Edgar Filing: Golding Gary Patrick - Form 4

Golding Gary Patrick				
Form 4				
March 26, 2013				
	OMB APPROVAL			
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 OMB Number:	3235-0287			
Check this box	January 31,			
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF	2005			
Section 16. SECURITIES Estimated burden hou	0			
Form 4 or response				
Form 5 obligations Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1035 or Section				
may continue				
See Instruction 30(h) of the Investment Company Act of 1940				
1(b).				
(Print or Type Responses)				
1. Name and Address of Reporting Person [*] _ 2. Issuer Name and Ticker or Trading 5. Relationship of Reporting Per	son(s) to			
Golding Gary Patrick Symbol Issuer				
JTH Holding, Inc. [TAX]				
(Last) (First) (Middle) 3. Date of Earliest Transaction (Check all applicable	t all applicable)			
(Month/Day/Year)X_ DirectorX_ 10 ^o	% Owner			
FUND, 1009 LENOX DRIVE #4 below) below)				
(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Fili	1g(Check			
Filed(Month/Day/Year) Applicable Line)				
_X_Form filed by One Reporting Po Form filed by More than One Ro				
LAWRENCEVILLE, NJ 08648	porting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficia	ly Owned			
1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6.	7. Nature of			
Security(Month/Day/Year)Execution Date, ifTransactions Disposed of (D)SecuritiesOwnership(Instr. 3)anyCode(Instr. 3, 4 and 5)BeneficiallyForm:	Indirect Beneficial			
(Instr. 3)anyCode(Instr. 3, 4 and 5)BeneficiallyForm:(Month/Day/Year)(Instr. 8)OwnedDirect (D)	Ownership			
Following or Indirect	(Instr. 4)			
$(A) \qquad \begin{array}{c} \text{Reported} & (I) \\ \text{Transaction(s)} & (Instr.4) \end{array}$				
(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)				
(A) Transaction(s) (Instr. 4)	By Edison			
(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Common \$	By Edison Venture			
(A) Transaction(s) (Instr. 4) or (Instr. 3 and 4)	By Edison Venture Fund IV,			

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

 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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owno Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Golding Gary Patrick C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648	Х	Х					
Signatures							
/s/ Ross T. Martinson, Attorney-in-fact	03	3/26/201	3				
<u>**</u> 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).

The shares 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

 partner of Edison venture. Joseph A. Anegra, Gary F. Golding, John H. Martinson and Ross F. Martinson are general partners of Edison Partners and may be deemed to beneficially own the shares held by Edison Partners. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his respective pecuniary interest therein.

Remarks:

Exhibit List Exhibit 24.1 Power of Attorney

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.