

Liberty Tax, Inc.
Form 4
January 14, 2016

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 *
HEWITT JOHN T

(Last) (First) (Middle)

1716 CORPORATE LANDING PARKWAY

(Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Liberty Tax, Inc. [TAX]

3. Date of Earliest Transaction (Month/Day/Year)
01/12/2016

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 Executive Officer/Pres.

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 (A) or (D)		
Class A Common Stock	01/12/2016		M		21,749 A \$ 15	1,007,500	D
Class A Common Stock	01/12/2016		F		18,422 D \$ 19.51	989,078	D
Class A Common Stock	01/13/2016		M		7,961 A \$ 15	997,039	D
Class A Common	01/13/2016		F		7,000 D \$ 18.39	990,039	D

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Stock						(2)		
Class A Common Stock	01/14/2016		M	9,932	A	\$ 15	999,971	D
Class A Common Stock	01/14/2016		F	8,772	D	\$ 18.27 (3)	991,199	D
Class A Common Stock							141,553 (4)	I
								By 401(k) plan

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Right to Buy)	\$ 15	01/12/2016		M	21,749	04/15/2011 04/15/2016	Class A Common Stock	39,642	
Employee Stock Options (Right to Buy)	\$ 15	01/13/2016		M	7,961	04/15/2011 04/15/2016	Class A Common Stock	17,893	
Employee Stock Options (Right to Buy)	\$ 15	01/14/2016		M	9,932	04/15/2011 04/15/2016	Class A Common Stock	9,932	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEWITT JOHN T 1716 CORPORATE LANDING PARKWAY VIRGINIA BEACH, VA 23454	X	X	Chief Executive Officer/Pres.	

Signatures

John T. Hewitt 01/14/2016

 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 18,422 shares sold by a broker-dealer at an average market price of \$19.51 per share less an exercise price of \$15.00 per share to fund the exercise of 3,327 options owned by John T. Hewitt.
- (2) Reflects 7,000 shares sold by a broker-dealer at an average market price of \$18.39 per share less an exercise price of \$15.00 per share to fund the exercise of 961 options owned by John T. Hewitt.
- (3) Reflects 8,772 shares sold by a broker-dealer at an average market price of \$18.27 per share less an exercise price of \$15.00 per share to fund the exercise of 1,160 options owned by John T. Hewitt.
- (4) Reflects shares of Class A Common Stock held through the Company 401(k) plan. The reporting person's holdings in the Company 401(k) plan have fluctuated since the filing of the original Form 3, and the reported holdings are based on the reporting person's 401(k) plan statement as of January 13, 2016.

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.