

JTH Holding, Inc.
Form 4
December 10, 2013

FORM 4

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

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

**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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
EDISON VENTURE FUND IV LP

(Last) (First) (Middle)

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)

05/31/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
__X__ 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	(D)	Price

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

**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.**

SEC 1474
(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	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. D S (I

Edgar Filing: JTH Holding, Inc. - Form 4

Derivative Security			Code	V	(A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
					(A)	(D)				
Stock option (right to buy)	\$ 16.38	05/31/2013	A		1,898		<u>(1)</u>	05/31/2018	Class A Common Stock	1,898
Restricted Stock Units <u>(3)</u>	\$ 0	05/31/2013	A		1,602		<u>(4)</u>	<u>(4)</u>	Class A Common Stock	1,602

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EDISON VENTURE FUND IV LP 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648		X		
MARTINSON ROSS T C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648		X		
ALLEGRA JOSEPH A C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648		X		
MARTINSON JOHN H C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648		X		
Edison Partners IV LP 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648		X		

Signatures

/s/ Ross T. Martinson, General Partner of Edison Partners IV, L.P., the General Partner of Edison Venture Fund IV, L.P.

12/10/2013

 **Signature of Reporting Person

Date

/s/ Ross T. Martinson

12/10/2013

Date _____

/s/ Ross T. Martinson, Attorney-in-Fact of Joseph A. Allegra

12/10/2013

 **Signature of Reporting Person

Date _____

/s/ Ross T. Martinson, Attorney-in-Fact of John H. Martinson

12/10/2013

****Signature of Reporting Person**

Date _____

/s/ Ross T. Martinson, General Partner

12/10/2013

****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).

(1) The option was originally scheduled to vest in full on November 30, 2013, subject to Mr. Gary P. Golding's continuous service as a director of the issuer as of the applicable vesting date. Mr. Golding's service as a director of the issuer concluded at the 2013 annual meeting of the stockholders held on November 14, 2013. As a result, this option did not vest and was cancelled for no additional consideration.

(2) The securities are held by Edison Venture Fund IV, L.P. ("Edison Venture"). Edison Partners IV, L.P. ("Edison Partners") is the general partner of Edison Venture. Joseph A. Allegra, Gary P. Golding, John H. Martinson and Ross T. Martinson are general partners of Edison Partners and may be deemed to beneficially own the shares held by Edison Venture. Mr. Golding is a former director of the issuer and has, therefore, filed separate reports under Section 16. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

(3) The restricted stock units were granted to Edison Venture in respect of Mr. Golding's service as a director of the issuer. Each restricted stock unit represents a contingent right to receive one share of Class A Common Stock of the issuer.

(4) The restricted stock units were originally scheduled to vest in full on November 30, 2014, subject to Mr. Golding's continuous service as a director of the issuer as of the applicable vesting date. Mr. Golding's service as a director of the issuer concluded at the 2013 annual meeting of the stockholders held on November 14, 2013. As a result, these restricted stock units did not vest and were cancelled for no additional consideration.

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.