FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

| STATEMENT OF CHANGES IN BENEFICIAL |            |
|------------------------------------|------------|
| STATEMENT OF CHANGES IN BENEFICIAL | DAMMERSHIP |

| OMB APPROVAL             |     |  |  |  |  |  |  |  |  |  |
|--------------------------|-----|--|--|--|--|--|--|--|--|--|
| OMB Number: 3235-0287    |     |  |  |  |  |  |  |  |  |  |
| Estimated average burden |     |  |  |  |  |  |  |  |  |  |
| hours per response:      | 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

|   |                        |             |                |  | tion 30(h) of the Inv                                       |   |                 | pany Act of 19 |   |  |   |   | ,   |
|---|------------------------|-------------|----------------|--|---|---|-----------------|----------------|---|--|---|---|---|
| Name and Address of Reporting Person* <u>Murray Novelette</u> |                        |             |                |  | r Name <b>and</b> Ticker                                    |   |                 |                |   | 5. Relationship of Reporting Person(s) to Issue (Check all applicable)  Director 10% Owner |   |   |   |
| (Last) (6931 ARLINGTO)  | First)<br>N ROAD SUITE |             | 3. Date 12/05/ | of Earliest Transac<br>2023  | tion (Mo  | onth/D                                  | ay/Year)        | X              | Officer (give title below)  Chief Human F | Other (specify below)  Resources Officer   |   |   |   |
| (Street) BETHESDA MD 20814                                    |                        |             |                | 4. If Am   | endment, Date of C  | Original                                | Filed           | (Month/Day/Ye  | ear)                                      | 6. Indiv<br>Line)<br>X   | vidual or Joint/Group<br>Form filed by One<br>Form filed by Mor<br>Person | Reporting Pers  | on  |
| (City) (  | State)                 | (Zip)       |                | Rule 10b5-1(c) Transaction Indication  Check this box to indicate that a transaction was made pursuant to a contract, instruction or writter satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |   |                 |                |   |  |   |   | ed to   |
|   | Tal                    | ble I - Non | -Derivat       | tive Se  | ecurities Acqu  | ıired,                                  | Disp            | osed of, o     | r Bene                                    | ficially   | Owned   |   |   |
| 1. Title of Security (Instr. 3)  2. Trans Date (Month/l       |                        |             |                |  | 2A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code (Instr.<br>8) |                 |                |   |  | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership |
|   |                        |             |                | Code   | v   | Amount                                  | ount (A) or (D) |                | Transaction(s)<br>(Instr. 3 and 4)        |  | (Instr. 4)  |   |   |
| Common Stock  |                        |             |                |  |   |   |                 |                |   |  | 43,173  | D   |   |

| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |      |                                 |   |   |                     |   |  |  |  |        |   |  |
|--|---|--|---|------|---------------------------------|---|---|---------------------|---|--|--|--|--------|---|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year)  4. Transaction Code (Instr. 8)  5. Numbro Of Derivativ Securitie Acquired (A) or Disposed of (D) (In 3, 4 and 4 |      | ive<br>ies<br>ed<br>ed<br>nstr. | 6. Date Exerc<br>Expiration Da<br>(Month/Day/\) | 7. Title and Amount<br>of Securities<br>Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                     | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |        |   |  |
|  |   |  |   | Code | v                               | (A)   | (D)   | Date<br>Exercisable | Expiration<br>Date                                  | Title  | Amount<br>or<br>Number<br>of<br>Shares                                   |  |        |   |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (2)                 | 01/01/2024  | Common<br>Stock  | 462  |  | 462    | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (3)                 | 01/01/2025  | Common<br>Stock  | 2,950  |  | 2,950  | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (4)                 | 10/01/2024  | Common<br>Stock  | 10,000   |  | 10,000 | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (5)                 | 01/01/2026  | Common<br>Stock  | 5,235  |  | 5,235  | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (6)                 | 01/01/2027  | Common<br>Stock  | 10,355   |  | 10,355 | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (7)                 | 01/01/2026  | Common<br>Stock  | 6,980  |  | 6,980  | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   |  |   |      |                                 |   |   | (8)                 | 01/01/2026  | Common<br>Stock  | 10,355   |  | 10,355 | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   | 12/05/2023                                 |   | A    |                                 | 10,710  |   | (9)                 | 01/01/2028  | Common<br>Stock  | 10,710   | \$0.00   | 10,710 | D |  |
| Restricted<br>Stock Unit<br>Grant  | (1)   | 12/05/2023                                 |   | A    |                                 | 10,710  |   | (8)                 | 01/01/2027  | Common<br>Stock  | 10,710   | \$0.00   | 10,710 | D |  |
| Stock<br>Option<br>Grant   | \$10.3  |  |   |      |                                 |   |   | (10)                | 02/02/2027  | Common<br>Stock  | 1,054  |  | 1,054  | D |  |
| Stock<br>Option<br>Grant   | \$9.46  |  |   |      |                                 |   |   | (11)                | 12/01/2030  | Common<br>Stock  | 16,943   |  | 16,943 | D |  |
| Stock<br>Option<br>Grant   | \$22.2  |  |   |      |                                 |   |   | (12)                | 12/07/2031  | Common<br>Stock  | 6,190  |  | 6,190  | D |  |
| Stock<br>Option<br>Grant   | \$14  |  |   |      |                                 |   |   | (13)                | 12/23/2032  | Common<br>Stock  | 8,320  |  | 8,320  | D |  |

|   | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |  |   |                              |   |  |                                 |  |                    |   |  |   |  |  |  |
|---|--|--|---|------------------------------|---|--|---------------------------------|--|--------------------|---|--|---|--|--|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security  | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transa<br>Code (<br>8) |   | 5. Numi<br>of<br>Derivat<br>Securit<br>Acquire<br>(A) or<br>Dispose<br>of (D) (I<br>3, 4 and | ive<br>ies<br>ed<br>ed<br>nstr. | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | and 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|   |  |  |   | Code                         | v | (A)  | (D)                             | Date<br>Exercisable  | Expiration<br>Date | Title   | Amount<br>or<br>Number<br>of<br>Shares |   |  |  |  |
| Stock<br>Option<br>Grant                            | \$10.3   |  |   |                              |   |  |                                 | (14)   | 02/02/2027         | Common<br>Stock   | 1,850                                  |   | 1,850  | D  |  |
| Stock<br>Option<br>Grant                            | \$6.11   |  |   |                              |   |  |                                 | (15)   | 12/04/2028         | Common<br>Stock   | 1,344                                  |   | 1,344  | D  |  |
| Stock<br>Option<br>Grant                            | \$6.69   |  |   |                              |   |  |                                 | (16)   | 12/03/2029         | Common<br>Stock   | 2,538                                  |   | 2,538  | D  |  |
| Stock<br>Option<br>Grant                            | \$9.46   |  |   |                              |   |  |                                 | (17)   | 12/01/2030         | Common<br>Stock   | 28,296                                 |   | 28,296   | D  |  |
| Stock<br>Option<br>Grant                            | \$22.2   |  |   |                              |   |  |                                 | (18)   | 12/07/2031         | Common<br>Stock   | 6,190                                  |   | 6,190  | D  |  |
| Stock<br>Option<br>Grant                            | \$14   |  |   |                              |   |  |                                 | (19)   | 12/23/2032         | Common<br>Stock   | 8,320                                  |   | 8,320  | D  |  |

## **Explanation of Responses:**

- 1. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- 2. 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.
- 3. 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.
- 4. Twenty-five percent of this restricted stock unit grant vested on October 1, 2021 and thereafter, an additional 1/4th will vest on each of October 1, 2022, October 1, 2023, and October 1, 2024.
- 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. Twenty-five percent of this restricted stock unit grant will vest on January 1, 2024 and thereafter, an additional 1/4th will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.
- 7. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 8 These restricted stock units will vest if at all based on the Issuer's achievement of certain financial milestones
- 9. 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.
- 10. These options become exercisable, if at all, based on the completion of the Issuer's strategic transformation as well as the Issuer's achievement of certain financial milestones.
- 11. This option becomes excercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 12. 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.
- 13. These options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 14. 15/48th of this option grant vested on January 1, 2018 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 15. 12/48th of this option grant vested on January 1, 2020 and thereafter an additional 1/48th vests each month for thirty-six months.
- 16. 12/48th of this option grant vested on January 1, 2021 and thereafter, 1/48th will vest each month for thirty-six months.
- $17.\ 12/48 th\ of\ this\ option\ grant\ vested\ on\ January\ 1,\ 2022\ and\ thereafter,\ 1/48 th\ will\ vest\ each\ month\ for\ thirty-six\ months.$
- 18. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones. 19. 12/48th of this option grant will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months.
- Remarks:

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

12/07/2023

\*\* 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.