

JTH Holding, Inc.
Form 4
December 16, 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
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(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)

12/12/2013

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 ____X____ Other (specify
below) below)

Former 10% Owner

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Class A Common Stock	12/12/2013		S	120,373	D \$ 23.17	1,083,827	D ⁽¹⁾

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
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SEC 1474
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

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

Signatures

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

12/16/2013

__Signature of Reporting Person

Date

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/s/ Ross T. Martinson	12/16/2013
__Signature of Reporting Person	Date
/s/ Ross T. Martinson, Attorney-in-Fact of Joseph A. Allegra	12/16/2013
__Signature of Reporting Person	Date
/s/ Ross T. Martinson, Attorney-in-Fact of John H. Martinson	12/16/2013
__Signature of Reporting Person	Date
/s/ Ross T. Martinson, General Partner	12/16/2013
__Signature of Reporting Person	Date
/s/ Ross T. Martinson, Attorney-in-Fact of Gary P. Golding	12/16/2013
__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 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. Each reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his or its respective pecuniary interest therein.

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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