

LIQUIDITY SERVICES INC
 Form 5
 October 25, 2013

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0362
 Expires: January 31, 2015
 Estimated average burden hours per response... 1.0

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
 Roy G Cayce

2. Issuer Name and Ticker or Trading Symbol
 LIQUIDITY SERVICES INC
 [LQDT]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 09/30/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Exec. VP/Pres. Asset Recovery

C/O LIQUIDITY SERVICES, INC., 1920 L STREET, N.W., 6TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

WASHINGTON, DC 20036

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	06/24/2013	^	G	150 D \$ 0	1,850	D	^
Common Stock	06/24/2013	^	G	1,000 D \$ 0	850	D	^
Common Stock	06/24/2013	^	G	100 D \$ 0	750	D	^
	06/25/2013	^	G	330 D \$ 0	420	D	^

Common
Stock

Common Stock 06/25/2013 Â G 10 D \$ 0 410 D Â

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

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SEC 2270
(9-02)

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 Underlying Securities (Instr. 3 and 4)		
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Grant	\$ 38.09	Â	Â	Â	Â	Â	Â	Â ⁽¹⁾	10/01/2022	Common Stock	2,394
Employee Stock Grant	\$ 38.09	Â	Â	Â	Â	Â	Â	Â ⁽²⁾	10/01/2022	Common Stock	3,191
Employee Stock Option	\$ 38.09	Â	Â	Â	Â	Â	Â	Â ⁽³⁾	10/01/2022	Common Stock	2,127
Employee Stock Option	\$ 38.09	Â	Â	Â	Â	Â	Â	Â ⁽⁴⁾	10/01/2022	Common Stock	2,127
Employee Stock Grant	\$ 31.11	Â	Â	Â	Â	Â	Â	Â ⁽⁵⁾	10/01/2021	Common Stock	2,352
Employee Stock Option	\$ 31.11	Â	Â	Â	Â	Â	Â	Â ⁽⁶⁾	10/01/2021	Common Stock	7,806
Employee Stock Grant	\$ 15.47	Â	Â	Â	Â	Â	Â	Â ⁽⁷⁾	10/01/2020	Common Stock	2,175
Employee Stock Grant	\$ 15.47	Â	Â	Â	Â	Â	Â	Â ⁽⁸⁾	10/01/2020	Common	7,856

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Twenty-five percent of this option grant vested on October 1, 2011 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

- (9) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (10) These options became fully vested on October 1, 2013.
- (11) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (12) These options became fully vested on August 25, 2012.

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