

LIQUIDITY SERVICES INC
Form 4
April 05, 2017

FORM 4

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

OMB APPROVAL

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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 *
Sweeney Michael E

(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)
04/03/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
VP & Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 04/03/2017 | | J ⁽¹⁾ | 3,500 A \$ 7.61 | 3,500 | D | |
| Common Stock | 04/03/2017 | | S ⁽²⁾ | 3,500 D \$ 7.61 | 0 | D | |

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

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SEC 1474 (9-02)

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Employee Stock Grant | \$ 5.53 | 04/03/2017 | | J ⁽¹⁾ | 3,500 | ⁽³⁾ 04/01/2026 | Common Stock | 14,000 |
| Employee Stock Grant | \$ 9.75 | | | | | ⁽⁴⁾ 12/22/2026 | Common Stock | 13,400 |
| Employee Stock Grant | \$ 9.75 | | | | | ⁽⁵⁾ 12/22/2026 | Common Stock | 6,600 |
| Employee Stock Grant | \$ 10.3 | | | | | ⁽⁶⁾ 12/20/2026 | Common Stock | 3,950 |
| Employee Stock Grant | \$ 10.3 | | | | | ⁽⁵⁾ 12/20/2026 | Common Stock | 3,950 |
| Employee Stock Option | \$ 10.3 | | | | | ⁽⁷⁾ 12/20/2026 | Common Stock | 2,350 |
| Employee Stock Option | \$ 10.3 | | | | | ⁽⁸⁾ 12/20/2026 | Common Stock | 2,350 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Sweeney Michael E C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036 | | | VP & Chief Accounting Officer | |

Signatures

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

04/05/2017

__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) Represents the vesting of restricted stock.
 - (2) Represents reporting person's advance election to sell upon vesting such restricted shares.
 - (3) Twenty-five percent of this restricted stock grant will vest on April 1, 2017 and thereafter 1/4 of the restricted stock grant will vest on April 1 of each year for three years.
 - (4) Twenty-five percent of this restricted stock grant will vest on January 1, 2018 and thereafter 1/4 of the restricted stock grant will vest on January 1 of each year for three years.
 - (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 will vest on January 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.
 - (7) 15/48th of this option grant will vest on January 1, 2018 and then 1/48th of the option grant will vest each month for thirty-three months.
 - (8) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

Remarks:

No non-derivative securities are beneficially owned.

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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