

JTH Holding, Inc.
Form 4
December 16, 2013

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 *
EDISON VENTURE FUND IV LP

(Last) (First) (Middle)
1009 LENOX DRIVE #4,

(Street)

LAWRENCEVILLE, NJ 08648

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
JTH Holding, Inc. [TAX]

3. Date of Earliest Transaction
(Month/Day/Year)
12/12/2013

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) ___X___ Other (specify below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V Amount (D) Price | | | |
| Class A Common Stock | 12/12/2013 | | S | 120,373 D \$ 23.17 | 1,083,827 | D (1) | |

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)

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| 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 of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|------------------|
| | Director | 10% Owner | Officer | Other |
| EDISON VENTURE FUND IV LP 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |
| MARTINSON ROSS T C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |
| ALLEGRA JOSEPH A C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |
| MARTINSON JOHN H C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |
| Edison Partners IV LP 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |
| Golding Gary Patrick C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648 | | | | Former 10% Owner |

Signatures

/s/ Ross T. Martinson, General Partner of Edison Partners IV, L.P., the General Partner of Edison Venture Fund IV, L.P.

12/16/2013

__Signature of Reporting Person

Date

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| | | |
|--|---------------------------------|------------|
| /s/ Ross T. Martinson | | 12/16/2013 |
| | __Signature of Reporting Person | Date |
| /s/ Ross T. Martinson, Attorney-in-Fact of Joseph A. Allegra | | 12/16/2013 |
| | __Signature of Reporting Person | Date |
| /s/ Ross T. Martinson, Attorney-in-Fact of John H. Martinson | | 12/16/2013 |
| | __Signature of Reporting Person | Date |
| /s/ Ross T. Martinson, General Partner | | 12/16/2013 |
| | __Signature of Reporting Person | Date |
| /s/ Ross T. Martinson, Attorney-in-Fact of Gary P. Golding | | 12/16/2013 |
| | __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) The securities are held by Edison Venture Fund IV, L.P. ("Edison Venture"). Edison Partners IV, L.P. ("Edison Partners") is the general partner of Edison Venture. Joseph A. Allegra, Gary P. Golding, John H. Martinson and Ross T. Martinson are general partners of Edison Partners and may be deemed to beneficially own the shares held by Edison Venture. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

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.