

LIQUIDITY SERVICES INC
 Form 5
 October 25, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Roy G Cayce

2. Issuer Name and Ticker or Trading Symbol
 LIQUIDITY SERVICES INC
 [LQDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. VP/Pres. Asset Recovery

C/O LIQUIDITY SERVICES, INC., 1920 L STREET, N.W., 6TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WASHINGTON, DC 20036

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) Amount or (D) Price			
Common Stock	06/24/2013	^	G	150 D \$ 0	1,850	D	^
Common Stock	06/24/2013	^	G	1,000 D \$ 0	850	D	^
Common Stock	06/24/2013	^	G	100 D \$ 0	750	D	^
	06/25/2013	^	G	330 D \$ 0	420	D	^

Common
Stock

Common Stock 06/25/2013 Â G 10 D \$ 0 410 D Â

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

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SEC 2270
(9-02)

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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Grant	\$ 38.09	Â	Â	Â	Â	Â	Â (1)	10/01/2022	Common Stock	2,394
Employee Stock Grant	\$ 38.09	Â	Â	Â	Â	Â	Â (2)	10/01/2022	Common Stock	3,191
Employee Stock Option	\$ 38.09	Â	Â	Â	Â	Â	Â (3)	10/01/2022	Common Stock	2,127
Employee Stock Option	\$ 38.09	Â	Â	Â	Â	Â	Â (4)	10/01/2022	Common Stock	2,127
Employee Stock Grant	\$ 31.11	Â	Â	Â	Â	Â	Â (5)	10/01/2021	Common Stock	2,352
Employee Stock Option	\$ 31.11	Â	Â	Â	Â	Â	Â (6)	10/01/2021	Common Stock	7,806
Employee Stock Grant	\$ 15.47	Â	Â	Â	Â	Â	Â (7)	10/01/2020	Common Stock	2,175
Employee Stock Grant	\$ 15.47	Â	Â	Â	Â	Â	Â (8)	10/01/2020	Common	7,856

Option	Stock	Grant	Price	Exercise	Expiration	Shares	Class	Count
Employee Stock Option	Common Stock	Grant	\$ 15.47		10/01/2020	13,815	Common Stock	13,815
Employee Stock Option	Common Stock	Grant	\$ 9.05		10/01/2019	3,443	Common Stock	3,443
Employee Stock Option	Common Stock	Grant	\$ 10.82		07/30/2018	300,000	Common Stock	300,000
Employee Stock Option	Common Stock	Grant	\$ 10.82		07/30/2018	22,611	Common Stock	22,611

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Roy G Cayce C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			Exec. VP/Pres.	Asset Recovery

Signatures

/s/ James E. Williams, by power of attorney
Date: 10/25/2013

Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- (1) Twenty-five percent of this restricted stock grant vested on October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (3) Twenty-five percent of this option grant vested on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (4) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (5) Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (6) Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (7) Twenty-five percent of this restricted stock grant vested on October 1, 2011 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (8)

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Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

- (9) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (10) These options became fully vested on October 1, 2013.
- (11) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (12) These options became fully vested on August 25, 2012.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.