

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**Current Report
Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)

April 5, 2008

LIQUIDITY SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

0-51813

(Commission
File Number)

52-2209244

(IRS Employer
Identification No.)

1920 L Street, N.W., 6th Floor, Washington, D.C.

(Address of principal executive offices)

20036

(Zip Code)

Registrant's telephone number, including area code

(202) 467-6868

N/A

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

Liquidity Services, Inc., a Delaware corporation ("LSI"), and Liquidity Services Limited, a wholly-owned subsidiary of LSI incorporated under the laws of England ("LSL"), have entered into share purchase agreements (each, a "Share Purchase Agreement") with David M. Jacobs, Simon Jacobs, Darren M. Dorrington and Darren L. Innocent (collectively, the "Sellers") under which LSL will acquire (the "Acquisition") all of the issued share capital of each of Geneva Industries Ltd. ("GIL"), Willen Trading Ltd. ("WTL") and Geneva Auctions Ltd. ("GAL", and together with GIL and WTL, the "Geneva Group"). The Share Purchase Agreements with respect to the share capital of GIL and WTL are dated April 5, 2008, and the Share Purchase Agreement with respect to the share capital of GAL is dated April 6, 2008.

The aggregate consideration to be paid to the Sellers at Closing will consist of a cash payment of approximately \$17.0 million, subject to post-closing purchase price adjustments. In addition, the Sellers will be eligible to receive contingent earn-out payments of up to approximately \$2.9 million, payable over the three years following the Closing, based on the operating results of the Geneva Group. Ten percent of the amount payable to each Seller upon Closing will be held in escrow for a period of 12 months following the Closing and will be used to fund any downward adjustment in the purchase price and to fund any indemnification obligation owed by such Seller under the Share Purchase Agreements. The Closing of the Acquisition is subject to satisfaction of customary closing conditions. The Share Purchase Agreements may be terminated under various circumstances, including, among others, in the event of a material breach of any warranty or covenant.

Prior to the Acquisition, there were no material relationships between LSI or its affiliates, on the one hand, and the Geneva Group, or the Sellers, on the other hand.

A press release, issued on April 10, 2008, announcing the Share Purchase Agreements is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Press Release, dated April 10, 2008, with respect to the Share Purchase Agreements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

LIQUIDITY SERVICES, INC.
(Registrant)

Date: April 10, 2008

By: /s/ James E. Williams
Name: James E. Williams
Title: Vice President, General Counsel and
Corporate Secretary

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 10, 2008, with respect to the Share Purchase Agreements.

Liquidity Services, Inc. to Acquire UK-based Geneva Group

Acquisition to broaden and diversify LSI's marketplace by adding a European base of commercial buyers and sellers

WASHINGTON D.C. – April 10, 2008 – Liquidity Services, Inc. (LSI), a leading online auction marketplace for wholesale, surplus and salvage assets, today announced it has agreed to acquire the Geneva Group, including Geneva Industries Ltd., Willen Trading Ltd., and Geneva Auctions Ltd. for approximately \$17.0 million in cash and contingent earn-out payments worth up to an aggregate of approximately \$2.9 million payable over the next three years. The Geneva Group is a leading United Kingdom (UK) based remarketer of reverse supply chain merchandise, including customer returns and overstock merchandise. The Geneva Group serves leading UK retailers and manufactures with a product focus on consumer electronics, technology equipment and hard goods general merchandise.

The acquisition will strengthen LSI's business by adding Geneva's longstanding seller relationships in the European Union (EU) with significant organic growth opportunities, as well as a complementary buyer network of UK based wholesalers and EU exporters developed over the last 18 years. Geneva's buyer base will augment LSI's marketplace by adding untapped international demand for consumer electronics and general merchandise. Geneva brings to LSI strong industry knowledge and proven expertise in asset merchandising and remarketing of reverse supply chain goods.

"We believe the acquisition of the Geneva Group will enhance our business by enabling us to better serve existing customers in the U.S. with EU operations as well as provide us a strong platform to grow internationally," said Bill Angrick, Chairman and CEO of LSI. "In turn, we believe that Geneva's current sellers and buyers will benefit from LSI's e-commerce platform, corporate infrastructure and innovative value added services to increase revenues and reduce costs."

The acquisition is expected to close within the next 90 days and is subject to customary closing conditions and post-closing purchase price adjustments related to working capital items.

LSI expects the transaction to add approximately \$23 million in revenues and one to two cents per share to its fiscal year 2009 results.

About Liquidity Services, Inc. (LQDT)

Liquidity Services, Inc. (NASDAQ:LQDT) and its subsidiaries enable corporations and government agencies to market and sell surplus assets and wholesale goods quickly and conveniently using online auction marketplaces and value-added services. The company is based in Washington, D.C. and has 650 employees. Additional information can be found at: www.liquidityservicesinc.com.

– more –

Forward-Looking Statements

This document contains forward-looking statements made pursuant to the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding the potential benefits, impact on our fiscal 2009 operating results and expected closing date, of our acquisition of the Geneva Group's business by LSI. The outcome of the events described in these forward-looking statements is subject to known and unknown risks, uncertainties and other factors that may cause our actual results to differ materially from any future results expressed or implied by these forward-looking statements. You can identify forward-looking statements by terminology such as "expects," or the negative of these terms or other comparable terminology. We cannot guarantee future results, levels of activity, performance or achievements. There are a number of risks and uncertainties that could cause our actual results to differ materially from the forward-looking statements contained in this document. Important factors that could cause our actual results to differ materially from those expressed as forward looking statements include the successful completion of the Geneva Group acquisition and our ability to integrate the Geneva Group into our existing operations, continue the Geneva Group's seller relationships and buyer network and realize expected benefits of the acquisition, as well as the factors set forth in the Company's Annual Report on Form 10-K for the year ended September 30, 2007, including, but not limited to, those set forth in Part I, Item IA (Risk Factors) as well as our other filings from time to time with the Securities and Exchange Commission. There may be other factors of which we are currently unaware that may cause our actual results to differ materially from the forward-looking statements. All forward-looking statements apply only as of the date of this document and are expressly qualified in their entirety by the cautionary statements included in this document. Except as may be required by law, we undertake no obligation to publicly update or revise any forward-looking statement occurring after the date of this document.

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Media Contact
Julie Davis
Corporate Communications Director
202-558-6234
julie.davis@liquidityservicesinc.com
