

Gravley Roger
Form 4
December 13, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Gravley Roger

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. Date of Earliest Transaction
(Month/Day/Year)
12/11/2017

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Operating President, GovDeals

C/O LIQUIDITY SERVICES, INC., 6931 ARLINGTON ROAD, SUITE 200

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

BETHESDA, MD 20814

(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 Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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(9-02)

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option	\$ 9.05					<u>(1)</u>	10/01/2019	Common Stock	1,801
Employee Stock Grant	\$ 15.47					<u>(2)</u>	10/01/2020	Common Stock	1,106
Employee Stock Option	\$ 15.47					<u>(3)</u>	10/01/2020	Common Stock	2,292
Employee Stock Option	\$ 31.37					<u>(4)</u>	10/01/2021	Common Stock	2,857
Employee Stock Option	\$ 21.99					<u>(5)</u>	10/01/2023	Common Stock	3,519
Employee Stock Grant	\$ 21.99					<u>(2)</u>	11/27/2023	Common Stock	499
Employee Stock Option	\$ 21.99					<u>(6)</u>	11/27/2023	Common Stock	3,519
Employee Stock Option	\$ 10.41					<u>(7)</u>	10/01/2024	Common Stock	7,338
Employee Stock Grant	\$ 10.41					<u>(8)</u>	10/01/2024	Common Stock	8,145
Employee Stock Grant	\$ 12.57					<u>(9)</u>	10/27/2024	Common Stock	6,250
Employee Stock Option	\$ 6.63					<u>(10)</u>	10/01/2025	Common Stock	11,430
Employee Stock Option	\$ 6.63					<u>(11)</u>	10/01/2025	Common Stock	10,425

Stock Grant								Stock	
Employee Stock Option	\$ 5.11					(6)	10/01/2025	Common Stock	2,858
Employee Stock Grant	\$ 5.11					(2)	10/01/2025	Common Stock	5,213
Employee Stock Grant	\$ 8.3					(12)	10/01/2026	Common Stock	8,250
Employee Stock Option	\$ 8.3					(13)	10/01/2026	Common Stock	4,900
Employee Stock Grant	\$ 8.3					(2)	10/01/2026	Common Stock	8,250
Employee Stock Option	\$ 8.3					(6)	10/01/2026	Common Stock	4,900
Employee Stock Option	\$ 4.47	12/11/2017	A	29,760		(6)	10/01/2027	Common Stock	29,760
Employee Stock Grant	\$ 4.47	12/11/2017	A	3,060		(2)	10/01/2027	Common Stock	3,060
Employee Stock Option	\$ 4.47	12/11/2017	A	19,840		(14)	10/01/2027	Common Stock	19,840
Employee Stock Grant	\$ 4.47	12/11/2017	A	2,040		(15)	10/01/2027	Common Stock	2,040

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gravley Roger C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 BETHESDA, MD 20814			Operating President, GovDeals	

Signatures

Mark A. Shaffer

12/13/2017

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) These options became fully vested on October 1, 2013.
- (2) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (3) These options became fully vested on October 1, 2014.
- (4) These options became fully vested on October 1, 2015.
- (5) These options became fully vested on October 1, 2017.
- (6) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (7) Twenty-five percent of this option grant vested on October 1, 2015 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, 2015 and thereafter 1/8th of the restricted stock grant will vest on April 1 and October 1 of each year for three years.
- (9) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (10) Twenty-five percent of this option grant vested on October 1, 2016 and thereafter 1/48th of the option grant will vest each month for thirty-six months.
- (11) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4th of the restricted stock grant will vest on October 1 of each year for three years.
- (12) Twenty-five percent of this restricted stock grant will vest on April 1, 2018 and thereafter 1/4th of the restricted stock grant will vest on each of October 1, 2018, October 1, 2019, and October 1, 2020.
- (13) 18/48th of this option grant will vest on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.
- (14) 15/48th of this option grant will vest on January 1, 2019 and thereafter 1/48th of the option grant will vest each month for thirty three months.
- (15) Twenty-five percent of this restricted stock grant will vest on January 1, 2019 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2019, October 1, 2020, and October 1, 2021.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.