Garel John R Form 3/A June 28, 2012

FORM 3

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

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, response... Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

Garel John R

PARKWAY

(Last)

(First)

1716 CORPORATE LANDING

(Street)

(Middle)

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Statement

(Month/Day/Year)

06/28/2012

4. Relationship of Reporting

JTH Holding, Inc. [LTAXA]

(Check all applicable)

Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

06/13/2012

X Director Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

VIRGINIA BEACH. VAÂ 23454

> (City) (State)

1. Title of Security

(Instr. 4)

(Zip)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form: Direct (D)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership

(Instr. 5)

or Indirect (I) (Instr. 5)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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

5. Ownership Form of Derivative

6. Nature of Indirect Beneficial

Ownership

(Instr. 5)

Date Exercisable Expiration Date

Title

Amount or Number of Shares

Security: Security Direct (D) or Indirect

(I)

						(Instr. 5)	
Employee Stock Options (right to buy)	12/01/2012	06/01/2017	Class A Common Stock	8,627 <u>(1)</u>	\$ 15	D	Â
Restricted Stock Units	(2)	(2)	Class A Common	1,373 (1)	\$ <u>(3)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address		Relationships			
	Director	10% Owner	Officer	Other	
Garel John R					
1716 CORPORATE LANDING PARKWAY	ÂΧ	Â	Â	Â	
VIRGINIA BEACH, VA 23454					

Signatures

John R. Garel 06/28/2012

**Signature of Person Date

Reporting Person

Explanation of Responses:

- * 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).
- (1) The number of shares has been amended to correct an error in the allocation of options and restricted stock units as reported by the Company.
- (2) This restricted stock unit award was granted June 1, 2012 and vests in full on December 1, 2013.
- (3) Each restricted stock unit represents the right to receive, at settlement, one share of Class A Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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