

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* EDISON VENTURE FUND IV LP <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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 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)

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 A Convertible Preferred Stock	(1)	(1)	Class A Common Stock	140,320	\$ (1)	D	
Employee Stock Options (right to buy)	12/16/2008	06/16/2013	Class A Common Stock	10,000	\$ 15	D	
Employee Stock Options (right to buy)	11/29/2009	05/29/2014	Class A Common Stock	10,000	\$ 15	D	
Employee Stock Options (right to buy)	12/04/2010	06/04/2015	Class A Common Stock	10,000	\$ 15	D	
Employee Stock Options (right to buy)	12/03/2011	06/03/2016	Class A Common Stock	10,000	\$ 15	D	
Employee Stock Options (right to buy)	12/01/2012	06/01/2017	Class A Common Stock	7,374	\$ 15	D	
Restricted Stock Units	(2)	(2)	Class A Common Stock	2,626	\$ (3)	D	

Explanation of Responses:

- The holder of any shares of Class A Convertible Preferred Stock has the right, at such holder's option, at any time and from time to time to convert any of such shares of Class A Convertible Preferred Stock into shares of Class A Common Stock at the rate of ten shares of Class A Common Stock for each share of Class A Convertible Preferred Stock. Each share of Class A Convertible Preferred Stock may automatically convert into shares of Class A Common Stock in certain circumstances, as set forth in the Issuer's Amended and Restated Certificate of Incorporation.
- This restricted stock unit award was granted June 1, 2012 and vests in full on December 1, 2013.
- Each restricted stock unit represents the right to receive, at settlement, one share of Class A Common Stock.

<u>Gary Golding</u>	<u>06/13/2012</u>
** 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.

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