

LIQUIDITY SERVICES INC
Form 4
January 29, 2015

FORM 4

**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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Angrick William P III

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. Date of Earliest Transaction (Month/Day/Year)
01/14/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board and CEO

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 Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

WASHINGTON, DC 20036

(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)
Common Stock				(A) or (D)	3,655,842	I	By the William P. Angrick III Revocable Trust ⁽¹⁾
Common Stock				(A) or (D)	873,379	I	By the William P. Angrick III 2005 Irrevocable

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Common Stock	575,513	I	Trust ⁽¹⁾ By the Stephanie S. Angrick 2005 Irrevocable Trust ⁽²⁾
Common Stock	114,699	I	By the Stephanie S. Angrick Revocable Trust ⁽²⁾

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Grant	\$ 21.99					<u>(3)</u>	10/01/2023	Common Stock	17,038
Employee Stock Grant	\$ 21.99					<u>(4)</u>	10/01/2023	Common Stock	22,716
Employee Stock Option	\$ 24.19					<u>(5)</u>	10/01/2023	Common Stock	48,122
Employee Stock Option	\$ 24.19					<u>(6)</u>	10/01/2023	Common Stock	48,121
Employee Stock	\$ 46.72					<u>(7)</u>	10/01/2022	Common Stock	4,239

Grant									
Employee Stock Grant	\$ 46.72	01/14/2015	J ⁽⁸⁾	8,477	⁽⁹⁾	10/01/2022	Common Stock	8,477	
Employee Stock Option	\$ 46.72				⁽¹⁰⁾	10/01/2022	Common Stock	14,695	
Employee Stock Option	\$ 46.72	01/14/2015	J ⁽⁸⁾	14,695	⁽¹¹⁾	10/01/2022	Common Stock	14,695	
Employee Stock Grant	\$ 37.72				⁽¹²⁾	10/01/2021	Common Stock	4,430	
Employee Stock Option	\$ 37.72				⁽¹³⁾	10/01/2021	Common Stock	32,139	
Employee Stock Option	\$ 17.02				⁽¹⁴⁾	10/01/2020	Common Stock	8,641	
Employee Stock Grant	\$ 17.02				⁽¹⁵⁾	10/01/2020	Common Stock	11,053	
Employee Stock Option	\$ 9.96				⁽¹⁶⁾	10/01/2019	Common Stock	4,568	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Angrick William P III C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	X	X	Chairman of the Board and CEO	

Signatures

/s/ James E. Williams, by power of attorney
01/29/2015

**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)

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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.

- (2) 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.
- (3) Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (4) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (5) Twenty-five percent of this option grant vested on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (6) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (7) 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.
- (8) On January 14, 2015, the reporting person surrendered this equity grant for cancellation by the Issuer.
- (9) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (10) 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.
- (11) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (12) 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.
- (13) 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.
- (14) These options became fully vested on October 1, 2014.
- (15) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (16) These options became fully vested on October 1, 2013.

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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