

JTH Holding, Inc.  
Form 4  
May 27, 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

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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEWITT JOHN T**

(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)

**05/27/2014**

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)

Chief Executive Officer/Pres.

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                                             |
| Class A<br>Common<br>Stock            | 05/27/2014                              |                                                             | M                                       |                                                                            | 6,060                                                                                                              | A                                                                    | \$<br>16.5                                                        |
|                                       |                                         |                                                             |                                         |                                                                            | 1,002,039                                                                                                          | D                                                                    |                                                                   |

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

**Persons who respond to the collection of  
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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)

## Edgar Filing: JTH Holding, Inc. - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-----------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                | Amount<br>or<br>Number<br>of<br>Shares                              |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                | Date<br>Exercisable                                                 |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                | Expiration<br>Date                                                  |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                | Title                                                               |
|                                                     |                                                                       |                                         |                                                             |                                         |                                                                                                                 |                                                                | Class A<br>Common<br>Stock                                          |
| Employee<br>Stock<br>Options<br>(Right to<br>Buy)   | \$ 16.5                                                               | 05/27/2014                              |                                                             | M                                       | 6,060                                                                                                           | 11/29/2009 05/29/2014                                          | 6,060                                                               |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                               |       |
|-----------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                             | Director      | 10% Owner | Officer                       | Other |
| HEWITT JOHN T<br>1716 CORPORATE LANDING PARKWAY<br>VIRGINIA BEACH, VA 23454 | X             | X         | Chief Executive Officer/Pres. |       |

## Signatures

John T. Hewitt                      05/27/2014

\_\_\_\_\_  
\*\*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).

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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