LIQUIDITY SERVICES INC

Form 4 April 06, 2011

FORM 4

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

OMB

Estimated average

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

2005

OMB APPROVAL

Section 16. Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

CLOUGH PHILLIP A

Symbol LIQUIDITY SERVICES INC

[LQDT]

(Check all applicable)

_X__ Director 10% Owner

(Middle) (Last) (First) 3. Date of Earliest Transaction (Month/Day/Year)

Officer (give title _ Other (specify

400 EAST PRATT STREET, SUITE 04/04/2011 910

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

BALTIMORE, MD 21202-3116

(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. Transactic Code (Instr. 8)	4. Securition(A) or Di (Instr. 3,	sposed	of (D)	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)		
Common Stock	04/04/2011		S(1)	6,031 (2)	D	\$ 19.51	1,320,659 (3)	I	See footnote (4)		
Common Stock	04/05/2011		S <u>(1)</u>	25,000 (5)	D	\$ 19.5	1,295,659 (6)	I	See footnote (4)		
Common Stock	04/06/2011		S <u>(1)</u>	7,118 (7)	D	\$ 19.7	1,288,541 (8)	I	See footnote (4)		
Common							17,740	D			

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Stock

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

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.

SEC 1474 (9-02)

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. Transactic Code (Instr. 8)	5. orNumber 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 Underlying Securities (Instr. 3 and 4)		8. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option	\$ 12.89					<u>(9)</u>	04/03/2016	Common Stock	20,000	
Employee Stock Option	\$ 14.75					(10)	10/02/2016	Common Stock	9,393	
Employee Stock Option	\$ 11.19					(11)	10/01/2017	Common Stock	8,560	
Employee Stock Option	\$ 11.66					(12)	06/03/2018	Common Stock	15,082	
Employee Stock Option	\$ 8.55					(13)	04/28/2019	Common Stock	21,086	
Employee Stock Option	\$ 10.7					(14)	02/01/2020	Common Stock	18,612	
Employee Stock Option	\$ 14.3					(15)	02/01/2021	Common Stock	15,012	
	\$ 14.3					(16)	02/01/2021		2,517	

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

CLOUGH PHILLIP A
400 EAST PRATT STREET, SUITE 910 X

BALTIMORE, MD 21202-3116

Signatures

/s/ James E. Williams, by power of attorney

04/06/2011

**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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 10, 2010.
 - Consists of the following shares sold by the following entities: (a) 5,300 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 101 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capital Partners VI Offshore, LP ("ABS VI"), and (c) 630 shares by ABS Capit
- (2) Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.
 - Consists of the following shares held by the following entities: (a) 1,160,595 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 22,108 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 137,956 shares by ABS Capital Partners VI Offshore, LP
- (3) ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.
- Mr. Philip Clough is a managing member of ABS Partners VI, LLC, the general partner of the ABS Entities. Mr. Clough disclaims beneficial ownership of these shares except to the extent of his pecuniary interest. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.
 - Consists of the following shares sold by the following entities: (a) 21,970 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 418 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 2,612 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore, LP ("A
- (5) Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.
 - Consists of the following shares held by the following entities: (a) 1,138,625 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 21,690 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 135,344 shares by ABS Capital Partners VI Offshore, LP
- (6) ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.

(7)

Reporting Owners 3

Edgar Filing: LIQUIDITY SERVICES INC - Form 4

Consists of the following shares sold by the following entities: (a) 6,255 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 119 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 744 shares by ABS Capital Partners VI Offshore, LP ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.

Consists of the following shares held by the following entities: (a) 1,132,370 shares by ABS Capital Partners VI, LP ("ABS VI"), (b) 21,571 shares by ABS Capital Partners VI-A, LP ("ABS VI-A"), and (c) 134,600 shares by ABS Capital Partners VI Offshore, LP

- (8) ("ABS Capital Partners VI Offshore" and together with ABS VI and ABS VI-A, the "ABS Entities"). ABS Partners VI, LLC is the general partner of the ABS Entities and has voting and dispositive powers over these shares. The address for these entities affiliated with ABS Capital Partners is 400 East Pratt Street, Suite 910, Baltimore, MD 21202-3116.
- (9) These options became fully vested on April 3, 2008.
- (10) These options became fully vested on October 2, 2007.
- (11) These options became fully vested on October 1, 2008.
- (12) These options became fully vested on April 29, 2009.
- (13) These options became fully vested on February 18, 2010.
- (14) These options became fully vested on February 1, 2011.
- (15) These options have a one-year vesting period such that 100% of this option grant will vest on February 1, 2012.
- (16) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2012.
- (17) These restricted shares have a one-year vesting period such that 100% of this restricted share grant will vest on February 1, 2012.

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.