LIQUIDITY SERVICES INC
Form 4
October 02, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Rallo James M

(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/02/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
President RSCG

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

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	10/02/2015		S		19,720	D	$ 7.23	0	D	
Common Stock								15,039 (2)	I	By James M. Rallo 401k
Common Stock								8,000	I	By James M. Rallo IRA
Common								4,625	I	By

Stock				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

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

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SEC 1474 (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)		8. Pri Deriv Secu (Instr
				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	
Employee Stock Option	$ 15.47							(4)	10/01/2020	Common Stock	6,678	
Employee Stock Grant	$ 15.47							(5)	10/01/2020	Common Stock	5,527	

Employee Stock Option	$ 31.11		(6)	10/01/2021	Common Stock	12,358
Employee Stock Grant	$ 38.09		(7)	10/01/2022	Common Stock	1,251
Employee Stock Option	$ 38.09		(8)	10/01/2022	Common Stock	3,335
Employee Stock Grant	$ 29.47		(9)	07/18/2023	Common Stock	6,108
Employee Stock Option	$ 29.47		(10)	07/18/2023	Common Stock	24,871
Employee Stock Grant	$ 21.99		(11)	10/01/2023	Common Stock	2,346
Employee Stock Grant	$ 21.99		(12)	10/01/2023	Common Stock	4,691
Employee Stock Option	$ 21.99		(13)	10/01/2023	Common Stock	9,938
Employee Stock Option	$ 21.99		(14)	10/01/2023	Common Stock	9,938
Employee Stock Grant	$ 13.57		(15)	05/14/2024	Common Stock	44,215
Employee Stock Grant	$ 10.41		(16)	10/01/2024	Common Stock	46,300
Employee Stock Grant	$ 10.41		(17)	10/01/2024	Common Stock	15,434
Employee Stock Option	$ 10.41		(18)	10/01/2024	Common Stock	12,675
Employee Stock Option	$ 10.41		(19)	10/01/2024	Common Stock	3,169

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rallo James M C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036			President RSCG	

Signatures

/s/ James E. Williams, by power of attorney	10/02/2015
**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) 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.

(2) Mr. Rallo disclaims beneficial ownership of these shares.

(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) These options became fully vested on October 1, 2015.

(7) 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.

(8) 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.

(9) 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.

(10) 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.

(11) 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.

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

(13) 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.

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

(15) 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.

(16) 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.

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

(18)

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.

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

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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