SEC Form 4	
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Common Stock

Common Stock

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## FORM 4

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

## 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
hours per response: 0.5

Trust By the Daunt

Family Trust By the Daunt

Family Trust

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	
	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 Addr	ess of Reporting I	Person <sup>*</sup>		er Name <b>and</b> Ticke UIDITY SER					5. Relationship of Reporting Person(s) to Issue (Check all applicable)				
Daunt John					VICE	<u>,5 11</u>			Director		Owner		
(Last) C/O LIQUIDIT 6931 ARLING			3. Date 01/03	e of Earliest Transac /2023	ction (M	onth/E	Day/Year)	_ x	X Officer (give title Other (s below) below) Chief Commercial Officer				
		01112 200	4. If An	nendment, Date of	Original	Filed	(Month/Day/Y		6. Individual or Joint/Group Filing (Check Applicable				
(Street) BETHESDA	MD	20814							Line) X	Form filed by On Form filed by Mo Person			
(City)	(State)	(Zip)											
		Table I - No	n-Derivative S	ecurities Acq	uired,	Disp	oosed of,	or Ben	eficially	Owned			
1. Title of Securit	y (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
					Code	v	Amount	(A) or (D) Price		Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock			01/03/2023		M <sup>(1)</sup>		546	A	\$0	48,883	I	By the Daunt Family Trust	
Common Stock			01/03/2023		M <sup>(2)</sup>		2,663	A	\$0	51,546	Т	By the Daunt	

M<sup>(3)</sup>

**M**<sup>(4)</sup>

1,804

1,424

A

A

\$<mark>0</mark>

\$<mark>0</mark>

53,350

54,774

01/03/2023

01/03/2023

	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Date		6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date		te of Securities		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	Title	Amount or Number of Shares																																														
Employee Stock Grant	(5)							(6)	10/01/2027	Common Stock	1,656		1,656	D																																											
Employee Stock Grant	(5)	01/03/2023		M <sup>(7)</sup>			837	(8)	01/01/2023	Common Stock	837	\$ <u>0</u>	0	D																																											
Employee Stock Option	\$6.11							(9)	12/04/2028	Common Stock	14,033		14,833	D																																											
Employee Stock Option	\$6.11							(10)	12/04/2028	Common Stock	10,400		10,400	D																																											
Employee Stock Grant	(5)	01/03/2023		M <sup>(7)</sup>			4,075	(11)	01/01/2024	Common Stock	4,075	\$0	4,075	D																																											
Employee Stock Option	\$6.58							(9)	04/29/2029	Common Stock	10,458		10,458	D																																											
Employee Stock Option	\$6.58							(12)	04/29/2029	Common Stock	11,667		11,667	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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			6. Date Exerc Expiration Da (Month/Day/Y	ate	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	Title	Amount or Number of Shares				
Employee Stock Grant	(5)							(13)	05/01/2023	Common Stock	3,750		3,750	D	
Employee Stock Option	\$6.69							(9)	12/03/2029	Common Stock	38,950		38,950	D	
Employee Stock Option	\$6.69							(14)	12/03/2029	Common Stock	25,566		25,566	D	
Employee Stock Option	\$9.46							(15)	12/01/2030	Common Stock	61,200		61,200	D	
Employee Stock Option	\$9.46							(16)	12/01/2030	Common Stock	61,200		61,200	D	
Employee Stock Grant	(5)	01/03/2023		M <sup>(7)</sup>			2,762	(17)	01/01/2025	Common Stock	2,762	\$ <u>0</u>	5,525	D	
Employee Stock Option	\$22.2							(18)	12/07/2031	Common Stock	7,740		7,740	D	
Employee Stock Option	\$22.2							(16)	12/07/2031	Common Stock	7,740		7,740	D	
Employee Stock Grant	(5)	01/03/2023		M <sup>(7)</sup>			2,180	(19)	01/01/2026	Common Stock	2,180	\$ <b>0</b>	6,540	D	
Employee Stock Grant	(5)							(20)	01/01/2026	Common Stock	8,720		8,720	D	
Employee Stock Grant	(5)							(21)	01/01/2026	Common Stock	20,710		20,710	D	
Employee Stock Grant	(5)							(22)	01/01/2027	Common Stock	20,710		20,710	D	
Employee Stock Option	\$14							(23)	12/23/2032	Common Stock	16,640		16,640	D	
Employee Stock Option	\$14							(24)	12/23/2032	Common Stock	16,640		16,640	D	

## **Explanation of Responses:**

1. Represents the net issuance of 546 shares from the vesting of 837 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 291 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 16b-3(e). No shares were sold by the reporting person.

2. Represents the net issuance of 2,663 shares from the vesting of 4,075 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 1,412 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 2,762 restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person 3. Represents the net issuance of 1,804 shares from the vesting of 2,762 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by 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 2,762 restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person resulting from the vesting of restricted stock units.

4. Represents the net issuance of 1,424 shares from the vesting of 2,180 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 756 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 16b-3(e). No shares were sold by the reporting person 5. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

6. These restricted stock units vest, 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.

7. Represents the vesting of restricted stock units.

8. 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.

9. 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.

10. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.

11. 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.

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

13. 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.

14. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.

15. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.

16. This option becomes exercisable, 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 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.

18. 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.

19. 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.

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

21. 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.

22. 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.

23. These options were granted on December 23, 2022. 12/48th will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months.

24. These options were granted on December 23, 2022 and become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

Remarks:

/s/ Mark A. Shaffer, by power 01/04/2023

\*\* Signature of Reporting Person Date

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

 $^{\star}$  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.