

LIQUIDITY SERVICES INC

Form 4

January 29, 2015

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rallo James M

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			
			Code	V	Amount		Price
Common Stock					11,511	D	
Common Stock					15,039 ⁽¹⁾	I	By James M. Rallo 401k
Common Stock					8,000	I	By James M. Rallo IRA
Common					7,885	I	By

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Stock				Kimberly Rallo IRA ⁽²⁾
Common Stock	4,625	I		By Kimberly Rallo SIMPLE 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)
				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 Option	\$ 15.47					⁽⁴⁾ 10/01/2020	Common Stock 6,678
	\$ 15.47					⁽⁵⁾ 10/01/2020	5,526

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Employee Stock Grant								Common Stock	
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 Grant	\$ 38.09	01/14/2015	J ⁽⁹⁾	5,003	<u>(10)</u>	10/01/2022	Common Stock	5,003	
Employee Stock Option	\$ 38.09				<u>(11)</u>	10/01/2022	Common Stock	3,335	
Employee Stock Option	\$ 38.09	01/14/2015	J ⁽⁹⁾	3,335	<u>(12)</u>	10/01/2022	Common Stock	3,335	
Employee Stock Grant	\$ 29.47				<u>(13)</u>	07/18/2023	Common Stock	9,162	
Employee Stock Grant	\$ 29.47	01/14/2015	J ⁽⁹⁾	28,503	<u>(14)</u>	07/18/2023	Common Stock	28,503	
Employee Stock Option	\$ 29.47				<u>(15)</u>	07/18/2023	Common Stock	24,871	
Employee Stock Option	\$ 29.47	01/14/2015	J ⁽⁹⁾	58,031	<u>(16)</u>	07/18/2023	Common Stock	58,031	
Employee Stock Grant	\$ 21.99				<u>(17)</u>	10/01/2023	Common Stock	3,519	
Employee Stock Grant	\$ 21.99				<u>(18)</u>	10/01/2023	Common Stock	4,691	
Employee Stock Option	\$ 21.99				<u>(19)</u>	10/01/2023	Common Stock	9,938	
Employee Stock	\$ 21.99				<u>(20)</u>	10/01/2023	Common Stock	9,938	

Option

Employee

Stock \$ 13.57

Grant

(21)

05/14/2024

Common
Stock 44,215

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rallo James M C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			CFO, Treasurer, President RSCG	

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) The number of securities shown as being held in Issuer's 401(k) account for the Reporting Person's benefit is the approximate number of shares of common stock. De minimis fractional interests reported by the Issuer's 401(k) Plan trustee/administrator and held indirectly through the Plan's stock purchase account are not reflected.
- (2) Mr. Rallo disclaims beneficial ownership of these shares.
- (3) These options became fully vested on October 1, 2013.
- (4) These options became fully vested on October 1, 2014.
- (5) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) On January 14, 2015, the reporting person surrendered this equity grant for cancellation by the Issuer.
- (10) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (11) 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.
- (12) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (13) Twenty-five percent of this restricted stock grant vested on July 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on July 1 of each year for three years.
- (14) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (15) Twenty-five percent of this option grant vested on July 18, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

- (16) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (17) 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.
- (18) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (19) 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.
- (20) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (21) 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.

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.