

Liberty Tax, Inc.  
Form 4  
January 12, 2016

**FORM 4**

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

OMB APPROVAL

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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 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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HEWITT JOHN T**

(Last) (First) (Middle)

**1716 CORPORATE LANDING PARKWAY**

(Street)

**VIRGINIA BEACH, VA 23454**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Liberty Tax, Inc. [TAX]**

3. Date of Earliest Transaction (Month/Day/Year)  
**01/08/2016**

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer/Pres.

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

**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 or Price   |  |   |
| Class A Common Stock            | 01/08/2016                           |  | M                              |   | 12,355 A \$ 15  | 992,904  | D   |
| Class A Common Stock            | 01/08/2016                           |  | F                              |   | 10,193 D \$ 21.05   | 982,711  | D   |
| Class A Common Stock            | 01/11/2016                           |  | M                              |   | 16,943 A \$ 15  | 999,654  | D   |
| Class A Common                  | 01/11/2016                           |  | F                              |   | 13,903 D \$ 20.81   | 985,751  | D   |

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Stock

(2)

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Employee Stock Options (Right to Buy)      | \$ 15  | 01/08/2016                           |  | M                              | 12,355  | 04/15/2011 04/15/2016                                    | Class A Common Stock 68,940                                   |
| Employee Stock Option (Right to Buy)       | \$ 15  | 01/11/2016                           |  | M                              | 16,943  | 04/15/2011 04/15/2016                                    | Class A Common Stock 56,585                                   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HEWITT JOHN T<br>1716 CORPORATE LANDING PARKWAY<br>VIRGINIA BEACH, VA 23454 | X             | X         | Chief Executive Officer/Pres. |       |

## Signatures

John T. Hewitt 01/12/2016

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) Reflects 10,193 shares sold by a broker-dealer at an average market price of \$21.05 per share less an exercise price of \$15.00 per share to fund the exercise of 2,162 options owned by John T. Hewitt.
- (2) Reflects 13,903 shares sold by a broker-dealer at an average market price of \$20.81 per share less an exercise price of \$15.00 per share to fund the exercise of 3,040 options owned by John T. Hewitt.

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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