

JTH Holding, Inc.  
Form 8-K  
August 29, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported) **August 29, 2012**

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**JTH HOLDING, INC.**

(Exact name of Registrant as specified in charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-54660**  
(Commission file number)

**27-3561876**  
(IRS Employer  
Identification No.)

**1716 Corporate Landing Parkway,**  
**Virginia Beach, Virginia**  
(Address of principal executive offices)

**23454**  
(Zip code)

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

**Not applicable**

(Former name or former address, if changed since last report)

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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))
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**Section 2 - Financial Information**

**Item 2.02. Results of Operations and Financial Condition.**

On August 29, 2012, JTH Holding, Inc. (the Company ) issued a press release regarding its earnings for the first quarter of the fiscal year ending April 30, 2013. A copy of the release is being furnished as Exhibit 99.1 hereto and incorporated herein by reference. In addition, on August 29, 2012 at 8:30 a.m. Eastern time, the Company will hold a teleconference for analysts, institutional investors and stockholders to discuss results for the first quarter of the fiscal year ending April 30, 2013.

The information under Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press release dated August 29, 2012.

**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.

Date: August 29, 2012

**JTH HOLDING, INC.**

By: */s/ James J. Wheaton*  
James J. Wheaton  
General Counsel, Vice President of Legal and  
Governmental Affairs

**EXHIBIT INDEX**

**Exhibit  
Number**

**Exhibit**

99.1      Press release dated August 29, 2012.