

Golding Gary Patrick
 Form 3/A
 June 28, 2012

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

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Golding Gary Patrick | | (Month/Day/Year) | JTH Holding, Inc. [LTAXA] | |
| (Last) | (First) | (Middle) | 06/28/2012 | |
| 1716 CORPORATE LANDING PARKWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 06/13/2012 |
| VIRGINIA | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| BEACH, VA 23454 | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|---------------------------------|---|--|---|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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 Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

(Instr. 5)

| | | | | | | | |
|--|------------------|------------------|----------------------------|----------------------|-------------------|------------------|---------------------------------------|
| Employee Stock Options (right to buy) | 12/01/2012 | 06/01/2017 | Class A Common Stock | 8,627 ⁽¹⁾ | \$ 15 | I ⁽²⁾ | By Edison Venture Fund IV, L.P. |
| Restricted Stock Units | Â ⁽³⁾ | Â ⁽³⁾ | Class A Common Stock | 1,373 ⁽¹⁾ | \$ ⁽⁴⁾ | I ⁽²⁾ | By Edison Venture Fund IV, L.P. |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Golding Gary Patrick 1716 CORPORATE LANDING PARKWAY VIRGINIA BEACH, VA 23454 | Â X | Â X | Â | Â |

Signatures

Gary Golding 06/28/2012

__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.
Mr. Golding is a General Partner of Edison Partners IV, L.P., the manager of Edison Venture Fund IV, L.P. and, as a result, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended, is deemed to beneficially own the securities of the Issuer held by Edison Venture Fund IV, L.P. Mr. Golding disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (3) This restricted stock unit award was granted June 1, 2012 and vests in full on December 1, 2013.
- (4) 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.