

<b>OMB APPROVAL</b>	
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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**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bates Nicholas</u>  (Last) (First) (Middle) 1715 CORPORATE LANDING PARKWAY  (Street) VIRGINIA VA 23454  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Liberty Tax, Inc. [ TAX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Financial Officer
	3. Date of Earliest Transaction (Month/Day/Year) 12/09/2017	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	(A) or (D)	Price			
Class A Common Stock	12/09/2017		M <sup>(4)</sup>		892	A	(1)	892	D	
Class A Common Stock	12/09/2017		F		296 <sup>(6)</sup>	D	\$11.95	596	D	
Class A Common Stock	03/01/2018		M <sup>(5)</sup>		2,671	A	(1)	3,267	D	
Class A Common Stock	03/01/2018		F		946 <sup>(7)</sup>	D	\$7.85	2,321	D	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Title
Restricted Stock Units	(1)	12/09/2017		M		892	(2)	(2)	Class A Common Stock	892	\$0	1,784	D	
Restricted Stock Units	(1)	03/01/2018		M		2,671	(3)	(3)	Class A Common Stock	2,671	\$0	2,671	D	

**Explanation of Responses:**

- Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock.
- This restricted stock unit award was granted on December 9, 2016 and one-third of the restricted stock units vested on December 9, 2017.
- This restricted stock unit award was granted on September 6, 2017 and one-half of the restricted stock units vested on March 1, 2018.
- Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On December 9, 2016, the reporting person was granted 2676 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on December 9, 2017. Those restricted stock units were previously reported in Table II on the Form 3 filed with the Securities and Exchange Commission on September 8, 2017.
- Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 6, 2017, the reporting person was award a one-time retention grant of 5342 restricted stock units, of which one-half of the shares subject to the restricted stock units vested on March 1, 2018. Those restricted stock units were previously reported in Table II on the Form 3 filed with the Securities and Exchange Commission on September 8, 2017.
- Reflects 296 shares withheld by Issuer at market price of \$11.95 per share to fund the payment of taxes for the conversion.
- Reflects 946 shares withheld by Issuer at market price of \$7.85 per share to fund the payment of taxes for the conversion.

Nicholas Bates

04/23/2018

\*\* 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 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).

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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