

**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) **May 9, 2012**

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 7.01. Regulation FD Disclosure.

On May 9, 2012, Liquidity Services Inc. (the "Company") issued a press release announcing the Company's offer to purchase all of the outstanding ordinary capital stock of GoIndustry-DoveBid plc, a company incorporated under the laws of England and Wales ("Go-Dove"), for a cash purchase price of approximately 73 pence per share, plus assumed indebtedness, representing total consideration of approximately \$31 million USD (the "Acquisition"). The Acquisition would be implemented by a court approved scheme of arrangement under Part 26 of the United Kingdom Companies Act of 2006 (the "Scheme") and is subject to customary conditions, including the approval of a majority of Go-Dove's shareholders who vote with respect to the Scheme and who represent not less than 75% in value of the shares voted, together with court approval. A copy of the press release and a presentation regarding the Acquisition are attached hereto as Exhibits 99.1 and 99.2 respectively. The Acquisition is described in more detail in the "Rule 2.7 Announcement" released in the United Kingdom in connection with the Acquisition on May 9, 2012. The Rule 2.7 Announcement will be made publicly available on the Investor Relations section of Go-Dove's website no later than 12:00 noon on May 10, 2012. Go-Dove's website and the information contained in, or that can be accessed through, Go-Dove's website is not a part of this Current Report on Form 8-K, nor is such information incorporated by reference herein.

The information in this Current Report on Form 8-K, including the exhibits attached hereto, shall be considered "furnished" pursuant to Item 7.01 of Form 8-K and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended, nor shall it be deemed incorporated by reference into any of the Company's reports or filings with the Securities and Exchange Commission, whether made before or after the date hereof, except as expressly set forth by specific reference in such report or filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 99.1 Press Release issued by Liquidity Services Inc., dated May 9, 2012
- 99.2 Presentation of Liquidity Services, Inc., dated May 9, 2012

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: May 9, 2012

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

3

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by Liquidity Services Inc., dated May 9, 2012
99.2	Presentation of Liquidity Services, Inc., dated May 9, 2012

4

Liquidity Services, Inc. to Acquire GoIndustry DoveBid

- Acquisition enhances Liquidity Services' position as the leading reverse supply chain solution to Fortune 1000 corporations and expands its growing capital assets marketplace
- GoIndustry DoveBid shareholders to receive 73 pence per share in cash

WASHINGTON and LONDON, May 9, 2012 — Liquidity Services, Inc. (NASDAQ: LQDT) which provides leading corporations, public sector agencies and buying customers the world's most transparent, innovative and effective online marketplaces and integrated services for surplus assets, today announced it has agreed to acquire GoIndustry DoveBid, plc (GoIndustry), a global provider of surplus asset management, auction and valuation services, for 73 pence per share and assumed indebtedness, or total consideration of approximately \$31 million USD. The all-cash transaction is expected to close on or about July 1, 2012 and is subject to regulatory and GoIndustry shareholder approval, as well as other customary closing conditions.

The acquisition of GoIndustry strengthens Liquidity Services' leading online marketplace for surplus capital assets by adding over 50 active Fortune 1000 corporate clients and over 407,000 professional buyers. The transaction expands Liquidity Services' client roster with leading global manufacturers across the aerospace, consumer packaged goods, electronics, pharmaceutical, technology and transportation industry verticals, including: BAE, Bosch, Covance, Ford - Europe, Honeywell, Ingersoll-Rand, Pfizer, Renault, Visteon and asset based lenders, Barclays, HSBC, Lloyds, JP Morgan, PNC, RBS and Siemens Financial. The deal improves Liquidity Services' ability to serve corporate clients globally by adding highly specialized sales, operations and valuations teams in over 25 countries in North America, Europe and Asia that are uniquely suited to bringing high-value capital assets to market for leading multinational corporations.

"This strategic combination enhances the size and scale of our online capital asset marketplace in several key industry verticals and enables us to serve our respective Fortune 1000 clients and buying customers with the broadest array of innovative services and a truly global footprint to maximize efficiency and financial recovery," said Bill Angrick, Chairman and CEO of Liquidity Services. "Our combined offering will enable corporations to efficiently manage, value, redeploy and sell surplus and idle equipment with a uniformly high level of service and transparency throughout the globe in any asset class. Our complementary strengths, unmatched buyer base and know-how clearly position Liquidity Services as the trusted provider of choice for Fortune 1000 corporations in the reverse supply chain."

"The combination of GoIndustry DoveBid with Liquidity Services will strengthen and expand our award-winning service offerings to large corporations, while offering the best opportunities for our customers, employees and shareholders," said Jack Reinelt, CEO of GoIndustry DoveBid.

During calendar year 2011, GoIndustry recorded approximately \$211 million of gross merchandise volume.

Business Outlook

Liquidity Services expects the transaction to be neutral to fiscal year 2012 earnings and one to three cents per share accretive to fiscal 2013 results.

For further information regarding this transaction, please visit <http://investor.liquidityservicesinc.com/phoenix.zhtml?c=195189&p=irol-presentations>.

About Liquidity Services, Inc. (LQDT)

Liquidity Services, Inc. (NASDAQ: LQDT) provides leading corporations, public sector agencies and buying customers the world's most transparent, innovative and effective online marketplaces and integrated services for surplus assets. On behalf of its clients, Liquidity Services has completed the sale of over \$2.6 billion of surplus, returned and end-of-life assets, in over 500 product categories, including consumer goods, capital assets and industrial equipment. The company is based in Washington, D.C. and has approximately 760 employees. Additional information can be found at: <http://www.liquidityservicesinc.com>.

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 fiscal 2012 and 2013 operating results and the expected closing date of the acquisition of GoIndustry by Liquidity Services. 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. Such factors, among others, include, but are not limited to, potential failure to obtain shareholder or regulatory approval for the GoIndustry acquisition or to satisfy other conditions to the acquisition on the proposed terms and within the proposed timeframe; the inability to realize expected benefits or synergies from the acquisition in the amounts or in the timeframe anticipated; and difficulties relating to integration matters. In addition, important factors that could cause our actual results to differ materially from those expressed as forward-looking statements are set forth in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2011, including, but not limited to, those set forth in Part I, Item IA (Risk Factors). 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.

Contact:

Julie Davis
Liquidity Services, Inc.
202.558.6234
julie.davis@liquidityservicesinc.com



May 9, 2012

Liquidity Services Inc.

NASDAQ: LQDT

Liquidity Services Plans to Acquire GoIndustry DoveBid



Liquidation.com

**Government
Liquidation**

GovDeals

**Network
INTERNATIONAL**



TruckCenter.com

Safe-Harbor Statement

**Liquidity
Services Inc.**

FORWARD-LOOKING INFORMATION

This presentation contains forward-looking statements. All forward-looking statements speak only as of the date of this presentation. Except as required by applicable law, we do not intend to publicly update or revise any forward-looking statements. These forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. 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, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Many of these factors are beyond our ability to control or predict. You can identify forward-looking statements by terminology such as "may," "will," "should," "could," "would," "expects," "intends," "plans," "anticipates," "believes," "estimates," "predicts," "potential," "continues" or the negative of these terms or other comparable terminology. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financial plans, budgets, working capital needs and sources of liquidity. In particular, they also contain statements relating to revenues, earnings, synergies, economic performance and future prospects, including reference to the synergies to be achieved through the acquisition. No statement in this presentation is intended as a profit forecast or profit estimate and no statement in this presentation should be interpreted to mean that the future earnings per share of Liquidity Services Inc. following the acquisition will, for the current or future financial years, necessarily match or exceed the historical or published earnings per share of Liquidity Services, Inc.

For the purposes of the UK City Code on Takeovers and Mergers, the directors of Liquidity Services, Inc. accept responsibility for the information and statements contained in this presentation that relate to both Liquidity Services, Inc. and GoIndustry DoveBid PLC. To the best of the knowledge and belief of the directors of Liquidity Services, Inc. (who have each taken all reasonable care to ensure that such is the case), the information contained in this presentation for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.

Potential investors should carefully review in its entirety our filings with the Securities and Exchange Commission from time to time. You should be aware that the occurrence of the events described in the "Risk Factors" section and elsewhere in our periodic reports could harm our business, prospects, operating results, and financial condition.

*Deal enhances the #1 online
marketplace for surplus capital assets*

- **Expands size and depth of buyer base, client roster, sales team, and marketing capabilities**
- **Strengthens Liquidity Services' position in existing markets**
 - Aerospace, industrial equipment, transportation & scrap metal
- **Adds new "inside the building" markets**
 - BioPharma, consumer packaged goods, semiconductor and electronics
- **Leverages Liquidity Services' field operations capabilities**
- **Captures new supply from existing and new accounts**
- **Shared technology platforms will boost access to buyers**

<http://www.liquidityservicesinc.com/investors3>

Summary of Principal Transaction Terms

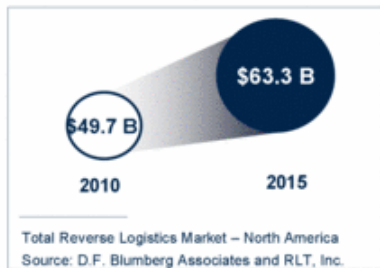
- **Approximately \$31 million all-cash consideration**
 - Approx. \$11 million equity value
 - Approx. \$20 million in assumed liabilities
 - GMV Multiple: 0.1x
 - Revenue Multiple: 0.6x
 - Neutral to FY12 earnings
 - One to three cents accretive to FY13
- **Currently expected to close in early July, 2012**

<http://www.liquidityservicesinc.com/investors4>

GoIndustry DoveBid enhances our online capital assets marketplace in a global market valued at \$100 billion

U.S. Retail

Liquidation.com



Global Capital Assets



Public Sector

Government Liquidation

GovDeals
A Liquidity Services Marketplace



<http://www.liquidityservicesinc.com/investors5>

Acquisition Advances Our Growth Strategy



Global market leader for "inside the building" capital assets

- 6,000+ selling clients
- 407,000+ registered buyers; assets sold in 108 countries
- 4.3 million asset sales and valuation transactions

Impressive base of large, global enterprises clients

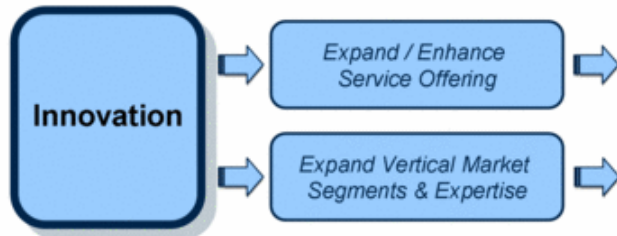
- Over 50 active clients in 2011 Fortune 1000
- Award-winning service
 - P&G Business Supplier of Excellence Award ('09, '10, '11)
 - PepsiCo Supplier of the Year ('09, '10)
 - ACQ Asset Appraiser of the year ('08, '09, '10, '11, '12)

Clients include 50+ Liquidity Services' top prospects

- GOI's "local" presence in key European and APAC countries will help expand business with existing and prospective Liquidity Services' clients

Complementary technology to expand services for clients and buyers

<http://www.liquidityservicesinc.com/investors6>



- **New services** for Liquidity Services' clients/prospects
 - Asset discovery, inspection and auditing by experts in industrial plant & machinery
 - Asset valuation – live (appraisers) & desktop (AssetZone)
 - Asset redeployment (AssetZone)

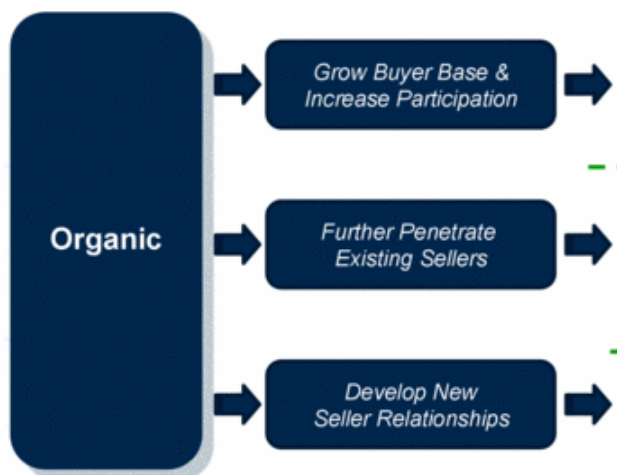
- **Rapidly improve ability to serve Liquidity Services' clients globally**

- Feet on the street in six world regions and 26 countries
- Expertise assembling in-country teams for large projects

- **Strength is “inside the building” plant & machinery used to manufacture:**

- Basic materials (steel, process chemicals, building materials)
- Semiconductors & electronic components
- Electrical sub-components
- Computer hardware & telecommunications equipment
- Pharmaceuticals
- Transportation equipment (road, air, sea, rail)
- Consumer products

- **Leading financial services firms / asset-based lenders** are long-term GoIndustry DoveBid clients



- GoIndustry DoveBid adds **specialized buyer base** and is **complementary to existing base** of capital asset buyers

- Opportunity to **cross-promote marketplaces / assets**

- Leverage traffic to GOI's www.go-dove.com website
- Market to GOI's 407,000+ registered buyers
- Market GOI's global assets to Liquidity Services' existing buyer base

- Providing **local support in more countries/regions** to LSI Capital Assets sellers will drive primary impact

- **Limited overlap today** among existing Fortune 1000 sellers

- **Unique opportunity to buy (vs. build) relationships** with 50+ very large, global capital assets sellers and 9 of the largest asset-based lenders including:

- **Sellers** – BAE, Bosch, Covance, Ford-Europe, Honeywell, Ingersoll-Rand, Pfizer, Renault and Visteon
- **Asset-based lenders** – Barclays, HSBC, Lloyds, JP Morgan, PNC, RBS and Siemens Financial

GoIndustry DoveBid is a global market leader in asset management, auction and valuation services with a focus on Fortune 1000 Clients

Global Presence

- ❑ 36 offices across 20 countries
- ❑ America, Europe, Asia
- ❑ Africa (Associated Auctioneer)
- ❑ Multi-Lingual web site
- ❑ Only Western company in China w/ auction license for Cap Assets.

Client & Customers

- ❑ 50+ active Fortune 1000 clients
- ❑ Manufacturer, OEM's
- ❑ Financial Institutions
- ❑ Asset Based Lenders
- ❑ Database of 500,000+ potential buyers

Industry Verticals

- ❑ Pharmaceutical, Healthcare
- ❑ Technology, Electronics
- ❑ Automotive, Machinery
- ❑ Consumer Goods Manufacturing
- ❑ Aerospace, Defense

Business model

- ❑ Attractive consignment sales model
- ❑ Neutral to negative working capital requirements
- ❑ Four different ways of generating gross profit
 - Buyers Premium
 - Sellers Commission
 - Professional Service Fees
 - Principal Sales



Add. Services

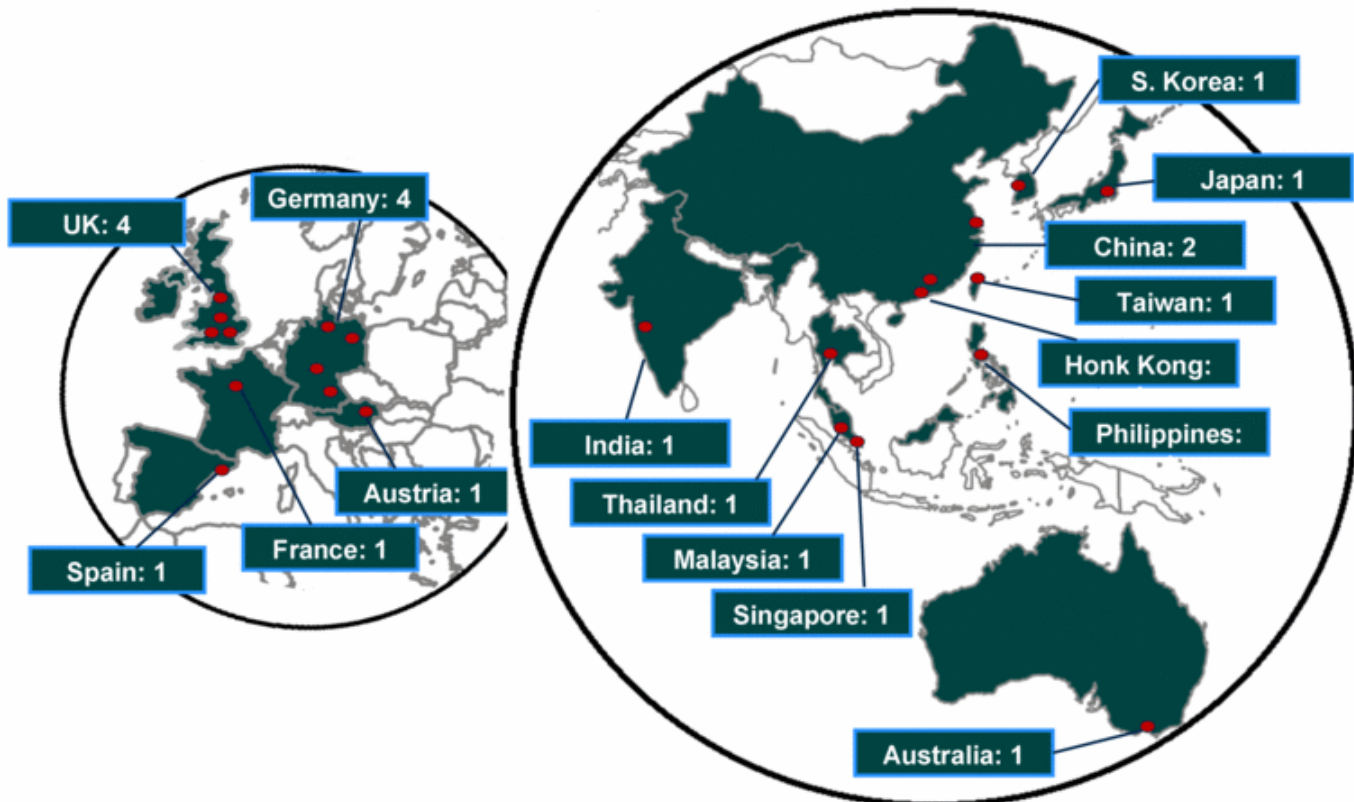
- ❑ Valuation/Appraisal Service
- ❑ Re-Deployment Tool (AssetZone)
- ❑ Insolvency, Liquidation Business
- ❑ Plant Closure Capabilities
- ❑ Internet Webcast Auctions

Employees

- ❑ US: 105
- ❑ Europe: 106
- ❑ APAC: 80
- ❑ Total: 291

<http://www.liquidityservicesinc.com/investors9>

GOI Significantly Expands Liquidity Services' Geographic Footprint: Adds Critical Mass in Europe and Asia



<http://www.liquidityservicesinc.com/investors10>