

JTH Holding, Inc.
Form 4
July 02, 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)
06/30/2014

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	06/30/2014		M		33,334 A \$ 15	76,582	D
Class A Common Stock	06/30/2014		F		23,167 (1) D \$ 33.01	53,415	D
Class A Common Stock	06/30/2014		M		33,334 A \$ 15	86,749	D
Class A Common	06/30/2014		F		23,168 (2) D \$ 33.01	63,581	D

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Stock

Class A Common Stock	06/30/2014		M	33,334	A	\$ 15	96,915	D
Class A Common Stock	06/30/2014		F	23,168 (2)	D	\$ 33.01	73,747	D
Class A Common Stock	07/01/2014		S	30,499	D	\$ 33.75	43,248	D

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	06/30/2014		M	23,167	04/15/2010 04/15/2015		Class A Common Stock	23,167
Employee Stock Options (Right to Buy)	\$ 15	06/30/2014		M	10,167	04/15/2010 04/15/2015		Class A Common Stock	10,167
Employee Stock Options (Right to Buy)	\$ 15	06/30/2014		M	23,168	04/15/2011 04/15/2016		Class A Common Stock	23,168
	\$ 15	06/30/2014		M	10,166	04/15/2011 04/15/2016			10,166

Employee Stock Options (Right to Buy)								Class A Common Stock	
Employee Stock Options (Right to Buy)	\$ 15	06/30/2014	M	23,168	04/15/2012	04/15/2017		Class A Common Stock	23,168
Employee Stock Options (Right to Buy)	\$ 15	06/30/2014	M	10,166	04/15/2012	04/15/2017		Class A Common Stock	10,166

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 07/02/2014

**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 23,167 shares withheld by the issuer at the market price of \$33.01 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,167 options owned by Mr. Baumgartner, which cashless exercise was approved by the Board of Directors.
- (2) Reflects 23,168 shares withheld by the issuer at the market price of \$33.01 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,166 options owned by Mr. Baumgartner, 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.