

JTH Holding, Inc.
Form 4
April 16, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Baumgartner Mark F

(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)
04/14/2014

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 Investment 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 or Price		
Class A Common Stock	04/14/2014		M		6,666 A \$ 15	35,067	D
Class A Common Stock	04/14/2014		M		33,334 A \$ 15	68,401	D
Class A Common Stock	04/14/2014		F		24,983 (1) D \$ 26.82	43,418	D
Class A Common	04/16/2014		G		170 D \$ 0 (2)	43,248	D

Stock

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 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)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Options (Right to Buy)	\$ 15	04/14/2014		M	6,666	04/15/2009	04/15/2014	Class A Common Stock	6,666
Employee Stock Options (Right to Buy)	\$ 15	04/14/2014		M	24,983	04/15/2009	04/15/2014	Class A Common Stock	24,983
Employee Stock Options (Right to Buy)	\$ 15	04/14/2014		M	8,351	04/15/2009	04/15/2014	Class A Common Stock	8,351

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Baumgartner Mark F
1716 CORPORATE LANDING PARKWAY
VIRGINIA BEACH, VA 23454

Chief Investment Officer

Signatures

Mark F.

Baumgartner

04/16/2014

__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) Reflects 24,983 shares withheld by the issuer at the market price of \$26.82 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 8,351 options owned by Mr. Baumgartner, which cashless exercise was approved by the Board of Directors.
 - (2) Shares were transferred by bona fide gift.

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.