

JTH Holding, Inc.  
Form 8-K  
November 20, 2012

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

WASHINGTON, D. C. 20549

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**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): **November 16, 2012**

**JTH HOLDING, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State of Incorporation)

**000-54660**  
(Commission File Number)

**27-3561876**  
(I.R.S. Employer  
Identification Number)

**1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454**

(Address of Principal Executive Offices) (Zip Code)

**(757) 493-8855**

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(Registrant's telephone number, including area code)

**Not Applicable**

(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 (see General Instruction A.2. below):

- 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))
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**Item 5.07. Submission of Matters to a Vote of Security Holders.**

(a) The 2012 annual meeting of stockholders of the Company was held on November 16, 2012.

(b) The voting results of the proposals submitted to a vote of the Company's stockholders at the annual meeting are set forth below.

1) Each of the following nominees for director was elected by the holders of the Company's Class A Common Stock and the Company's Special Voting Preferred Stock to serve until the next annual meeting of stockholders or until a respective successor is elected and qualified:

Director Name	Votes For	Votes Withheld	Broker Non-Votes
John R. Garel	9,534,916	80,006	1,150,670
Steven Ibbotson	9,534,916	80,006	1,150,670
Ross N. Longfield	9,534,916	80,006	1,150,670
George T. Robson	9,534,916	80,006	1,150,670

The following directors were elected by John T. Hewitt, the Company's Chairman and Chief Executive Officer, as the holder of all of the Company's Class B Common Stock, to serve until the next annual meeting of stockholders or until a respective successor is elected and qualified: Gordon D. Angelo, Gary P. Golding, John T. Hewitt and Ellen M. McDowell.

2) The proposal for the ratification of the appointment of KPMG, LLP as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2013 was approved as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
11,627,936	31,106	6,550	0

**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.

**JTH HOLDING, INC.**

Date: November 19, 2012

By:

/s/ James J. Wheaton  
James J. Wheaton  
Vice President and General Counsel