FORM 4

\$6.11

\$6.11

(4)

(4)

\$10.3

01/01/2021

Employee Stock Option

Employee Stock Option

Employee Stock Grant

Employee Stock Grant

Employee Stock Grant

Employee Stock Option

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

Washington,	D.C.	20549	

	OMB APP	ROVAL
	OMB Number:	3235-0287
	Estimated average to	ourden
- 1	l 6	0.5

Section obligation	n 16. Form 4 o tions may conti	Form 5	SIA		ed purs	suant t	to Sec	tion 16(	a) of the Se	curitie	es Exchar	nge Ac	t of 193		HIP	Estim	ated a	verage burde	en 0.5	
Murray	<u>Novelet</u>	<u>te</u>			<u>LI</u>	<u>QU</u>	IDIT	Y SE	ERVICE	SIN	<u>VC</u> [ L(	QDT [		(Che	ck all appli Directo Officer	cable) or (give title	g Per	10% C	wner (specify	
Street   S															cer					
BETHE				4. 1											X Form filed by One Reporting Person Form filed by More than One Reporting					
		Tab	le I - Nor	า-Deriv	ative	e Sec	curit	ies A	cquired,	Disp	osed o	of, or	Bene	eficially	y Owned	k				
1. Title of Security (Instr. 3) 2. Tran				Date	action 2A. Deemed Execution Date, if any			e, Transa Code (	3. 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4)					5. Amount of Securities Beneficially Owned Following		Form: Direct (D) or Indirect		7. Nature of Indirect Beneficial Ownership		
									Code	v	Amount		(A) or (D)	Price	Transac	tion(s)			(IIISU: 4)	
Common	Stock			01/01	1/202	1					913		A	<u> </u>	2,	834		D		
									_					<u> </u>	<del>                                     </del>		+			
Common	Stock			<u> </u>							<u> </u>					453		D		
															Owned					
Derivative Security	Conversion or Exercise Price of Derivative	Date	Execution if any	Date,	Transa Code (		of Deri Sec Acq (A) o Disp of (I	vative urities uired or oosed O) tr. 3, 4	Expiration	Date		of Se Unde Deriv	curities rlying ative Se	ecurity	Derivative Security	derivative Securities Beneficia Owned Following Reported Transactie	e s lly	Ownership Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
					Code	v	(A)	(D)	Date Exercisab		cpiration ate	Title	o N o	lumber						
Employee Stock Grant	(4)	01/01/2021			M <sup>(5)</sup>			463	(6)	01	/01/2024	Comr		1,850	\$0	1,387	7	D		
Employee Stock Grant	(4)								(7)	01	/01/2024	Comr		1,850		1,850	)	D		
Employee Stock Option	\$6.69								(8)	12	2/03/2029	Comr		4,450		4,450	)	D		
Employee Stock Option	\$6.69								(9)	12	2/03/2029	Comr		4,450		4,450	)	D		
Employee Stock Grant	(4)	01/01/2021			M <sup>(5)</sup>			525	(10)	01	/01/2023	Comr		1,575	\$0	1,050	)	D		
Employee Stock Grant	(4)								(7)	01	/01/2023	Comr		2,100		2,100	)	D		

(11)

(12)

(7)

(13)

(14)

1,457

 $M^{(5)}$ 

12/04/2028

12/04/2028

10/01/2021

03/15/2022

09/30/2020

12/20/2026

12,900

12,900

1,814

4,353

2,790

1,850

\$<mark>0</mark>

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

Common Stock

12,900

12,900

1,814

4,353

1,333

1,850

D

D

D

D

D

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 Deri Sec Acq (A) o Disp	posed D) tr. 3, 4	6. Date Exerc Expiration Day/N	ate	7. Title and of Securit Underlying Derivative (Instr. 3 and	ies g Security	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 Option	\$10.3							(15)	12/20/2026	Common Stock	1,850		1,850	D	
Employee Stock Grant	(4)							(16)	10/01/2020	Common Stock	554		554	D	
Employee Stock Grant	(4)							(7)	10/01/2024	Common Stock	20,000		20,000	D	
Employee Stock Grant	(4)							(17)	10/01/2024	Common Stock	20,000		20,000	D	
Employee Stock Option	\$9.46							(18)	12/01/2030	Common Stock	32,750		32,750	D	
Employee Stock Option	\$9.46							(19)	12/01/2030	Common Stock	32,750		32,750	D	
Employee Stock Grant	(4)							(20)	01/01/2025	Common Stock	5,900		5,900	D	
Employee Stock Grant	(4)							(21)	01/01/2025	Common Stock	5,900		5,900	D	

Devicative Conveition Associated Disposed of as Developed Disposed

## **Explanation of Responses:**

- 1. Represents the net issuance of 913 shares from the vesting of 1,457 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 544 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. Represents the net issuance of 329 shares from the vesting of 525 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 196 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.
- 3. Represents the net issuance of 290 shares from the vesting of 463 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 173 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.
- 4. Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock
- 5. Represents the vesting of restricted stock units
- 6. 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.
- 7. These restricted stock units vest, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- 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. These options become exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- 10. 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.
- 11. 12/48th of this option grant vested on January 1, 2020 and thereafter an additional 1/48th vests each month for thirty-six months.
- 12. Twenty-five percent of this restricted stock unit grant vested on April 1, 2019 and thereafter, an additional 1/4th vests on each of July 1, 2019, October 1, 2020, and October 1, 2021.
- 13. These restricted stock units vest, if at all, based on the completion of the Issuer's strategic transformation as well as the Issuer's achievement of certain financial milestones.
- 14. 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.
- 15. 15/48th of this option grant vested on January 1, 2018 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 16. These restricted stock units vest, if at all, based on the Issuer's achievement of certain financial milestones.
- 17. Twenty-five percent of this restricted stock unit grant will vest 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.
- 18. 12/48th of this option grant will vest on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- 19. This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 20. Twenty-five percent of this restricted stock unit grant will vest 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.
- 21. These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.

## Remarks:

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

01/05/2021

v.

\*\* Signature of Reporting Person Date

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

- $^{\star}$  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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