

| OMB APPROVAL | |
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | | | | | | | | |
|---|---------|----------|---|--|--|--|--|--|
| 1. Name and Address of Reporting Person* <u>Celaya Jorge</u> | | | 2. Issuer Name and Ticker or Trading Symbol <u>LIQUIDITY SERVICES INC [LQDT]</u> | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <u>Chief Financial Officer</u> <input type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) <u>01/03/2023</u> | | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person | | |
| C/O LIQUIDITY SERVICES, INC. 6931 ARLINGTON ROAD, SUITE 200 | | | 4. If Amendment, Date of Original Filed (Month/Day/Year) | | | | | |
| (Street) BETHESDA MD 20814 | | | | | | | | |
| (City) (State) (Zip) | | | | | | | | |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 01/03/2023 | | M ⁽¹⁾ | | 949 | A | \$0 | 44,257 | D | |
| Common Stock | 01/03/2023 | | M ⁽²⁾ | | 3,644 | A | \$0 | 47,901 | D | |
| Common Stock | 01/03/2023 | | M ⁽³⁾ | | 1,600 | A | \$0 | 49,501 | D | |
| Common Stock | 01/03/2023 | | M ⁽⁴⁾ | | 1,402 | A | \$0 | 50,903 | D | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|---|--|--|---|--|-------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | | | | | | Title |
| Employee Stock Grant | (5) | | | | | | | (6) | 10/01/2026 | Common Stock | 2,085 | 2,085 | D | | |
| Employee Stock Option | \$8.3 | | | | | | | (7) | 03/03/2027 | Common Stock | 2,473 | 2,473 | D | | |
| Employee Stock Grant | (5) | 01/03/2023 | | M ⁽⁸⁾ | | 1,475 | | (9) | 01/01/2023 | Common Stock | 1,475 | \$0 | 0 | D | |
| Employee Stock Option | \$6.11 | | | | | | | (10) | 12/04/2028 | Common Stock | 3,802 | 3,802 | D | | |
| Employee Stock Option | \$6.69 | | | | | | | (11) | 12/03/2029 | Common Stock | 29,387 | 29,387 | D | | |
| Employee Stock Grant | (5) | 01/03/2023 | | M ⁽⁸⁾ | | 5,663 | | (12) | 01/01/2024 | Common Stock | 5,663 | \$0 | 5,662 | D | |
| Employee Stock Option | \$9.46 | | | | | | | (13) | 12/01/2030 | Common Stock | 55,050 | 55,050 | D | | |
| Employee Stock Option | \$9.46 | | | | | | | (14) | 12/01/2030 | Common Stock | 55,050 | 55,050 | D | | |
| Employee Stock Grant | (5) | 01/03/2023 | | M ⁽⁸⁾ | | 2,487 | | (15) | 01/01/2025 | Common Stock | 2,487 | \$0 | 4,975 | D | |
| Employee Stock Option | \$22.2 | | | | | | | (16) | 12/07/2031 | Common Stock | 7,740 | 7,740 | D | | |
| Employee Stock Option | \$22.2 | | | | | | | (14) | 12/07/2031 | Common Stock | 7,740 | 7,740 | D | | |

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-------|--|-----------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Employee Stock Grant | (5) | 01/03/2023 | | M ⁽⁸⁾ | | | 2,180 | (17) | 01/01/2026 | Common Stock | 2,180 | \$0 | 6,540 | D | |
| Employee Stock Grant | (5) | | | | | | | (18) | 01/01/2026 | Common Stock | 8,720 | | 8,720 | D | |
| Employee Stock Option | \$14 | | | | | | | (19) | 12/23/2032 | Common Stock | 16,640 | | 16,640 | D | |
| Employee Stock Option | \$14 | | | | | | | (20) | 12/23/2032 | Common Stock | 16,640 | | 16,640 | D | |
| Employee Stock Grant | (5) | | | | | | | (21) | 01/01/2026 | Common Stock | 20,710 | | 20,710 | D | |
| Employee Stock Grant | (5) | | | | | | | (22) | 01/01/2027 | Common Stock | 20,710 | | 20,710 | D | |

Explanation of Responses:

- Represents the net issuance of 949 shares from the vesting of 1,475 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 526 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- Represents the net issuance of 3,644 shares from the vesting of 5,663 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 2,019 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- Represents the net issuance of 1,600 shares from the vesting of 2,487 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 887 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- Represents the net issuance of 1,402 shares from the vesting of 2,180 restricted stock units from which the federal and state withholding due at the vesting of such restricted stock units was satisfied by the issuer withholding 778 shares. The reporting person relinquished the shares and the issuer cancelled the shares and returned them to treasury in exchange for remitting federal and state tax withholding obligations of the reporting person resulting from the vesting of restricted stock units. Shares withheld represent an exempt transaction pursuant to Section 16b-3(e). No shares were sold by the reporting person.
- Each restricted stock unit is the economic equivalent of one share of Liquidity Services, Inc. Common Stock.
- These restricted stock units will vest, if at all, based on the issuer's achievement of certain financial milestones.
- These options become exercisable, if at all, based on the issuer's achievement of certain financial milestones.
- Represents the vesting of restricted stock units.
- Twenty-five percent of this restricted stock unit grant vested on January 1, 2020 and thereafter, an additional 1/4th vests on each of January 1, 2021, January 1, 2022, and January 1, 2023.
- 15/48th of this option grant vested on January 1, 2020 and thereafter, an additional 1/48th vests each month for thirty-three months.
- 12/48th of this option grant vested on January 1, 2021 and thereafter, an additional 1/48th vests each month for thirty-six months.
- Twenty-five percent of this restricted stock unit grant vested on January 1, 2021 and thereafter, an additional 1/4th vests on each of January 1, 2022, January 1, 2023 and January 1, 2024.
- 12/48th of this option grant vested on January 1, 2022 and thereafter, 1/48th will vest each month for thirty-six months.
- This option becomes exercisable, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- Twenty-five percent of this restricted stock unit grant vested on January 1, 2022 and thereafter, an additional 1/4th will vest on each of January 1, 2023, January 1, 2024 and January 1, 2025.
- 12/48th of this option grant vested on January 1, 2023 and thereafter, an additional 1/48th will vest each month for thirty-six months.
- Twenty-five percent of this restricted stock unit grant vested on January 1, 2023 and thereafter, an additional 1/4th will vest on each of January 1, 2024, January 1, 2025 and January 1, 2026.
- These restricted stock units vest, if at all, based on the Issuer's achievement of certain stock price appreciation milestones.
- These options were granted on December 23, 2022 and become exercisable, if at all, based on the Issuer's achievement of certain financial milestones.
- These options were granted on December 23, 2022. 12/48th will vest on January 1, 2024 and thereafter, an additional 1/48th will vest each month for thirty-six months
- These restricted stock units were granted on December 23, 2022 and will vest, if at all, based on the Issuer's achievement of certain financial milestones.
- These restricted stock units were granted on December 23, 2022. Twenty-five percent will vest on January 1, 2024, and thereafter 25% will vest on each of January 1, 2025, January 1, 2026 and January 1, 2027.

Remarks:

/s/ Mark A. Shaffer, by power of attorney 01/04/2023

** Signature of Reporting Person Date

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

* 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).

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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