Option

Employee Stock Option

\$22.2

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 2054

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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-0287
0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* Celaya Jorge (Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC.						LIQUIDITY SERVICES INC [LQDT] (Check all a Dir										ship of Reporting Person(s) to Issuer applicable) rector 10% Owner fficer (give title Other (specify below) Chief Financial Officer				
6931 ARLINGTON ROAD, SUITE 200					_ 4. Ii	4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable					
(Street) BETHESDA MD 20814															Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(S	tate)											Cison							
1. Title of	Security (Ins		le I - Non	-Deriv		tive Securities Acquired, Disposed of, or Benefic 21. 2A. Deemed 3. 4. Securities Acquired (A)							A) or 5. Amount of 6. Ownership 7. Nature							
1. Title of Security (Instr. 3) 2. Transac Date (Month/Date)					/Day/Ye	ar) i	Execution Date, if any (Month/Day/Yea		e, Transac Code (I	Code (Instr.				Benefi Owned Repor		ies F cially (I Following (I ed		r Indirect E	of Indirect Beneficial Ownership (Instr. 4)	
						10000			Code	V	Amount	(D)	11100	· (Transact Instr. 3 a			D		
Common Stock 01/10/2									M ⁽¹⁾	ienc	6,93		or Beneficial)92			
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. Deeme Execution I if any (Month/Day	ate, Transaction Code (Instr					6. Date Exercisal Expiration Date (Month/Day/Year			and 7. Title and Amof Securities Underlying Derivative Secu (Instr. 3 and 4)		Deriva Securi		9. Number derivative Securities Beneficial Owned Following Reported Transactio (Instr. 4)	ly	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares							
Employee Stock Grant	(2)								(3)	10	0/01/2026	Common Stock	2,085			2,085		D		
Employee Stock Option	\$8.3								(4)	03	3/03/2027	Common Stock	2,473			2,473		D		
Employee Stock Option	\$4.47								(5)	12	2/11/2017	Common Stock	2,112			2,112		D		
Employee Stock Grant	(2)								(6)	01	1/01/2023	Common Stock	1,475			1,475		D		
Employee Stock Option	\$6.11								(7)	12	2/04/2028	Common Stock	15,208	3		15,208	3	D		
Employee Stock Option	\$6.69								(8)	12	2/03/2029	Common Stock	36,000			36,000)	D		
Employee Stock Grant	(2)								(9)	0:	1/01/2024	Common Stock	11,325	5		11,325	5	D		
Employee Stock Option	\$9.46								(10)	12	2/01/2030	Common Stock	55,050			55,050)	D		
Employee Stock Option	\$9.46								(11)	12	2/01/2030	Common Stock	55,050			55,050		D		
Employee Stock Grant	(2)	01/10/2022			M ⁽¹²⁾			9,950	(13)	01	1/01/2025	Common Stock	9,950		\$0	0		D		
Employee Stock Grant	(2)								(14)	0:	1/01/2025	Common Stock	7,462			7,462		D		
Employee	422.2								(15)	1.	107/2021	Common	7 740			7.740				

(11)

12/07/2031

7,740

Stock

7,740

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)	ve Conversion Date Execution D or Exercise (Month/Day/Year) if any		3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr.)		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 Securities Underlying Derivative Security (Instr. 3 and 4)		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				
Employee Stock Grant	(2)							(16)	01/01/2026	Common Stock	8,720		8,720	D	
Employee Stock Grant	(2)							(13)	01/01/2026	Common Stock	8,720		8,720	D	

Explanation of Responses:

- 1. Represents the net issuance of 6,930 shares from the vesting of 9,950 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 3,020 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- 2. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- 3. These restricted stock units will vest, if at all, based on the issuer's achievement of certain financial milestones.
- 4. These options become exercisable, if at all, based on the issuer's achievement of certain financial milestones.
- 5. 15/48th of this option grant vested on January 1, 2019 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 6. Twenty-five percent of this restricted stock unit grant vested on January 1, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021, January 1, 2022, and January 1, 2023.
- 7. 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 8. 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
- 9. Twenty-five percent of this restricted stock unit grant vested on January 1, 2021 and thereafter, an additional 1/4th vests on each of January 1, 2022, January 1, 2023 and January 1, 2024.
- 10. 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- 11. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 12. Represents the vesting of restricted stock units.
- 13. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 14. 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.
- 15. 12/48th of this option grant will vest on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.
- 16. Twenty-five percent of this restricted stock unit grant will vest 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.

Remarks:

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

01/12/2022

** 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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