

OMB APPROVAL	
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INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* HEWITT JOHN T <hr/> (Last) (First) (Middle) 1716 CORPORATE LANDING PARKWAY <hr/> (Street) VIRGINIA VA 23454 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 06/13/2012	3. Issuer Name and Ticker or Trading Symbol JTH Holding, Inc. [LTAXA]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer/Pres.	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned			
1. Title of Security (Instr. 4)	2. Amount of Securities Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A Common Stock	1,037,510	D	
Class A Common Stock	138,912	I	By 401(k) plan

Table II - Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares ^M			
Class B Common Stock	(1)	(1)	Class A Common Stock	900,000	\$ (1)	D	
Employee Stock Options (right to buy)	12/16/2008	06/16/2013	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	12/16/2008	06/16/2013	Class A Common Stock	43,940	\$ 15	D	
Employee Stock Options (right to buy)	11/29/2009	05/29/2014	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	11/29/2009	05/29/2014	Class A Common Stock	68,940	\$ 15	D	
Employee Stock Options (right to buy)	12/04/2010	06/04/2015	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	04/15/2011	04/15/2016	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	04/15/2012	04/15/2017	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	04/15/2013	04/15/2018	Class A Common Stock	6,060	\$ 16.5	D	
Employee Stock Options (right to buy)	12/04/2010	06/04/2015	Class A Common Stock	68,940	\$ 15	D	
Employee Stock Options (right to buy)	04/15/2011	04/15/2016	Class A Common Stock	68,940	\$ 15	D	
Employee Stock Options (right to buy)	04/15/2012	04/15/2017	Class A Common Stock	68,940	\$ 15	D	
Employee Stock Options (right to buy)	04/15/2013	04/15/2018	Class A Common Stock	68,940	\$ 15	D	

Explanation of Responses:

1. Each share of Class B Common Stock is convertible into one fully paid and non-assessable share of Class A Common Stock at the option of the holder thereof at any time, and from time to time, upon written notice to the transfer agent of the Issuer. Each share of Class B Common Stock may automatically convert into one fully paid and non-assessable share of Class A Common Stock in certain circumstances, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.

John T. Hewitt 06/13/2012

** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5(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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.