

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): December 18, 2017

**LIBERTY TAX, INC.**

(Exact name of registrant as specified in charter)

**Delaware**  
(State of Incorporation)

**001-35588**  
(Commission File Number)

**27-3561876**  
(I.R.S. Employer  
Identification Number)

**1716 Corporate Landing Parkway, Virginia Beach, Virginia 23454**  
(Address of Principal Executive Offices) (Zip Code)

**(757) 493-8855**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 18, 2017, John Garel submitted his resignation from the Board of Directors (the “Board”) of Liberty Tax, Inc. (the “Company”), effective immediately. Mr. Garel served as the chair of the Nominating and Corporate Governance Committee and as a member of the Audit and Compensation Committees of the Company.

Mr. Garel previously stated that he would not stand for re-election to the Board at the Company’s 2018 Annual Stockholders Meeting due to concerns about recent Company events as disclosed in the Form 8-K filed on November 13, 2017. In a letter to the Board, dated December 18, 2017, Mr. Garel indicated that his decision to resign, effective immediately, was a result of his continued concerns with the combined actions of John T. Hewitt, the Chairman of the Board and former Chief Executive Officer of the Company, and the other Class B Directors, who were appointed by Mr. Hewitt as the sole holder of the Class B common stock. The foregoing description of this letter is qualified in its entirety by reference to the full text of the letter, a copy of which is filed herewith as Exhibit 17.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">17.1</a>	<a href="#">Letter from John Garel, dated December 18, 2017.</a>

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**LIBERTY TAX, INC.**

Date: December 18, 2017

By: /s/ Vanessa Szajnoga  
Vanessa Szajnoga  
Vice President and General Counsel

December 18, 2017

The Board of Directors  
Liberty Tax, Inc.  
1716 Corporate Landing Parkway  
Virginia Beach, VA 23454

Ladies and Gentlemen:

On November 10, 2017, I tendered my notice that I will not seek re-election at the next annual meeting of stockholders. And, I committed to the Board, the Company and the stockholders that I would continue to fully engage in my Director responsibilities until such time, and do my best to ensure a smooth transition of Board duties. In that notice, I provided information supporting my decision that I reaffirm today.

Since November 10, 2017, the Company has held additional committee meetings and Board meetings including the most recent Board meeting on Friday December 15, 2017. Prior to adjournment of the December 15, 2017 Board meeting, Mr. Steven Ibbotson resigned from the Board effective immediately.

The Class B Directors are acting in unison through Mr. Hewitt's Class B rights and are, in my judgment, unwilling to consider input that interferes with their objectives, with which I materially disagree.

It is now incumbent upon me to notify the Board and the stockholders that I am no longer able to exercise my Director responsibilities, and that the combined actions of the Class B Directors have put an end to my tenure as an Independent Director by rendering the remainder of my term as mere form over substance. Based upon my November 10, 2017 letter, stockholders expect that as an Independent Director of this Company I could continue to be an effective dissenting voice on the Board and serve their interests. To allow them to continue to rely upon those expectations would be misleading.

The Class B Directors have agreed to work towards a transition plan to fill Independent Director vacancies prior to the next regularly scheduled Board meeting.

So, at this point, after careful consideration and knowing that I have put a tremendous amount of effort into serving the Liberty Tax stockholders in addressing what I have described above, I am immediately resigning as a director of Liberty Tax, Inc.

It has been an honor to serve on the Board and I wish the company and its stockholders the best for the future.

Sincerely,

/s/ John Garel  
John Garel