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 hours per response: 0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

						2. Issuer Name <b>and</b> Ticker or Trading Symbol LIQUIDITY SERVICES INC [ LQDT ]								5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner  Officer (give title Other (specify							
(Last) 6931 AR	•	rst) ROAD SUITE	(Middle) 200	3. Date of Earliest Transaction (Month/Day/Year) 10/01/2021										X	below)	below)					
(Street)														6. Inc	6. Individual or Joint/Group Filing (Check Applicable						
BETHES	SDA M	ID	20814											X		iled by One	Repo	orting Persor	1		
					-										Form f Persor		e thar	n One Repor	ting		
(City)	(Si	tate)	(Zip)																		
		Tab	le I - Noi	n-Deri	vative	e Se	curit	ies Ad	cquired,	Dis	posed (	of, or E	enef	icially	/ Owned	i					
1. Title of	Security (Inst	tr. 3)		2. Tran Date (Month		ear)	if any	emed ion Date //Day/Ye	Code (I			ities Acq d Of (D) (			5. Amou Securitie Benefici Owned F	es ally Following	Form (D) o	n: Direct or Indirect nstr. 4)	7. Nature of Indirect Beneficial Ownership Instr. 4)		
									Code	v	Amount	(A (D	or	Price Transact		tion(s)			msu. 4)		
Common	Stock			10/0	1/202	1			M <sup>(1)</sup>		1,22	2	A	\$0	9,685			D			
Common	Stock			10/0	.0/01/2021						3,36	9	A	\$0	13	,054		D			
		7	Table II -	Deriva	ative	Seci	uritie	s Acc	uired, Di	ispe	sed of	, or Be	nefic	ially	Owned						
									s, option												
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deeme Execution if any (Month/Da	Date,	4. Transa Code ( 8)		of Deri Sec Acq (A) of Disp of (I	oosed D) tr. 3, 4	6. Date Exe Expiration (Month/Day	Date		7. Title of Secu Underly Derivat (Instr. 3	rities ing ve Sec	urity	8. Price of Derivative Security (Instr. 5)	9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ily	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
						$\overline{}$				Т				ount							
									Date		xpiration	N	of	mber							
Employee Stock	(3)				Code	V	(A)	(D)	Exercisable (4)	$\dagger$	1/01/2024	Commo Stock		387		1,387	,	D			
Grant Employee Stock	\$6.69								(5)	1	2/03/2029	Commo	n 4,	450		4,450		D			
Option  Employee Stock	\$6.69								(6)	+	2/03/2029	Stock	n 4.	450		4,450	_	D			
Option										_		Stock	<u> </u>			,					
Employee Stock Grant	(3)								(7)	0	1/01/2023	Commo Stock	<sup>n</sup> 1,	050		1,050		D			
Employee Stock Option	\$6.11								(8)	1	2/04/2028	Commo Stock	<sup>n</sup> 12	,900		12,900	)	D			
Employee Stock Option	\$6.11								(6)	1	2/04/2028	Commo Stock	<sup>n</sup> 12	,900		12,900	)	D			
Employee Stock Grant	(3)	10/01/2021			M <sup>(9)</sup>			1,814	(10)	1	0/01/2021	Commo Stock	<sup>n</sup> 1,	814	\$0	0		D			
Employee Stock Grant	(3)								(11)	0	9/30/2020	Commo Stock	<sup>n</sup> 1,	333		1,333		D			
Employee Stock Option	\$10.3								(12)	1	2/20/2026	Commo Stock	n 1,	850		1,850		D			
Employee Stock Option	\$10.3								(13)	1	2/20/2026	Commo Stock	n 1,	850		1,850		D			
Employee Stock Grant	(3)								(14)	1	0/01/2020	Commo Stock	n 5	54		554		D			
Employee Stock Grant	(3)								(15)	1	0/01/2024	Commo Stock	n 20	,000		20,000	)	D			
Employee Stock Grant	(3)	10/01/2021			M <sup>(9)</sup>			5,000	(16)	1	0/01/2024	Commo Stock	n 20	,000	\$0	15,000	)	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)		of Deri Sec Acq (A) ( Disp of (I	oosed D) tr. 3, 4	6. Date Exerc Expiration Da (Month/Day/\)	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 Option	\$9.46							(17)	12/01/2030	Common Stock	32,750		32,750	D	
Employee Stock Option	\$9.46							(18)	12/01/2030	Common Stock	32,750		32,750	D	
Employee Stock Grant	(3)							(19)	01/01/2025	Common Stock	5,900		5,900	D	
Employee Stock Grant	(3)							(20)	01/01/2025	Common Stock	5,900		5,900	D	

## **Explanation of Responses:**

- 1. Represents the net issuance of 1,222 shares from the vesting of 1,814 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 592 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 3,369 shares from the vesting of 5,000 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 1,631 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.
- $3. \ Each \ restricted \ stock \ unit \ is \ the \ economic \ equivalent \ of \ one \ share \ of \ Liquidity \ Services, \ Inc. \ Common \ Stock.$
- 4. Twenty-five percent of this restricted stock 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, 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months,
- 6. These options become 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.
- 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. 12/48th of this option grant vested on January 1, 2020 and thereafter an additional 1/48th vests each month for thirty-six months.
- 9. Represents the vesting of restricted stock units.
- 10. Twenty-five percent of this restricted stock unit grant vested on April 1, 2019 and thereafter, an additional 1/4th vests on each of July 1, 2019, October 1, 2020, and October 1, 2021.
- 11. These restricted stock units vest, if at all, based on the completion of the Issuer's strategic transformation as well as the Issuer's achievement of certain financial milestones.
- 12. These options become exercisable, if at all, based on the completion of the issuer's strategic transformation as well as the issuer's achievement of certain financial milestones.
- 13. 15/48th of this option grant vested on January 1, 2018 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 14. These restricted stock units vest, if at all, based on the Issuer's achievement of certain financial milestones.
- 15. These restricted stock units vest, 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.
- 16. Twenty-five percent of this restricted stock unit grant will vest on October 1, 2021 and thereafter, an additional 1/4th will vest on each of October 1, 2022, October 1, 2023, and October 1, 2024.
- $17.\ 12/48 th\ of\ this\ option\ grant\ will\ vest\ on\ January\ 1,2022\ and\ thereafter,\ 1/48 th\ will\ vest\ each\ month\ for\ thirty-six\ months.$
- 18. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 19. 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.
- 20. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

## Remarks:

/s/ Mark A. Shaffer, by power of attorney

10/04/2021

\*\* 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.

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.