

LIQUIDITY SERVICES INC  
 Form 3  
 July 13, 2016

**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 \*

Â Shaffer Mark A

(Last) (First) (Middle)

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

(Street)

WASHINGTON, Â DC Â 20036

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

07/13/2016

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (specify below)  
 VP, Gen. Counsel & Secretary

5. 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

**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)

**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 control number.**

**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)

Date Exercisable Date Expiration Date

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Grant	Â (1)	10/31/2022	Common Stock	2,000	\$ 0	D	Â
Employee Stock Grant	Â (2)	11/27/2023	Common Stock	1,023	\$ 0	D	Â
Employee Stock Grant	Â (3)	04/09/2025	Common Stock	1,987	\$ 0	D	Â
Employee Stock Grant	Â (4)	02/16/2026	Common Stock	6,904	\$ 0	D	Â
Employee Stock Grant	Â (5)	02/16/2026	Common Stock	1,726	\$ 0	D	Â
Employee Stock Grant	Â (6)	06/22/2026	Common Stock	15,000	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Shaffer Mark A C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	Â	Â	Â VP, Gen. Counsel & Secretary	Â

## Signatures

/s/ Mark A. Shaffer 07/13/2016

\*\*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) Twenty-five percent of this restricted stock grant vested on October 1, 2013 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.
- (2) Twenty-five percent of this restricted stock grant vested on October 1, 2014 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.
- (3) Twenty-five percent of this restricted stock grant vested on October 1, 2015 and thereafter 1/8 of the restricted stock grant will vest on April 1 and October 1 of each year for three years.
- (4) Twenty-five percent of this restricted stock grant vested on October 1, 2016 and thereafter 1/4 of the restricted stock grant will vest on October 1 of each year for three years.
- (5) These restricted shares will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (6) Twenty-five percent of this restricted stock grant will vest on July 13, 2017 and thereafter 1/4 of the restricted stock grant will vest on July 13 of each year for three years.

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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