

Celaya Jorge  
Form 4  
January 04, 2019

**FORM 4**

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

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

**OMB APPROVAL**

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Celaya Jorge

(Last) (First) (Middle)

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

(Street)

BETHESDA, MD 20814

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/02/2019

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)  
EVP & Chief Financial Officer

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock                       | 01/02/2019                              |                                                             | J <sup>(1)</sup>                        | 520<br>A                                                                   | \$ 0<br>31,033                                                                                                     | D                                                                    |                                                                   |
| Common<br>Stock                       | 01/02/2019                              |                                                             | F <sup>(2)</sup>                        | 225<br>D                                                                   | \$<br>6.12<br>30,808                                                                                               | D                                                                    |                                                                   |

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |                                     |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|---------------------------------------------------------------------|-------------------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                               | Amount<br>or<br>Number<br>of Shares |
| Employee<br>Stock<br>Grant                          | \$ 9.7                                                                |                                         |                                                             |                                         |                                                                                                                    | <u>(3)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 43,724                              |
| Employee<br>Stock<br>Grant                          | \$ 6.63                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(4)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 6,335                               |
| Employee<br>Stock<br>Grant                          | \$ 6.63                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(5)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 1,584                               |
| Employee<br>Stock<br>Option                         | \$ 6.63                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(6)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 13,891                              |
| Employee<br>Stock<br>Option                         | \$ 6.63                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(7)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 3,473                               |
| Employee<br>Stock<br>Grant                          | \$ 8.15                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(4)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 3,322                               |
| Employee<br>Stock<br>Grant                          | \$ 5.8                                                                |                                         |                                                             |                                         |                                                                                                                    | <u>(8)</u>                                                     | 10/01/2025         | Common<br>Stock                                                     | 4,850                               |
| Employee<br>Stock<br>Grant                          | \$ 8.3                                                                |                                         |                                                             |                                         |                                                                                                                    | <u>(5)</u>                                                     | 10/01/2026         | Common<br>Stock                                                     | 6,644                               |
| Employee<br>Stock<br>Option                         | \$ 8.3                                                                |                                         |                                                             |                                         |                                                                                                                    | <u>(9)</u>                                                     | 10/01/2026         | Common<br>Stock                                                     | 5,750                               |
| Employee<br>Stock<br>Option                         | \$ 8.3                                                                |                                         |                                                             |                                         |                                                                                                                    | <u>(10)</u>                                                    | 10/01/2026         | Common<br>Stock                                                     | 5,750                               |
|                                                     | \$ 4.47                                                               |                                         |                                                             |                                         |                                                                                                                    | <u>(11)</u>                                                    | 10/01/2027         |                                                                     | 30,420                              |

|                             |         |            |      |     |      |            |                 |                 |    |
|-----------------------------|---------|------------|------|-----|------|------------|-----------------|-----------------|----|
| Employee<br>Stock<br>Option |         |            |      |     |      |            |                 | Common<br>Stock |    |
| Employee<br>Stock<br>Grant  | \$ 4.47 |            |      |     | (12) | 10/01/2027 | Common<br>Stock | 3,120           |    |
| Employee<br>Stock<br>Option | \$ 4.47 |            |      |     | (13) | 10/01/2027 | Common<br>Stock | 20,280          |    |
| Employee<br>Stock<br>Grant  | \$ 4.47 | 01/02/2019 | J(1) | 520 | (14) | 10/01/2027 | Common<br>Stock | 2,080           | \$ |
| Employee<br>Stock<br>Grant  | \$ 6.11 |            |      |     | (12) | 10/01/2028 | Common<br>Stock | 5,900           |    |
| Employee<br>Stock<br>Grant  | \$ 6.11 |            |      |     | (15) | 10/01/2028 | Common<br>Stock | 5,900           |    |
| Employee<br>Stock<br>Option | \$ 6.11 |            |      |     | (11) | 10/01/2028 | Common<br>Stock | 36,500          |    |
| Employee<br>Stock<br>Option | \$ 6.11 |            |      |     | (16) | 10/01/2028 | Common<br>Stock | 36,500          |    |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |                                     |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------------|-------|
|                                                                                                      | Director      | 10% Owner | Officer                             | Other |
| Celaya Jorge<br>C/O LIQUIDITY SERVICES, INC.<br>6931 ARLINGTON ROAD, SUITE 200<br>BETHESDA, MD 20814 |               |           | EVP & Chief<br>Financial<br>Officer |       |

## Signatures

/s/ Mark A. Shaffer, by power of attorney

01/04/2019

\_\_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) Represents the vesting of restricted stock.

(2)

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Represents an advance election by the insider to satisfy tax withholding obligations related to vesting of restricted shares by authorizing the issuer to sell a number of shares with an aggregate fair market value that would satisfy the withholding amount due.

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. In the event that Mr. Celaya's employment is terminated by the Company without cause or by Mr. Celaya for good reason within his first eighteen months of employment, 37.5 percent of this restricted stock grant will become vested as of the date of his termination. On the eighteen month anniversary of Mr. Celaya's start of employment, this acceleration provision will expire.

- (3) Celaya for good reason within his first eighteen months of employment, 37.5 percent of this restricted stock grant will become vested as of the date of his termination. On the eighteen month anniversary of Mr. Celaya's start of employment, this acceleration provision will expire.
- (4) 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.
- (5) These restricted stock units will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- (6) 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.
- (7) 75% of the options were certified as vested on December 6, 2018. The remaining options become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- (8) Twenty-five percent of this restricted stock grant vested 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.
- (9) 18/48th of this option grant vested on April 1, 2018 and thereafter 1/48th of the option grant will vest each month for thirty months.
- (10) This option becomes exercisable, if at all, based on the Issuer's achievement of certain financial milestones.  
This option becomes exercisable, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- (11) a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.  
These restricted stock units vest, if at all, based on total shareholder return (TSR) milestones. TSR is calculated based on the change in a the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- (12) the issuer's stock price during the performance period, taking into account any dividends paid during that period, which are assumed to be reinvested in the stock.
- (13) 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.
- (14) Twenty-five percent of this restricted stock grant vested 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.
- (15) Twenty-five percent of this restricted stock grant will vest on January 1, 2020 and thereafter 1/4th of the restricted stock grant will vest on each October 1, 2020, October 1, 2021, and October 1, 2022.
- (16) 15/48th of this option grant will vest on January 1, 2020 and thereafter 1/48th of the option grant will vest each month for thirty three 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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