

| OMB APPROVAL | |
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| OMB Number: | 3235-0287 |
| Estimated average burden hours per response: | 0.5 |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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>Daunt John</u> | | | 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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Commercial Officer</u> | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>12/07/2021</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person | | |
| C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD SUITE 200 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) <u>BETHESDA MD 20814</u> | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

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 | | | | | | | | 63,867 | I | By the Daunt Family Trust ⁽¹⁾ |

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 | | | | | |
| Employee Stock Grant | (2) | | | | | | | (3) | 10/01/2027 | Common Stock | 1,656 | 1,656 | D | |
| Employee Stock Grant | (2) | | | | | | | (4) | 01/01/2023 | Common Stock | 1,675 | 1,675 | D | |
| Employee Stock Option | \$6.11 | | | | | | | (5) | 12/04/2028 | Common Stock | 14,033 | 14,833 | D | |
| Employee Stock Option | \$6.11 | | | | | | | (6) | 12/04/2028 | Common Stock | 10,400 | 10,400 | D | |
| Employee Stock Grant | (2) | | | | | | | (7) | 01/01/2024 | Common Stock | 12,225 | 12,225 | D | |
| Employee Stock Option | \$6.58 | | | | | | | (5) | 04/29/2029 | Common Stock | 10,458 | 10,458 | D | |
| Employee Stock Option | \$6.58 | | | | | | | (8) | 04/29/2029 | Common Stock | 11,667 | 11,667 | D | |
| Employee Stock Grant | (2) | | | | | | | (9) | 05/01/2023 | Common Stock | 7,500 | 7,500 | D | |
| Employee Stock Option | \$6.69 | | | | | | | (5) | 12/03/2029 | Common Stock | 33,681 | 33,681 | D | |
| Employee Stock Option | \$6.69 | | | | | | | (10) | 12/03/2029 | Common Stock | 38,950 | 38,950 | D | |
| Employee Stock Grant | (2) | | | | | | | (11) | 01/01/2025 | Common Stock | 30,000 | 30,000 | D | |
| Employee Stock Option | \$9.46 | | | | | | | (12) | 12/01/2030 | Common Stock | 61,200 | 61,200 | 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. 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 | Title | Amount or Number of Shares | | | | |
| Employee Stock Option | \$9.46 | | | | | | | (13) | 12/01/2030 | Common Stock | 61,200 | | 61,200 | D | |
| Employee Stock Grant | (2) | | | | | | | (14) | 01/01/2025 | Common Stock | 11,050 | | 11,050 | D | |
| Employee Stock Grant | (2) | | | | | | | (15) | 01/01/2025 | Common Stock | 11,050 | | 11,050 | D | |
| Employee Stock Option | \$22.2 | 12/07/2021 | | A | | 7,740 | | (16) | 12/07/2031 | Common Stock | 7,740 | \$0 | 7,740 | D | |
| Employee Stock Option | \$22.2 | 12/07/2021 | | A | | 7,740 | | (13) | 12/07/2031 | Common Stock | 7,740 | \$0 | 7,740 | D | |
| Employee Stock Grant | (2) | 12/07/2021 | | A | | 8,720 | | (17) | 01/01/2026 | Common Stock | 8,720 | \$0 | 8,720 | D | |
| Employee Stock Grant | (2) | 12/07/2021 | | A | | 8,720 | | (14) | 01/01/2026 | Common Stock | 8,720 | \$0 | 8,720 | D | |

Explanation of Responses:

- Effective December 9, 2021, the reporting person transferred the 63,867 he previously held directly into the Daunt Family Trust.
- Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- These restricted stock units vest, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in 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.
- 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.
- These options become exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in 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.
- 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 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.
- 12/48th of this option grant vested on May 1, 2020 and thereafter, 1/48th will vest each month for thirty-six months.
- Twenty-five percent of this restricted stock unit grant vested on May 1, 2020 and thereafter, an additional 1/4th vests on each of May 1, 2021, May 1, 2022 and May 1, 2023.
- 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
- These restricted stock units vest, if at all, based on certain commercial contribution margin milestones of the Issuer.
- 12/48th of this option grant will vest on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- 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.
- 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.
- 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 12/09/2021

** 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.