SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF C	CHANGES IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL								
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contract, instructi the purchase or s securities of the i intended to satisf	nade pursuant to a on or written plan for ale of equity ssuer that is y the affirmative is of Rule 10b5-1(c).			
Weiskircher S (Last) C/O LIQUIDITY	ss of Reporting Person Steven (First) / SERVICES, INC ON ROAD SUITE	(Middle)	2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC</u> [LQDT] 3. Date of Earliest Transaction (Month/Day/Year) 12/16/2024	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title Other (specify below) SVP & Chief Technology Officer
(Street) BETHESDA (City)	MD (State)	20814 (Zip)	4. If Amendment, Date of 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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	Security (Instr. 3) 2. Transaction Date Execution (Month/Day/Year) 24. Deem Execution if any (Month/Day/Year)				4. Securities Disposed Of 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
	Cod		Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	12/16/2024		М		2,046	A	\$9.46	88,652	D		
Common Stock	12/16/2024		S ⁽¹⁴⁾		582	D	\$33.31	88,070	D		
Common Stock	12/17/2024		M ⁽¹⁵⁾		1,748	Α	\$22.2	89,818	D		
Common Stock	12/17/2024		S		1,748	D	\$31.72	88,070	D		
Common Stock	12/17/2024		M ⁽¹⁶⁾		315	Α	\$14	88,385	D		
Common Stock	12/17/2024		S		315	D	\$31.72	88,070	D		
Common Stock	12/17/2024		S		31,128	D	\$30.94	56,942	D		

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(e.g., puis, caris, 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. Transa Code (8)	iction Instr.	of		Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4		Expiration Da	te of Securities		Date Exercisable and Diration Date nth/Day/Year)		of Securities Underlying Derivative Security		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares								
Restricted Stock Unit Grant	(6)							(1)	01/01/2025	Common Stock	2,175		2,175	D					
Restricted Stock Unit Grant	(6)							(5)	01/01/2026	Common Stock	6,980		6,980	D					
Resticted Stock Unit	(6)							(8)	01/01/2027	Common Stock	10,485		10,485	D					
Resticted Stock Unit Grant	(6)							(10)	01/01/2028	Common Stock	17,850		17,850	D					
Restricted Stock Unit	(6)							(12)	01/01/2029	Common Stock	19,700		19,700	D					
Restricted Stock Unit Grant	(6)							(7)	01/01/2026	Common Stock	13,960		13,960	D					
Restricted Stock Unit Grant	(6)							(7)	01/01/2026	Common Stock	13,980		13,980	D					
Restricted Stock Unit Grant	(6)							(7)	01/01/2027	Common Stock	17,850		17,850	D					

	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. Transa Code (8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		of Securities		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Unit Grant	(6)							(7)	01/01/2029	Common Stock	19,700		19,700	D	
Stock Option Grant	\$9.46	12/16/2024		М			2,046	(3)	12/01/2030	Common Stock	5,026	\$ <mark>0</mark>	2,980	D	
Stock Option Grant	\$22.2	12/17/2024		М			9,027	(4)	12/07/2031	Common Stock	12,380	\$ <u>0</u>	3,353	D	
Stock Option Grant	\$14	12/17/2024		М			936	(9)	12/23/2032	Common Stock	6,785	\$ <u>0</u>	5,849	D	
Stock Option Grant	\$17.31							(11)	12/22/2033	Common Stock	14,430		14,430	D	
Stock Option Grant	\$21.62							(13)	10/30/2034	Common Stock	16,700		16,700	D	
Stock Option Grant	\$22.2							(2)	12/07/2031	Common Stock	12,380		12,380	D	
Stock Option Grant	\$14							(2)	12/23/2032	Common Stock	11,230		11,230	D	
Stock Option Grant	\$17.31							(2)	12/22/2033	Common Stock	14,430		14,430	D	
Stock Option Grant	\$21.62							(2)	10/30/2034	Common Stock	16,700		16,700	D	

Explanation of Responses:

1. Twenty-five percent of this restricted stock unit grant vested on January 1, 2022 and thereafter, an additional 1/4th will vest on each of January 1, 2023, January 1, 2024 and January 1, 2025.

2. These options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

3. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.

4. 12/48th of this option grant vested on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.

5. Twenty-five percent of this restricted stock unit grant vested on January 1, 2023 and thereafter, an additional 1/4th will vest on each of January 1, 2024, January 1, 2025 and January 1, 2026.

6. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

7. These restricted stock units vested, if at all, based on the Issuer's achievement of certain financial milestones.

8. Twenty-five percent of this restricted stock unit grant vested on January 1, 2024, and thereafter 25% will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.

9. 12/48th of these options vested on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months.

10. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2025 and thereafter, an additional 1/4th will vest on each of January 1, 2026, January 1, 2027 and January 1, 2028

11. 12/48th of this option grant will vest on January 1, 2025 and thereafter, an additional 1/48th will vest each month for thirty-six months.

12. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2026 and thereafter, an additional 1/4th will vest on each of January 1, 2027, January 1, 2028 and January 1, 2029.

13. 12/48th of this option grant will vest on January 1, 2026, and, thereafter, an additional 1/48th will vest each month for thirty-six months.

14. The reporting person surrendered 582 shares with a market value of \$19,386.42 to the issuer to pay the cost and related taxes associated with the exercise of the 2,406 stock options described above.

15. The reporting person exercised 9,027 stock options; 7,279 shares were withheld by the issuer to pay the cost of the options and taxes and the remaining 1,748 shares were acquired by the reporting person.

16. The reporting person exercised 936 stock options; 621 shares were withheld by the issuer to pay the cost of the options and taxes and the remaining 315 shares were acquired by the reporting person.

/s/ Mark A. Shaffer, by power	12/18/2024
of attorney	12/10/2024
** Signature of Reporting Person	Date

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

* 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).

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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