

EDISON VENTURE FUND IV LP

Form 4

April 03, 2013

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
EDISON VENTURE FUND IV LP

(Last) (First) (Middle)

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)

04/01/2013

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) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ 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	04/01/2013		X	48,627 A \$ 15	1,351,827	D <sup>(1)</sup>	
Class A Common Stock	04/01/2013		S	46,195 <sup>(2)</sup> D \$ 15.79	1,305,632	D <sup>(1)</sup>	
Class A Common Stock	04/01/2013		S	82,432 <sup>(3)</sup> D \$ 15.8	1,223,200	D <sup>(1)</sup>	

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 (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
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	12/16/2008	06/16/2013	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	11/29/2009	05/29/2014	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	12/04/2010	06/04/2015	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	12/03/2011	06/03/2016	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	8,627	12/01/2012	06/01/2017	Class A Common Stock	8,627

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
EDISON VENTURE FUND IV LP 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648	X

MARTINSON ROSS T  
C/O EDISON VENTURE FUND  
1009 LENOX DRIVE #4  
LAWRENCEVILLE, NJ 08648

X

ALLEGRA JOSEPH A  
C/O EDISON VENTURE FUND  
1009 LENOX DRIVE #4  
LAWRENCEVILLE, NJ 08648

X

MARTINSON JOHN H  
C/O EDISON VENTURE FUND  
1009 LENOX DRIVE #4  
LAWRENCEVILLE, NJ 08648

X

Edison Partners IV LP  
1009 LENOX DRIVE #4  
LAWRENCEVILLE, NJ 08648

X

## Signatures

/s/ Ross T. Martinson, General Partner of Edison Partners IV, L.P., the General Partner of Edison Venture Fund IV, L.P. 04/03/2013

\_\_Signature of Reporting Person

Date

/s/ Ross T. Martinson 04/03/2013

\_\_Signature of Reporting Person

Date

/s/ Ross T. Martinson, Attorney-in-Fact of Joseph A. Allegra 04/03/2013

\_\_Signature of Reporting Person

Date

/s/ Ross T. Martinson, Attorney-in-Fact of John H. Martinson 04/03/2013

\_\_Signature of Reporting Person

Date

/s/ Ross T. Martinson, General Partner 04/03/2013

\_\_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).

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

(1) Partners and may be deemed to beneficially own the shares held by Edison Partners. Mr. Golding is a director of the issuer and files separate reports under Section 16. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(2) Reflects 46,195 shares withheld by the issuer at the market price of \$15.79 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 48,627 options owned by Edison Venture.

(3) Reflects 82,432 shares repurchased from Edison Venture by the issuer.

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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