SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 APPR	OVAL
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1. Name and Addres <u>Rallo James N</u>	st) (First) (Middle)		2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC</u> [LQDT]		tionship of Reporting Pe all applicable) Director	10% Owner
(Last) (First) (Middle) C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR		C.	3. Date of Earliest Transaction (Month/Day/Year) 08/10/2015	- X	Officer (give title below) President F	Other (specify below) SCG
(Street) WASHINGTON (City)		20036 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Fili Form filed by One Re Form filed by More th Person	porting Person

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

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)					5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	08/10/2015		S		3,985	D	\$9.23	0	I	By Kimberly Rallo IRA ⁽¹⁾	
Common Stock								15,039 ⁽²⁾	I	By James M Rallo 401k	
Common Stock								8,000	I	By James M Rallo IRA	
Common Stock								4,625	I	By Kimberly Rallo SIMPLE IRA ⁽¹⁾	
Common Stock								685	I	By James M Rallo Cust. Michael Rallo MD UTMA ⁽¹⁾	
Common Stock								460	I	By James M Rallo Cust. Melissa Rallo MD UTMA	

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

		Т	able II - Deriva (e.g.,	ative : puts,	Secu calls	rities , war	Acc rant	s, options	, converti	, or Ben ble seci	eficially initias)	Owned			
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)	C ode Transa Code (8)	ction	of	iired r osed) 7. 3, 4	Date Expiration ExBedisBatero State Expiration Date (Month/Day/Year)		of Titletle and Sinaoessit of Securities Underlying Derivative Security (Instr. 3 and 4)				10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option	\$7.48							(3)	10/01/2018	Common Stock	2,338		2,338	D	
Employee Stock Option	\$15.47							(4)	10/01/2020	Common Stock	6,678		6,678	D	
Employee Stock Grant	\$15.47							(5)	10/01/2020	Common Stock	5,527		5,527	D	
Employee Stock Grant	\$31.11							(6)	10/01/2021	Common Stock	1,862		1,862	D	
Employee Stock Option	\$31.11							(7)	10/01/2021	Common Stock	12,358		12,358	D	
Employee Stock Grant	\$38.09							(8)	10/01/2022	Common Stock	2,502		2,502	D	
Employee Stock Option	\$38.09							(9)	10/01/2022	Common Stock	3,335		3,335	D	
Employee Stock Grant	\$29.47							(10)	07/18/2023	Common Stock	6,108		6,108	D	
Employee Stock Option	\$29.47							(11)	07/18/2023	Common Stock	24,871		24,871	D	
Employee Stock Grant	\$21.99							(12)	10/01/2023	Common Stock	3,519		3,519	D	
Employee Stock Grant	\$21.99							(13)	10/01/2023	Common Stock	4,691		4,691	D	
Employee Stock Option	\$21.99							(14)	10/01/2023	Common Stock	9,938		9,938	D	
Employee Stock Option	\$21.99							(15)	10/01/2023	Common Stock	9,938		9,938	D	
Employee Stock Grant	\$13.57							(16)	05/14/2024	Common Stock	44,215		44,215	D	
Employee Stock Grant	\$10.41							(17)	10/01/2024	Common Stock	61,734		61,734	D	
Employee Stock Grant	\$10.41							(18)	10/01/2024	Common Stock	15,434		15,434	D	
Employee Stock Option	\$10.41							(19)	10/01/2024	Common Stock	12,675		12,675	D	
Employee Stock Option	\$10.41							(20)	10/01/2024	Common Stock	3,169		3,169	D	

Explanation of Responses:

1. Mr. Rallo disclaims beneficial ownership of these shares.

2. The number of securities shown as being held in Issuer's 401(k) account for the Reporting Person's benefit is the approximate number of shares of common stock. De minimis fractional interests reported by the Issuer's 401(k) Plan trustee/administrator and held indirectly through the Plan's stock purchase account are not reflected.

3. These options became fully vested on October 1, 2013.

4. These options became fully vested on October 1, 2014.

5. These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

6. Twenty-five percent of this restricted stock grant vested on October 1, 2012 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

7. Twenty-five percent of this option grant vested on October 1, 2012 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

8. Twenty-five percent of this restricted stock grant vested on October 1, 2013 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

9. Twenty-five percent of this option grant vested on October 1, 2013 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

10. Twenty-five percent of this restricted stock grant vested on July 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on July 1 of each year for three years.

11. Twenty-five percent of this option grant vested on July 18, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

12. Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.

13. These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.

14. Twenty-five percent of this option grant vested on October 1, 2014 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

15. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

16. Fifty percent of this restricted stock grant will vest on November 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on November 1 of each year for two years.

- 17. Twenty-five percent of this restricted stock grant will vest on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- 18. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- 19. Twenty-five percent of this option grant will vest on October 1, 2015 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- 20. This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.

<u>/s/ James E. Williams, by</u> power of attorney

** Signature of Reporting Person Date

08/12/2015

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.