

Gravley Roger  
Form 3  
August 04, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                      |   | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                     |  |
| Â Gravley Roger  |   | (Month/Day/Year)                     | LIQUIDITY SERVICES INC [LQDT]  |  |
| (Last)   | (First)                                     | (Middle)                             | 08/01/2017   |  |
| C/O LIQUIDITY SERVICES, INC., Â 1920 L STREET, N.W., 6TH FLOOR |   |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)   | (Check all applicable)                      |                                      |  |  |
|  | <input type="checkbox"/> Director           | <input type="checkbox"/> 10% Owner   |  |  |
|  | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|  | (give title below) (specify below)          |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|  | Operating President, GovDeals               |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| WASHINGTON, Â DC Â 20036                                       |   |                                      |  |  |
| (City)   | (State)                                     | (Zip)                                |  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|   |   |  |  |   |  |
|---|---|--|--|---|--|
| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|   | Date Exercisable  | Expiration Date  | Title  | Amount or Number of                                     |  |

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|                       |               |            |                 | Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|-----------------------|---------------|------------|-----------------|--------|----------|----------------------------------|---|
| Employee Stock Option | Â <u>(1)</u>  | 10/01/2019 | Common<br>Stock | 1,801  | \$ 9.05  | D                                | Â |
| Employee Stock Grant  | Â <u>(2)</u>  | 10/01/2020 | Common<br>Stock | 1,106  | \$ 15.47 | D                                | Â |
| Employee Stock Option | Â <u>(3)</u>  | 10/01/2020 | Common<br>Stock | 2,292  | \$ 15.47 | D                                | Â |
| Employee Stock Option | Â <u>(4)</u>  | 10/01/2021 | Common<br>Stock | 2,857  | \$ 31.37 | D                                | Â |
| Employee Stock Grant  | Â <u>(5)</u>  | 10/01/2023 | Common<br>Stock | 416    | \$ 21.99 | D                                | Â |
| Employee Stock Option | Â <u>(6)</u>  | 10/01/2023 | Common<br>Stock | 3,519  | \$ 21.99 | D                                | Â |
| Employee Stock Grant  | Â <u>(2)</u>  | 11/27/2023 | Common<br>Stock | 499    | \$ 21.99 | D                                | Â |
| Employee Stock Option | Â <u>(7)</u>  | 11/27/2023 | Common<br>Stock | 3,519  | \$ 21.99 | D                                | Â |
| Employee Stock Option | Â <u>(8)</u>  | 10/01/2024 | Common<br>Stock | 7,338  | \$ 10.41 | D                                | Â |
| Employee Stock Grant  | Â <u>(9)</u>  | 10/01/2024 | Common<br>Stock | 12,218 | \$ 10.41 | D                                | Â |
| Employee Stock Grant  | Â <u>(10)</u> | 10/27/2024 | Common<br>Stock | 6,250  | \$ 12.57 | D                                | Â |
| Employee Stock Option | Â <u>(11)</u> | 10/01/2025 | Common<br>Stock | 11,430 | \$ 6.63  | D                                | Â |
| Employee Stock Grant  | Â <u>(12)</u> | 10/01/2025 | Common<br>Stock | 15,638 | \$ 6.63  | D                                | Â |
| Employee Stock Option | Â <u>(7)</u>  | 10/01/2025 | Common<br>Stock | 2,858  | \$ 5.11  | D                                | Â |
| Employee Stock Grant  | Â <u>(2)</u>  | 10/01/2025 | Common<br>Stock | 5,213  | \$ 5.11  | D                                | Â |
| Employee Stock Grant  | Â <u>(13)</u> | 10/01/2026 | Common<br>Stock | 8,250  | \$ 8.3   | D                                | Â |
| Employee Stock Option | Â <u>(14)</u> | 10/01/2026 | Common<br>Stock | 4,900  | \$ 8.3   | D                                | Â |
| Employee Stock Grant  | Â <u>(2)</u>  | 10/01/2026 | Common<br>Stock | 8,250  | \$ 8.3   | D                                | Â |
| Employee Stock Option | Â <u>(7)</u>  | 10/01/2026 | Common<br>Stock | 4,900  | \$ 8.3   | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                 |       |
|---|---------------|-----------|---------------------------------|-------|
|   | Director      | 10% Owner | Officer                         | Other |
| Gravley Roger<br>C/O LIQUIDITY SERVICES, INC.<br>1920 L STREET, N.W., 6TH FLOOR<br>WASHINGTON, DC 20036 | Â             | Â         | Â Operating President, GovDeals | Â     |

## Signatures

/s/ Mark A. Shaffer, by power of attorney

08/04/2017

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These options became fully vested on October 1, 2013.
- (2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (3) These options became fully vested on October 1, 2014.
- (4) These options became fully vested on October 1, 2015.
- (5) 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.
- (6) 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.
- (7) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (8) Twenty-five percent of this option grant vested on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (9) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8th of the restricted stock grant will vest on April 1 and October 1 of each year for three years.
- (10) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (11) Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (12) Twenty-five percent of this restricted stock grant vested on October 1, 2016 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 restricted stock grant will vest on April 1, 2018 and thereafter 1/4th of the restricted stock grant will vest on each of October 1, 2018, October 1, 2019, and October 1, 2020.
- (14) 18/48th of this option grant will vest on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.

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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