

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> ⁽¹⁾ | 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> ⁽²⁾ | 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.

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. 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.