

LIQUIDITY SERVICES INC
Form 4
July 07, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
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).

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 *
Rallo James M

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)
07/05/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
CFO, Treasurer, President RSCG

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	07/05/2015		S			3,054	D	\$ 9.34	0	D	
Common Stock									15,039 ⁽¹⁾	I	By James M. Rallo 401k
Common Stock									8,000	I	By James M. Rallo IRA
Common									4,625	I	By

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Stock							Kimberly Rallo SIMPLE IRA ⁽²⁾
Common Stock				3,985	I		By Kimberly Rallo IRA ⁽²⁾
Common Stock				685	I		By James M. Rallo Cust. Michael Rallo MD UTMA ⁽²⁾
Common Stock				460	I		By James M. Rallo Cust. Melissa Rallo MD UTMA

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

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 control number.

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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 7.48					⁽³⁾	10/01/2018	Common Stock	2,338
Employee Stock	\$ 15.47					⁽⁴⁾	10/01/2020	Common Stock	6,678

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Option					
Employee Stock Grant	\$ 15.47	<u>(5)</u>	10/01/2020	Common Stock	5,527
Employee Stock Grant	\$ 31.11	<u>(6)</u>	10/01/2021	Common Stock	1,862
Employee Stock Option	\$ 31.11	<u>(7)</u>	10/01/2021	Common Stock	12,358
Employee Stock Grant	\$ 38.09	<u>(8)</u>	10/01/2022	Common Stock	2,502
Employee Stock Option	\$ 38.09	<u>(9)</u>	10/01/2022	Common Stock	3,335
Employee Stock Grant	\$ 29.47	<u>(10)</u>	07/18/2023	Common Stock	6,108
Employee Stock Option	\$ 29.47	<u>(11)</u>	07/18/2023	Common Stock	24,871
Employee Stock Grant	\$ 21.99	<u>(12)</u>	10/01/2023	Common Stock	3,519
Employee Stock Grant	\$ 21.99	<u>(13)</u>	10/01/2023	Common Stock	4,691
Employee Stock Option	\$ 21.99	<u>(14)</u>	10/01/2023	Common Stock	9,938
Employee Stock Option	\$ 21.99	<u>(15)</u>	10/01/2023	Common Stock	9,938
Employee Stock Grant	\$ 13.57	<u>(16)</u>	05/14/2024	Common Stock	44,215
Employee Stock Grant	\$ 10.41	<u>(17)</u>	10/01/2024	Common Stock	61,734
Employee Stock Grant	\$ 10.41	<u>(18)</u>	10/01/2024	Common Stock	15,434

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

- (13) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (14) 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.
- (15) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (16) Fifty percent of this restricted stock grant will vest on November 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on November 1 of each year for two years.
- (17) Twenty-five percent of this restricted stock grant will vest on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (18) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (19) Twenty-five percent of this option grant will vest on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (20) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

Note: File three copies of this Form, one of which must be manually signed. If space 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.