

JTH Holding, Inc.  
Form 4  
April 16, 2014

# FORM 4

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

OMB APPROVAL

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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 \*  
Baumgartner Mark F

(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)  
04/14/2014

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)

Chief Investment Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |   |
| Class A Common Stock            | 04/14/2014                           |  | M                              |   | 6,666 A \$ 15   | 35,067   | D   |
| Class A Common Stock            | 04/14/2014                           |  | M                              |   | 33,334 A \$ 15  | 68,401   | D   |
| Class A Common Stock            | 04/14/2014                           |  | F                              |   | 24,983 (1) D \$ 26.82   | 43,418   | D   |
| Class A Common                  | 04/16/2014                           |  | G                              |   | 170 D \$ 0 (2)  | 43,248   | D   |

Stock

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

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(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 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date | Title   |                            |
| Employee Stock Options (Right to Buy)      | \$ 15  | 04/14/2014                           |  | M                              | 6,666   | 04/15/2009   | 04/15/2014      | Class A Common Stock  | 6,666                      |
| Employee Stock Options (Right to Buy)      | \$ 15  | 04/14/2014                           |  | M                              | 24,983  | 04/15/2009   | 04/15/2014      | Class A Common Stock  | 24,983                     |
| Employee Stock Options (Right to Buy)      | \$ 15  | 04/14/2014                           |  | M                              | 8,351   | 04/15/2009   | 04/15/2014      | Class A Common Stock  | 8,351                      |

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director    10% Owner    Officer    Other

Baumgartner Mark F  
1716 CORPORATE LANDING PARKWAY  
VIRGINIA BEACH, VA 23454

Chief Investment Officer

## Signatures

Mark F.

Baumgartner

04/16/2014

\_\_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) Reflects 24,983 shares withheld by the issuer at the market price of \$26.82 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 8,351 options owned by Mr. Baumgartner, which cashless exercise was approved by the Board of Directors.
  - (2) Shares were transferred by bona fide gift.

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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