

Golding Gary Patrick
 Form 4
 April 03, 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 *
 Golding Gary Patrick

(Last) (First) (Middle)

C/O EDISON VENTURE
 FUND, 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)
 04/01/2013

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	04/01/2013		M	48,627 A \$ 15	1,351,827	I ⁽¹⁾	By Edison Venture Fund IV, L.P.
Class A Common Stock	04/01/2013		F	46,195 ₍₂₎ D \$ 15.79	1,305,632	I ⁽¹⁾	By Edison Venture Fund IV, L.P.
Class A Common Stock	04/01/2013		D	82,432 ₍₃₎ D \$ 15.8	1,223,200	I ⁽¹⁾	By Edison Venture Fund IV, L.P.

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option (right to buy)	\$ 15	04/01/2013		M	10,000	12/16/2008 06/16/2013	Class A Common Stock	10,000	
Stock Option (right to buy)	\$ 15	04/01/2013		M	10,000	11/29/2009 05/29/2014	Class A Common Stock	10,000	
Stock Option (right to buy)	\$ 15	04/01/2013		M	10,000	12/04/2010 06/04/2015	Class A Common Stock	10,000	
Stock Option (right to buy)	\$ 15	04/01/2013		M	10,000	12/03/2011 06/03/2016	Class A Common Stock	10,000	
Stock Option (right to buy)	\$ 15	04/01/2013		M	8,627	12/01/2012 06/01/2017	Class A Common Stock	8,627	

