

Liberty Tax, Inc.
Form 4
September 20, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Daniels Thomas S

(Last) (First) (Middle)
1716 CORPORATE LANDING PARKWAY
(Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Liberty Tax, Inc. [TAX]

3. Date of Earliest Transaction (Month/Day/Year)
09/19/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Accounting Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
X 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 | 09/19/2016 | | M ⁽⁴⁾ | | 269 A \$ 12.62 | D | |
| Class A Common Stock | 09/19/2016 | | F | | 87 ⁽⁶⁾ D \$ 12.62 | D | |
| Class A Common Stock | 09/19/2016 | | M ⁽⁵⁾ | | 520 A \$ 12.62 | D | |
| Class A Common | 09/19/2016 | | F | | 168 ⁽⁷⁾ D \$ 12.62 | D | |

Stock

| | | | |
|----------------------------|-------|---|---|
| Class A Common Stock | 4,850 | I | By Individual Retirement Account |
|----------------------------|-------|---|---|

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.

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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) | 8. Price or Value of Derivative Security (Instr. 5) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Restricted Stock Units | (1) | 09/19/2016 | | M | 269 | (2) | (2) | Class A Common Stock | 269 |
| Restricted Stock Units | (1) | 09/19/2016 | | M | 520 | (3) | (3) | Class A Common Stock | 520 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Daniels Thomas S 1716 CORPORATE LANDING PARKWAY VIRGINIA BEACH, VA 23454 | | | Chief Accounting Officer | |

Signatures

Thomas S. Daniels 09/20/2016

__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).
- (1) Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock.
- (2) This restricted stock unit award was granted on September 19, 2014 and one-third of the restricted stock units vested on September 19, 2016.
- (3) The restricted stock unit award was granted on September 18, 2015 and one-third of the restricted stock units vested on September 18, 2016.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 19, 2014, the reporting person was granted 809 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on September 19, 2016. Those restricted stock units were previously reported in Table II on the Form 4 filed with the Securities and Exchange Commission on September 23, 2014.
- (4) Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 18, 2015, the reporting person was granted 1560 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on September 18, 2016. Those restricted stock units were previously reported in Table II on the Form 4 filed with the Securities and Exchange Commission on September 23, 2015.
- (5) Reflects 87 shares withheld by Issuer at market price of \$12.62 per share to fund the payment of taxes for the conversion.
- (6) Reflects 168 shares withheld by Issuer at market price of \$12.62 per share to fund the payment of taxes for the conversion.
- (7)

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.