

JTH Holding, Inc.
Form 4
July 02, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(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
____X____ Officer (give title ____ Other (specify
below) below)

Chief Investment Officer

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 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)
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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(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 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
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 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.

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