

LIQUIDITY SERVICES INC  
Form 8-K/A  
February 21, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

**Current Report**

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

Date of Report (Date of earliest event reported) **October 17, 2007**

**LIQUIDITY SERVICES, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**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)

## Edgar Filing: LIQUIDITY SERVICES INC - Form 8-K/A

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.**

This Amendment to the Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Liquidity Services, Inc. (the Company ) on October 23, 2007 by including as exhibits the security agreements, dated June 7, 2005 (the Security Agreements ), between each of the Company and Surplus Acquisition Venture, LLC, a wholly-owned subsidiary of the Company ( Surplus ), and United Bank (the Lender ), pursuant to which the Company s obligations under the loan agreement among the Company, Surplus, and the Lender, as amended and as modified by the Fifth Modification of Loan Agreement, are secured by substantially all of the Company s and Surplus assets.

The foregoing description of the Security Agreements is qualified in its entirety by reference to the actual terms of the Security Agreements, which are attached hereto as Exhibit 10.1 and Exhibit 10.2.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit Number</b> | <b>Description</b>                                                                                      |
|-----------------------|---------------------------------------------------------------------------------------------------------|
| 10.1                  | Security Agreement, dated June 7, 2005, by and between Liquidity Services, Inc. and United Bank         |
| 10.2                  | Security Agreement, dated June 7, 2005, by and between Surplus Acquisition Venture, LLC and United Bank |



**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: February 21, 2008

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





**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                      |
|---------------------------|---------------------------------------------------------------------------------------------------------|
| 10.1                      | Security Agreement, dated June 7, 2005, by and between Liquidity Services, Inc. and United Bank         |
| 10.2                      | Security Agreement, dated June 7, 2005, by and between Surplus Acquisition Venture, LLC and United Bank |





