

Bates Nicholas
Form 4
April 23, 2018

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 *
Bates Nicholas

(Last) (First) (Middle)

1715 CORPORATE LANDING PARKWAY

(Street)

VIRGINIA BEACH, VA 23454

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Liberty Tax, Inc. [TAX]

3. Date of Earliest Transaction (Month/Day/Year)
12/09/2017

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 Financial 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 (A) or (D) Price | | |
| Class A Common Stock | 12/09/2017 | | M ⁽⁴⁾ | | 892 A <u>1</u> 892 | D | |
| Class A Common Stock | 12/09/2017 | | F | | 296 <u>(6)</u> D \$ 11.95 596 | D | |
| Class A Common Stock | 03/01/2018 | | M ⁽⁵⁾ | | 2,671 A <u>1</u> 3,267 | D | |
| Class A Common | 03/01/2018 | | F | | 946 <u>(7)</u> D \$ 7.85 2,321 | 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 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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 12/09/2017 | | M | 892 | (2) (2) | Class A Common Stock | 892 |
| Restricted Stock Units | (1) | 03/01/2018 | | M | 2,671 | (3) (3) | Class A Common Stock | 2,671 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bates Nicholas
1715 CORPORATE LANDING PARKWAY
VIRGINIA BEACH, VA 23454

Chief Financial Officer

Signatures

Nicholas Bates 04/23/2018

**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) Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock.

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- (2) This restricted stock unit award was granted on December 9, 2016 and one-third of the restricted stock units vested on December 9, 2017.
- (3) This restricted stock unit award was granted on September 6, 2017 and one-half of the restricted stock units vested on March 1, 2018.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On December 9, 2016, the reporting person was granted 2676 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on December 9, 2017. Those restricted stock units were previously reported in Table II on the Form 3 filed with the Securities and Exchange Commission on September 8, 2017.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 6, 2017, the reporting person was award a one-time retention grant of 5342 restricted stock units, of which one-half of the shares subject to the restricted stock units vested on March 1, 2018. Those restricted stock units were previously reported in Table II on the Form 3 filed with the Securities and Exchange Commission on September 8, 2017.

- (6) Reflects 296 shares withheld by Issuer at market price of \$11.95 per share to fund the payment of taxes for the conversion.
- (7) Reflects 946 shares withheld by Issuer at market price of \$7.85 per share to fund the payment of taxes for the conversion.

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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