

JTH Holding, Inc.
 Form 4
 December 10, 2013

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 *
 EDISON VENTURE FUND IV LP

2. Issuer Name and Ticker or Trading Symbol
 JTH Holding, Inc. [TAX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 1009 LENOX DRIVE #4,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/31/2013

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

LAWRENCEVILLE, NJ 08648
 (City) (State) (Zip)

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

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)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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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)

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)
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__Signature of Reporting Person	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.