

JTH Holding, Inc.  
Form 4  
March 24, 2014

# FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Garel John R

(Last) (First) (Middle)

1716 CORPORATE LANDING  
PARKWAY

(Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
JTH Holding, Inc. [TAX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/17/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

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

### 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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	03/17/2014		M		5,000	A	\$ 15 125,134	I	By Invest II, LLC
Class A Common Stock	03/17/2014		F		<u>2,746</u> <sup>(1)</sup>	D	\$ 15 122,388	I	By Invest II, LLC
Class A Common Stock	03/17/2014		M		15,000	A	\$ 15 725,963	I	By Invest III, LLC
Class A Common Stock	03/17/2014		F		<u>8,236</u> <sup>(2)</sup>	D	\$ 15 717,727	I	By Invest III, LLC

Stock

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014		M	1,373	04/15/2009 04/15/2014	Class A Common Stock	1,373	
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014		M	1,127	04/15/2009 04/15/2014	Class A Common Stock	1,127	
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014		M	1,373	11/29/2009 05/29/2014	Class A Common Stock	1,373	
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014		M	1,127	11/29/2009 05/29/2014	Class A Common Stock	1,127	
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014		M	4,118	04/15/2009 04/15/2014	Class A Common Stock	4,118	

Employee Stock Options (Right to Buy)	\$ 15	03/17/2014	M	3,382	04/15/2009	04/15/2014	Class A Common Stock	3,382
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014	M	4,118	11/29/2009	05/29/2014	Class A Common Stock	4,118
Employee Stock Options (Right to Buy)	\$ 15	03/17/2014	M	3,382	11/29/2009	05/29/2014	Class A Common Stock	3,382

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Garel John R 1716 CORPORATE LANDING PARKWAY VIRGINIA BEACH, VA 23454	X			

## Signatures

John R. Garel                      03/24/2014

\_\_Signature of                      Date  
Reporting Person

## 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) Reflects 2,746 shares withheld by the issuer at the market price of \$27.32 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 5,000 options owned by Envest II, LLC, which cashless exercise was approved by the Board of Directors.
- (2) Reflects 8,236 shares withheld by the issuer at the market price of \$27.32 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 15,000 options owned by Envest III, LLC, which cashless exercise was approved by the Board of Directors.

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.