vested on May 1, 2020 and thereafter, 1/48th will vest each month for thirty-six months.

8. Twenty-five percent of this restricted stock unit grant vested on May 1, 2020 and thereafter, an additional 1/4th vests on each of May 1, 2021, May 1, 2022 and May 1, 2023.

9. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.

10. Represents the exercise of stock options.

11. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.

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

13. 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.

14. 12/48th of this option grant will vest on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.

15. 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.

16. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

17. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2024, and thereafter 25% will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.

18. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.

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

20. 12/48th of this option grant will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months.

Remarks:

## <u>/s/ Mark A. Shaffer, by power</u> 03/17/2023

\*\* 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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