

JTH Holding, Inc.  
Form 4  
December 10, 2013

**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 \*  
Golding Gary Patrick

(Last) (First) (Middle)

C/O EDISON VENTURE  
FUND, 1009 LENOX DRIVE #4

(Street)

LAWRENCEVILLE, NJ 08648

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
JTH Holding, Inc. [TAX]

3. Date of Earliest Transaction  
(Month/Day/Year)  
05/31/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_X\_\_\_ Other (specify below)  
Former Director

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Code V Amount (D) Price   |  |                                   |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. D |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|------|

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| (Instr. 3)                        | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D)<br>(Instr. 3, 4, and 5) | Code | V | (A)   | (D) | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares |
|-----------------------------------|------------------------------|------------------|------------|---|------|---|-------|-----|------------------|-----------------|----------------------|----------------------------|
| Stock option (right to buy)       | \$ 16.38                     | 05/31/2013       |            |   | A    |   | 1,898 |     | <u>(1)</u>       | 05/31/2018      | Class A Common Stock | 1,898                      |
| Restricted Stock Units <u>(3)</u> | \$ 0                         | 05/31/2013       |            |   | A    |   | 1,602 |     | <u>(4)</u>       | <u>(4)</u>      | Class A Common Stock | 1,602                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |                 |
|---|---------------|-----------|---------|-----------------|
|   | Director      | 10% Owner | Officer | Other           |
| Golding Gary Patrick<br>C/O EDISON VENTURE FUND<br>1009 LENOX DRIVE #4<br>LAWRENCEVILLE, NJ 08648 |               | X         |         | Former Director |

## Signatures

/s/ Ross T. Martinson,  
Attorney-in-Fact

12/10/2013

  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) The option was originally scheduled to vest in full on November 30, 2013, subject to the reporting person's continuous service as a director of the issuer as of the applicable vesting date. The reporting person's service as a director of the issuer concluded at the 2013 annual meeting of the stockholders held on November 14, 2013. As a result, this option did not vest and was cancelled for no additional consideration.
- (2) The securities are held by Edison Venture Fund IV, L.P. ("Edison Venture"). Edison Partners IV, L.P. ("Edison Partners") is the general partner of Edison Venture. Joseph A. Allegra, Gary P. Golding, John H. Martinson and Ross T. Martinson are general partners of Edison Partners and may be deemed to beneficially own the shares held by Edison Venture. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his pecuniary interest therein.
- (3) The restricted stock units were granted to Edison Venture in respect of the reporting person's service as a director of the issuer. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of the issuer.

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- (4) The restricted stock units were originally scheduled to vest in full on November 30, 2014, subject to the reporting person's continuous service as a director of the issuer as of the applicable vesting date. The reporting person's service as a director of the issuer concluded at the 2013 annual meeting of the stockholders held on November 14, 2013. As a result, these restricted stock units did not vest and were cancelled for no additional consideration.

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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