JTH Holding, Inc.
Form 4
June 12, 2014

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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 * DAngelo Gordon	2. Issuer Name **and** Ticker or Trading Symbol JTH Holding, Inc. [TAX]	5. Relationship of Reporting Person(s) to Issuer
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/10/2014	(Check all applicable) __X__ Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
1716 CORPORATE LANDING PARKWAY (Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person ___ Form filed by More than One Reporting Person
VIRGINIA BEACH, VA 23454 (City) (State) (Zip)		

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	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	

1

Stock

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

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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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

Director   10% Owner   Officer   Other

DAngelo Gordon
1716 CORPORATE LANDING PARKWAY   X
VIRGINIA BEACH, VA 23454

Signatures

Gordon
D'Angelo   06/12/2014

**Signature of   Date
Reporting Person

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.
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.