

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

**FORM 8-K**

**Current Report  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)      **March 23, 2007**

**LIQUIDITY SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-51813**  
(Commission  
File Number)

**52-2209244**  
(IRS Employer  
Identification No.)

**1920 L Street, N.W., 6th Floor, Washington, D.C.**  
(Address of principal executive offices)

**20036**  
(Zip Code)

Registrant's telephone number, including area code      **(202) 467-6868**

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On March 23, 2007, certain stockholders of Liquidity Services, Inc. (the "Company") closed the sale of 262,400 shares of the Company's common stock, par value \$0.001 per share, which shares were sold pursuant to the partial exercise of the over-allotment option granted by such stockholders to the underwriters in connection with the follow-on public offering of common stock that closed on March 19, 2007. These shares were sold at the follow-on public offering price of \$18.00 per share. The Company did not receive any of the proceeds from the exercise of the over-allotment option. Net proceeds to the stockholders selling shares of common stock pursuant to the exercise of the over-allotment option were approximately \$4.48 million.

A copy of the prospectus relating to these securities may be obtained from: Friedman, Billings, Ramsey & Co., Inc. at 1001 Nineteenth Street North, 18th Floor, Arlington, VA 22209, or CIBC World Markets Corp. c/o USE Prospectus Department, 425 Lexington Avenue, 5th Floor, New York, New York 10017, useprospectus@us.cibc.com, or RBC Capital Markets at Two Embarcadero Center, Suite 1200, San Francisco, CA 94111.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIQUIDITY SERVICES, INC.**

(Registrant)

Date: March 29, 2007

By: /s/ James E. Williams  
Name: James E. Williams  
Title: Vice President, General Counsel and  
Corporate Secretary

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