

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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* <u>ABS CAPITAL PARTNERS IV LP</u> (Last) (First) (Middle) 400 EAST PRATT STREET SUITE 910 (Street) BALTIMORE MD 21202-3116 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC [LQDT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 02/28/2006	
	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 <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/28/2006		C		3,262,643 ⁽¹⁾	A	\$0 ⁽²⁾	3,262,643 ⁽¹⁾⁽²⁾	D ⁽³⁾	

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 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					
Series C preferred stock	\$0 ⁽²⁾	02/28/2006		C		3,262,643 ⁽¹⁾⁽²⁾		(2)	(2)	common stock ⁽²⁾	\$0 ⁽²⁾	3,262,643 ⁽¹⁾⁽²⁾	D ⁽³⁾	

1. Name and Address of Reporting Person*
ABS CAPITAL PARTNERS IV LP
 (Last) (First) (Middle)
 400 EAST PRATT STREET
 SUITE 910
 (Street)
 BALTIMORE MD 21202-3116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ABS CAPITAL PARTNERS IV A LP
 (Last) (First) (Middle)
 400 EAST PRATT STREET
 SUITE 910
 (Street)
 BALTIMORE MD 21202-3116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*
ABS CAPITAL PARTNERS IV SPECIAL OFFSHORE LP
 (Last) (First) (Middle)
 400 EAST PRATT STREET
 SUITE 910
 (Street)
 BALTIMORE MD 21202-3116
 (City) (State) (Zip)

1. Name and Address of Reporting Person*

ABS CAPITAL PARTNERS IV OFFSHORE LP

(Last) (First) (Middle)

400 EAST PRATT STREET
SUITE 910

(Street)

BALTIMORE MD 21202-3116

(City)

(State)

(Zip)

Explanation of Responses:

1. The shares are owned directly by ABS Capital Partners IV, L.P. ("ABS Capital Partners IV") in the amount of 2,887,105 shares, ABS Capital Partners IV-A, L.P. ("ABS Capital Partners IV-A") in the amount of 96,664 shares, ABS Capital Partners IV Offshore, L.P. ("ABS Capital Partners IV Offshore") in the amount of 165,817, ABS Capital Partners IV Special Offshore, L.P. ("ABS Capital Partners IV Special Offshore," and together with ABS Capital Partners IV, ABS Capital Partners IV-A, ABS Capital Partners IV Offshore, "The Funds" in the amount of 113,057 shares). ABS Partners IV, L.L.C., as the general partner of the Funds (the "General Partner"), and Donald B. Hebb, Jr., Timothy T. Weglicki, John D. Stobo, Jr., Phillip A. Clough, Frederic G. Emry, Ashoke Goswami, Ralph S. Terkowitz, and Laura L. Witt, as the managers of the General Partner (the "Managers"), are indirect beneficial owners of the reported securities.

2. The Series C preferred stock is automatically converted on a 1-for-1 basis into Liquidity Services, Inc. ("LSI") common stock, upon the closing of the initial public offering.

3. The General Partner and each of the Managers disclaims beneficial ownership of these shares except to the extent of their respective pecuniary interest therein. ABS Partners IV, LLC is the general partner of these entities and has voting and dispositive power over these shares.

Remarks:

This filing constitutes one of three related filings by the following joint reporting persons with respect to the securities of the issuer set forth hereon: ABS Capital Partners IV LP, ABS Capital Partners IV-A LP, ABS Capital Partners IV Special Offshore LP, ABS Capital Partners IV Offshore LP, ABS Partner IV LLC, Donald B. Hebb Jr., Phillip A. Clough, John D. Stobo Jr., Frederic G. Emry III, Ashoke Goswami, Laura L. Witt, Timothy T. Weglicki, and Ralph S. Terkowitz.

<u>/s/ Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C, the General Partner of ABS Capital Partners IV, L.P.</u>	<u>02/28/2006</u>
<u>/s/ Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C, the General Partner of ABS Capital Partners IV-A, L.P.</u>	<u>02/28/2006</u>
<u>/s/ Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C, the General Partner of ABS Capital Partners IV Offshore, L.P.</u>	<u>02/28/2006</u>
<u>/s/ Donald B. Hebb, Managing Member of ABS Partners IV, L.L.C, the General Partner of ABS Capital Partners IV Special Offshore, L.P.</u>	<u>02/28/2006</u>

** 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.