

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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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

(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  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Financial Officer

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount (A) or (D) Price   |  |   |
| Class A Common Stock            | 12/09/2017                           |  | M <sup>(4)</sup>               |   | 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 <sup>(5)</sup>               |   | 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.

**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.**

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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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