

JTH Holding, Inc.
Form 4
June 12, 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 *
D'Angelo Gordon

(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)

06/10/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

☒ 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)
			Code	V	Amount	(A) or (D)	Price		
Class A Common Stock	06/10/2014		M		10,000	A	\$ 27.92	14,822	D
Class A Common Stock	06/10/2014		F		5,372 (1)	D	\$ 27.92	9,450	D
Class A Common Stock	06/10/2014		M		10,000	A	\$ 27.92	19,450	D
Class A Common	06/10/2014		F		5,373 (2)	D	\$ 27.92	14,077	D

Stock

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	06/10/2014		M		5,372		04/15/2012	04/15/2017	Class A Common Stock	5,372
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M		4,628		04/15/2012	04/15/2017	Class A Common Stock	4,628
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M		5,373		04/15/2013	04/15/2018	Class A Common Stock	5,373
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M		4,627		04/15/2013	04/15/2018	Class A Common Stock	4,627

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

D'Angelo Gordon
1716 CORPORATE LANDING PARKWAY X
VIRGINIA BEACH, VA 23454

Signatures

Gordon
D'Angelo 06/12/2014

__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) Reflects 5,372 shares withheld by the issuer at the market price of \$27.92 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,000 options owned by Gordon D'Angelo, which cashless exercise was approved by the Board of Directors.
- (2) Reflects 5,373 shares withheld by the issuer at the market price of \$27.92 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,000 options owned by Gordon D'Angelo, 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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