

Rozdilsky Nicholas  
Form 3  
May 03, 2019

**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 \*

^ Rozdilsky Nicholas  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
04/23/2019

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Vice President, Marketing

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

(Street)

BETHESDA, ^ MD ^ 20814

(City) (State) (Zip)

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)

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 Grant	Â (1)	07/11/2028	Common Stock	50,000	\$ (2)	D	Â
Employee Stock Option	Â (3)	07/11/2028	Common Stock	25,000	\$ 6.95	D	Â
Employee Stock Grant	Â (4)	12/04/2028	Common Stock	4,200	\$ (2)	D	Â
Employee Stock Grant	Â (5)	12/04/2028	Common Stock	4,200	\$ (2)	D	Â
Employee Stock Option	Â (6)	12/04/2028	Common Stock	25,900	\$ 6.11	D	Â
Employee Stock Option	Â (7)	12/04/2028	Common Stock	25,900	\$ 6.11	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rozdilsky Nicholas C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 BETHESDA, MD 20814	Â	Â	Â Vice President, Marketing	Â

## Signatures

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

05/03/2019

\*\*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 will vest on August 1, 2019, and thereafter 1/4th of the restricted stock grant will vest on August 1 each year for three years.

(2) Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.

(3) Twenty-five percent of this option grant will vest on August 1, 2019 and thereafter 1/48th of the option grant will vest each month for thirty-six months.

(4) 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.

(5) 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.

(6) 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.

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- (7) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.