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ROBSON GEORGE T Form 3/A

June 28, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION FORM 3 Washington, D.C. 20549

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting

Person *

À ROBSON GEORGE T

(Last)

(First)

(Middle)

(Zip)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

06/28/2012

10% Owner

Other

JTH Holding, Inc. [LTAXA]

4. Relationship of Reporting Person(s) to Issuer

X Director Officer

5. If Amendment, Date Original

Filed(Month/Day/Year) 06/13/2012

(Check all applicable)

(give title below) (specify below)

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

X Form filed by One Reporting Person

Form filed by More than One

Reporting Person

4. Nature of Indirect Beneficial

PARKWAY (Street)

1716 CORPORATE LANDING

VIRGINIA BEACH. VAÂ 23454

> (City) (State)

1. Title of Security (Instr. 4)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership

Form: Direct (D) Ownership (Instr. 5)

or Indirect (I) (Instr. 5)

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.

SEC 1473 (7-02)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

Security

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Security: Direct (D) or Indirect

(I)

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| | | | | | | (Instr. 5) | |
|---------------------------------------|------------|------------|----------------------------|------------------|---------------|------------|---|
| Employee Stock Options (right to buy) | 12/01/2012 | 06/01/2017 | Class A Common Stock | 8,627 <u>(1)</u> | \$ 15 | D | Â |
| Restricted Stock Units | (2) | (2) | Class A Common Stock | 1,373 (1) | \$ <u>(3)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| ROBSON GEORGE T 1716 CORPORATE LANDING PARKWAY | ÂΧ | Â | Â | Â | |
| VIRGINIA BEACH, VA 23454 | 11 11 | ** | • | | |

Signatures

George T.
Robson

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The number of shares has been amended to correct an error in the allocation of options and restricted stock units as reported by the Company.
- (2) This restricted stock unit award was granted June 1, 2012 and vests in full on December 1, 2013.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of Class A Common Stock.

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.

Reporting Owners 2