Liberty Tax, Inc. Form 4 September 20, 2016

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person * McDowell Ellen M

(First)

(Middle)

2. Issuer Name and Ticker or Trading Symbol

Liberty Tax, Inc. [TAX]

3. Date of Earliest Transaction

(Month/Day/Year) 09/19/2016

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Officer (give title

1716 CORPORATE LANDING **PARKWAY**

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

X_ Director

X Form filed by One Reporting Person Form filed by More than One Reporting

below)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

3.

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

Other (specify

(A) Transaction(s) or Price Amount (D)

(Instr. 3 and 4)

Class A

Stock

Common 09/19/2016 $\mathbf{M}^{(3)}$

938 (1) Α

4. Securities

47,579

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)

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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. Transacti Code (Instr. 8)	Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price Derivat Securit (Instr. 5
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	09/19/2016		M	938	(2)	(2)	Class A Common Stock	938	\$ 0

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

McDowell Ellen M 1716 CORPORATE LANDING PARKWAY X VIRGINIA BEACH, VA 23454

Signatures

Ellen M. 09/20/2016 McDowell

**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) Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock.
- (2) The restricted stock unit award was granted on September 18, 2015 and vested in full on September 18, 2016.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 18, 2015, the reporting person was granted 938 restricted stock units, of which all of the shares subject to the restricted stock units vested on September 18, 2016.

(3) Such restricted stock units were previously reported in Table II on the Form 4 filed with the Securities and Exchange Commission on September 22, 2015.

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.

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