

Gravley Roger  
Form 3  
August 04, 2017

**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 \*

Gravley Roger  
(Last) (First) (Middle)

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

(Street)

WASHINGTON, DC 20036

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)  
08/01/2017

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)  
Operating President, GovDeals

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)

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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)

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

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option	Â <u>(1)</u>	10/01/2019	Common Stock	1,801	\$ 9.05	D	Â
Employee Stock Grant	Â <u>(2)</u>	10/01/2020	Common Stock	1,106	\$ 15.47	D	Â
Employee Stock Option	Â <u>(3)</u>	10/01/2020	Common Stock	2,292	\$ 15.47	D	Â
Employee Stock Option	Â <u>(4)</u>	10/01/2021	Common Stock	2,857	\$ 31.37	D	Â
Employee Stock Grant	Â <u>(5)</u>	10/01/2023	Common Stock	416	\$ 21.99	D	Â
Employee Stock Option	Â <u>(6)</u>	10/01/2023	Common Stock	3,519	\$ 21.99	D	Â
Employee Stock Grant	Â <u>(2)</u>	11/27/2023	Common Stock	499	\$ 21.99	D	Â
Employee Stock Option	Â <u>(7)</u>	11/27/2023	Common Stock	3,519	\$ 21.99	D	Â
Employee Stock Option	Â <u>(8)</u>	10/01/2024	Common Stock	7,338	\$ 10.41	D	Â
Employee Stock Grant	Â <u>(9)</u>	10/01/2024	Common Stock	12,218	\$ 10.41	D	Â
Employee Stock Grant	Â <u>(10)</u>	10/27/2024	Common Stock	6,250	\$ 12.57	D	Â
Employee Stock Option	Â <u>(11)</u>	10/01/2025	Common Stock	11,430	\$ 6.63	D	Â
Employee Stock Grant	Â <u>(12)</u>	10/01/2025	Common Stock	15,638	\$ 6.63	D	Â
Employee Stock Option	Â <u>(7)</u>	10/01/2025	Common Stock	2,858	\$ 5.11	D	Â
Employee Stock Grant	Â <u>(2)</u>	10/01/2025	Common Stock	5,213	\$ 5.11	D	Â
Employee Stock Grant	Â <u>(13)</u>	10/01/2026	Common Stock	8,250	\$ 8.3	D	Â
Employee Stock Option	Â <u>(14)</u>	10/01/2026	Common Stock	4,900	\$ 8.3	D	Â
Employee Stock Grant	Â <u>(2)</u>	10/01/2026	Common Stock	8,250	\$ 8.3	D	Â
Employee Stock Option	Â <u>(7)</u>	10/01/2026	Common Stock	4,900	\$ 8.3	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gravley Roger C/O LIQUIDITY SERVICES, INC. 1920 L STREET, N.W., 6TH FLOOR WASHINGTON, DC 20036	Â	Â	Â Operating President, GovDeals	Â

## Signatures

/s/ Mark A. Shaffer, by power of attorney 08/04/2017

\_\_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) 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) 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.
- (6) 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.
- (7) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (8) 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.
- (9) 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.
- (10) 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.
- (11) 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.
- (12) 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.
- (13) 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.
- (14) 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.

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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