

| 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* Golding Gary Patrick <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 Officer (give title below) Other (specify below) | 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 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) | I (2) | By Edison Venture Fund IV, L.P. |
| Employee Stock Options (right to buy) | 12/16/2008 | 06/16/2013 | Class A Common Stock | 10,000 | \$ 15 | I (2) | By Edison Venture Fund IV, L.P. |
| Employee Stock Options (right to buy) | 11/29/2009 | 05/29/2014 | Class A Common Stock | 10,000 | \$ 15 | I (2) | By Edison Venture Fund IV, L.P. |
| Employee Stock Options (right to buy) | 12/04/2010 | 06/04/2015 | Class A Common Stock | 10,000 | \$ 15 | I (2) | By Edison Venture Fund IV, L.P. |
| Employee Stock Options (right to buy) | 12/03/2011 | 06/03/2016 | Class A Common Stock | 10,000 | \$ 15 | I (2) | By Edison Venture Fund IV, L.P. |
| Employee Stock Options (right to buy) | 12/01/2012 | 06/01/2017 | Class A Common Stock | 7,374 | \$ 15 | I (2) | By Edison Venture Fund IV, L.P. |
| Restricted Stock Units | (3) | (3) | Class A Common Stock | 2,626 | \$ (4) | I (2) | By Edison Venture Fund IV, L.P. |

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.
- Mr. Golding is a General Partner of Edison Partners IV, L.P., the manager of Edison Venture Fund IV, L.P. and, as a result, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended, is deemed to beneficially own the securities of the Issuer held by Edison Venture Fund IV, L.P. Mr. Golding disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- 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.

Gary P. Golding 06/13/2012

** Signature of Reporting Date
Person

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.