Option

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 ited average burden 0.5

	hours per response:
ed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940	

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	nd Address of	Reporting Person	*									Symbol NC [L	QDT]		(Ch	elationship ceck all applic	able)	ting Pers	10%	Owner	
	UIDITY SI	irst) ERVICES, INC. ROAD, SUITE				Date o		est Tra	nsacti	ion (Mo	onth/	Day/Year))			below)	(give titl		Other below ard and C	,	
(Street)		<u> </u>	20814		- 4.1	If Ame	endmen	nt, Date	e of O	riginal I	Filed	i (Month/D	Day/Year)		Line	•			(Check A		
———	DA W	ID	20814		-											Form fi Person		fore than	One Rep	orting	
(City)	(S	itate)	(Zip)												<u> </u>						4
1. Title of S	Security (Ins		ole I - No	n-Deriv		_	Curiti A. Deen		cqui	-	Dis	_	of, or B			y Owned	of	6. Owne	ership	7. Nature of	\dashv
			Date (Month/E		ar) E	Execution Date, if any (Month/Day/Year)		, Ті С	Transaction Code (Instr. 8)		Disposed 5)	i Of (D) (Instr. 3, 4 a		and	Securities Beneficially Owned Foll Reported	/ lowing	Form: D (D) or Ir (I) (Inst	Direct I ndirect I r. 4)	ndirect Beneficial Ownership Instr. 4)		
						4			С	ode \	/	Amount	(A) o (D)	Pric	e	Transaction (Instr. 3 and					_
Common	Stock			09/06	5/2022	2			S	S ⁽¹⁾		19,22	4 D	\$	18	5,458,	123]	, . 1	By the William P Angrick I Revocable Trust ⁽²⁾	П
Common	Stock															873,3	79]	[[]	By the William P Angrick I 2005 (rrevocab) Trust ⁽²⁾	II
Common	Stock															575,5	13	I Ste S. A 200 Irre		By the Stephanie S. Angrick 2005 Irrevocabl Trust ⁽³⁾	k
Common	Stock															114,6	99]] []	By the Stephanie S. Angrick Revocable Trust ⁽³⁾	k
			Table II													Owned					_
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	Conversion Date Execution Date, Transaction Code (Instr. Price of Derivative Price of Derivative Derivative Derivative Code (Instr. Securities Derivative Price of Derivative Code (Instr. Securities Derivative Price of Code (Instr. Securities				6. Da	6. Date Exercisable and Expiration Date Month/Day/Year) 7. Title and Amou of Securities Underlying Derivative Securi (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. Ownersh Form: Direct (D or Indirec (I) (Instr.	Benefic Owners ot (Instr. 4	ect cial ship			
					Code	v	(A)	(D)	Date Exer	cisable		xpiration ate	Title	Amou or Numb of Sha	er	er					
Employee Stock Option	\$37.72									(4)	12	2/02/2021	Common Stock	32,1	39		32,	139	D		
Employee Stock Option	\$9.13									(5)	03	3/02/2022	Common Stock	48,0	000		48,	000	D		
Employee Stock Option	\$9.13									(6)	03	3/02/2022	Common Stock	27,3	60		27,:	360	D		
Employee Stock Option	\$4.92									(7)	12	2/11/2022	Common Stock	87,0	080		87,	080	D		
Employee Stock	¢4 02									(8)	1,	2/11/2022	Common	130	620		120	620			

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 Deriv Secu Acqu (A) o Dispo	vative crities cired r osed) r. 3, 4	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities			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	(9)							(10)	01/01/2023	Common Stock	4,325		4,325	D	
Employee Stock Option	\$24.19							(11)	11/27/2023	Common Stock	48,122		48,122	D	
Employee Stock Option	\$6.72							(12)	12/04/2023	Common Stock	124,200		124,200	D	
Employee Stock Option	\$6.72							(8)	12/04/2023	Common Stock	124,200		124,200	D	
Employee Stock Grant	(9)							(13)	01/01/2024	Common Stock	27,350		27,350	D	
Employee Stock Option	\$7.36							(14)	12/03/2024	Common Stock	139,900		139,900	D	
Employee Stock Option	\$7.36							(8)	12/03/2024	Common Stock	139,900		139,900	D	
Employee Stock Grant	(9)							(15)	01/01/2025	Common Stock	17,775		17,775	D	
Employee Stock Option	\$10.41							(16)	12/01/2025	Common Stock	131,950		131,950	D	
Employee Stock Option	\$10.41							(17)	12/01/2025	Common Stock	131,950		131,950	D	
Employee Stock Option	\$7.29							(18)	12/22/2025	Common Stock	56,193		56,193	D	
Employee Stock Grant	(9)							(19)	10/01/2026	Common Stock	32,358		32,358	D	
Employee Stock Option	\$24.22							(16)	12/07/2026	Common Stock	56,615		56,615	D	
Employee Stock Option	\$24.22							(20)	12/07/2026	Common Stock	56,615		56,615	D	
Employee Stock Grant	(9)							(21)	01/01/2026	Common Stock	62,800		62,800	D	
Employee Stock Grant	(9)							(22)	01/01/2026	Common Stock	62,800		62,800	D	

Explanation of Responses:

- 1. The sales reported in this Form 4 were effected pursuant to that certain Agreement to Establish a Rule 10b5-1 Selling Plan by and between the William P. Angrick III Revocable Trust and RBC Wealth Management, a division of RBC Capital Markets, LLC, dated August 10, 2022.
- 2. These shares are held in a trust for the benefit of the reporting person. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- 3. These shares are held in a trust for the benefit of the reporting person's spouse, who is also trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and the filing of this report is not an admission that the reporting person is the beneficial owner of the securities for the purposes of Section 16 or for any other purpose.
- 4. These options became fully exercisable on October 1, 2015.
- 5. These options became fully exercisable on October 1, 2020.
- 6. These options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- $7.\ 15/48 th\ of\ this\ option\ grant\ vested\ on\ January\ 1,\ 2019\ and\ thereafter, an\ additional\ 1/48 th\ vests\ each\ month\ for\ thirty\ three\ months.$
- 8. This option becomes 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.
- 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, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021, January 1, 2022, and January 1, 2023.
- 11. These options became fully exercisable on October 1, 2017.
- 12. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th will vest each month for thirty-three months.
- 13. 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.
- 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. 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.
- 16. These options become exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 17. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- 18. These options became fully exercisable on October 1, 2019.
- 19. These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- $20.\ 12/48 th\ of\ this\ option\ grant\ will\ vest\ on\ January\ 1,\ 2023\ and\ thereafter,\ an\ additional\ 1/48 th\ will\ vest\ each\ month\ for\ thirty-six\ months.$
- $21.\ These\ restricted\ stock\ units\ vest,\ if\ at\ all,\ based\ on\ the\ Issuer's\ achievement\ of\ certain\ stock\ price\ appreciation\ milestones.$
- 22. 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.

Remarks:

/s/ Mark A. Shaffer, by power

<u>09/08/2022</u>

** 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.