

EDISON VENTURE FUND IV LP
Form 4
April 03, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
04/01/2013

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

LAWRENCEVILLE, NJ 08648

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

(City) (State) (Zip)

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 or (D) Price		
Class A Common Stock	04/01/2013		X		48,627 A \$ 15	1,351,827	D ⁽¹⁾
Class A Common Stock	04/01/2013		S		46,195 ₍₂₎ D \$ 15.79	1,305,632	D ⁽¹⁾
Class A Common Stock	04/01/2013		S		82,432 ₍₃₎ D \$ 15.8	1,223,200	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 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 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		X	10,000	12/16/2008	06/16/2013	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	11/29/2009	05/29/2014	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	12/04/2010	06/04/2015	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	10,000	12/03/2011	06/03/2016	Class A Common Stock	10,000
Stock Option (right to buy)	\$ 15	04/01/2013		X	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
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. 04/03/2013

__Signature of Reporting Person Date

/s/ Ross T. Martinson 04/03/2013

__Signature of Reporting Person Date

/s/ Ross T. Martinson, Attorney-in-Fact of Joseph A. Allegra 04/03/2013

__Signature of Reporting Person Date

/s/ Ross T. Martinson, Attorney-in-Fact of John H. Martinson 04/03/2013

__Signature of Reporting Person Date

/s/ Ross T. Martinson, General Partner 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

- (1) Partners and may be deemed to beneficially own the shares held by Edison Partners. Mr. Golding is a director of the issuer and files 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.
- (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.

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.