

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

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golding Gary Patrick C/O EDISON VENTURE FUND 1009 LENOX DRIVE #4 LAWRENCEVILLE, NJ 08648	X	X		

Signatures

/s/ Ross T. Martinson,
Attorney-in-Fact

04/03/2013

 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).

- The shares 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 Partners. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his respective pecuniary interest therein.
- (1) Partners and may be deemed to beneficially own the shares held by Edison Partners. The reporting person disclaims beneficial ownership of the securities reported herein except to the extent of his respective pecuniary interest therein.
 - (2) Reflects 46,195 shares withheld by the issuer at the market price of \$15.79 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 48,627 options owned by Edison Venture.
 - (3) Reflects 82,432 shares repurchased from Edison Venture by the issuer.

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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