

JTH Holding, Inc.
Form 4
June 12, 2014

FORM 4

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

OMB APPROVAL

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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 *
D'Angelo Gordon

(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)
06/10/2014

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)

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 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 or (D) Price		
Class A Common Stock	06/10/2014		M		10,000 A \$ 27.92	14,822	D
Class A Common Stock	06/10/2014		F		5,372 (1) D \$ 27.92	9,450	D
Class A Common Stock	06/10/2014		M		10,000 A \$ 27.92	19,450	D
Class A Common	06/10/2014		F		5,373 (2) D \$ 27.92	14,077	D

Stock

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

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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 (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	06/10/2014		M	5,372	04/15/2012 04/15/2017	Class A Common Stock	5,372	
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M	4,628	04/15/2012 04/15/2017	Class A Common Stock	4,628	
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M	5,373	04/15/2013 04/15/2018	Class A Common Stock	5,373	
Employee Stock Options (Right to Buy)	\$ 15	06/10/2014		M	4,627	04/15/2013 04/15/2018	Class A Common Stock	4,627	

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

D'Angelo Gordon
1716 CORPORATE LANDING PARKWAY X
VIRGINIA BEACH, VA 23454

Signatures

Gordon	06/12/2014
D'Angelo	
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 5,372 shares withheld by the issuer at the market price of \$27.92 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,000 options owned by Gordon D'Angelo, which cashless exercise was approved by the Board of Directors.
- (2) Reflects 5,373 shares withheld by the issuer at the market price of \$27.92 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 10,000 options owned by Gordon D'Angelo, which cashless exercise was approved by the Board of Directors.

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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