

LIQUIDITY SERVICES INC  
Form 3/A  
March 02, 2006

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â ABS PARTNERS IV LLC                     |          |          | (Month/Day/Year)                     | LIQUIDITY SERVICES INC [LQDT]                      |  |
| (Last)                                    | (First)  | (Middle) | 03/02/2006                           | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| 400 EAST PRATT STREET,Â SUITE 910         |          |          |                                      | (Check all applicable)                             | 02/22/2006   |
|   | (Street) |          |                                      | ____ Director                                      | <input checked="" type="checkbox"/> 10% Owner                                    |
| BALTIMORE,Â MDÂ 21202-3116                |          |          |                                      | ____ Officer                                       | ____ Other   |
| (City)                                    | (State)  | (Zip)    |                                      | (give title below)                                 | (specify below)  |
|   |          |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
|   |          |          |                                      |  | ____ Form filed by One Reporting Person  |
|   |          |          |                                      |  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

|                                 |   |  |   |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

|  |  |   |  |  |   |
|--|--|---|--|--|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|  | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares   |   |

(Instr. 5)

|                          |       |       |              |                  |        |   |
|--------------------------|-------|-------|--------------|------------------|--------|---|
| Series C preferred stock | Â (1) | Â (1) | Common Stock | 3,262,643<br>(2) | \$ (1) | I |
|--------------------------|-------|-------|--------------|------------------|--------|---|

By ABS Capital  
Partners See  
Attached Footnote  
(3)

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| ABS PARTNERS IV LLC<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116 | Â             | Â X       | Â       | Â     |
| HEBB DONALD B JR<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116    | Â             | Â X       | Â       | Â     |
| STOBO JOHN D JR<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116     | Â             | Â X       | Â       | Â     |
| EMRY FREDERIS G III<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116 | Â             | Â X       | Â       | Â     |
| CLOUGH PHILLIP A<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116    | Â X           | Â X       | Â       | Â     |
| WITT LAURA<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202-3116          | Â             | Â X       | Â       | Â     |
| WEGLICKI TIMOTHY T<br>400 EAST PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202       | Â             | Â X       | Â       | Â     |
| TERKOWITZ RALPH S<br>400 E. PRATT STREET<br>SUITE 910<br>BALTIMORE, MD 21202          | Â             | Â X       | Â       | Â     |
| GOSWAMI ASHOKE<br>400 E. PRATT STREET SUITE 910<br>BALTIMORE, MD 21202                | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| /s/ Donald B. Hebb, Managing Member of ABS Partners IV,<br>L.L.C. | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Phillip A. Clough   | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Donald B. Hebb  | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Timothy T. Weglicki   | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ John D. Stobo   | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Frederic G. Emry  | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Ashoke Goswami  | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Ralph S. Terkowitz  | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |
| /s/ Laura L. Witt   | 03/02/2006 |
| __Signature of Reporting Person                                   | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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 Series C preferred stock is automatically converted on a 1-for-1 basis into Liquidity Services, Inc, ("LSI") common stock, upon the closing of the initial public offering.  
  
The shares are owned directly by ABS Capital Partners IV, L.P. ("ABS Capital Partners IV") in the amount of 2,887,105 shares, ABS Capital Partners IV-A, L.P. ("ABS Capital Partners IV-A") in the amount of 96,664 shares, ABS Capital Partners IV Offshore, L.P. ("ABS Capital Partners IV Offshore") in the amount of 165,817, ABS Capital Partners IV Special Offshore, L.P. ("ABS Capital Partners IV Special Offshore," and together with ABS Capital Partners IV, ABS Capital Partners IV-A, ABS Capital Partners IV Offshore, "The Funds" in the amount of 113,057 shares). ABS Partners IV, L.L.C., as the general partner of the Funds (the "General Partner"), and Donald B. Hebb, Jr., Timothy T. Weglicki, John D. Stobo, Jr., Phillip A. Clough, Frederic G. Emry, Ashoke Goswami, Ralph S. Terkowitz, and Laura L. Witt, as the managers of the General Partner (the "Managers"), are indirect beneficial owners of the reported securities.
- (3) The General Partner and each of the Managers disclaims beneficial ownership of these shares except to the extent of their respective pecuniary interest therein. ABS Partners IV, LLC is the general partner of these entities and has voting and dispositive power over these shares.

Â

### Remarks:

This filing constitutes an amendment to one of the three related filings for LSI. This filing was

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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