

JTH Holding, Inc.  
Form 4  
June 14, 2013

**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 \*  
Garel John R

(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)  
06/14/2013

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)  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	(A) or (D)	Price			
Class A Common Stock	06/14/2013		M		5,000	A	\$ 15	124,761	I	By Invest II, LLC
Class A Common Stock	06/14/2013		S		4,627	D	\$ 16.21	120,134	I	By Invest II, LLC
Class A Common Stock	06/14/2013		M		15,000	A	\$ 15	724,844	I	By Invest III, LLC
Class A Common Stock	06/14/2013		S		13,881	D	\$ 16.21	710,963	I	By Invest III, LLC

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	06/14/2013		M	2,500	12/16/2008 06/16/2013	Class A Common Stock	2,500	
Employee Stock Options (Right to Buy)	\$ 15	06/14/2013		M	2,500	12/20/2008 06/20/2013	Class A Common Stock	2,500	
Employee Stock Options (Right to Buy)	\$ 15	06/14/2013		M	7,500	12/16/2008 06/16/2013	Class A Common Stock	7,500	
Employee Stock Options (Right to Buy)	\$ 15	06/14/2013		M	7,500	12/20/2008 06/20/2013	Class A Common Stock	7,500	

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Garel John R  
1716 CORPORATE LANDING PARKWAY X  
VIRGINIA BEACH, VA 23454

## Signatures

John R. Garel 06/14/2013

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).

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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