

JTH Holding, Inc.
Form 8-A12B
June 28, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

JTH HOLDING, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

27-3561876
(I.R.S. Employer Identification No.)

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

23454
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|---|--|
| Class A Common Stock, \$0.01 Par Value Per Share | The NASDAQ Stock Market LLC |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. x

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If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. o

Securities Act registration statement file number to which this form relates: (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

(Title of class)

(Title of class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

JTH Holding, Inc. (the Registrant) hereby incorporates by reference the description of its Class A Common Stock, \$0.01 par value per share, to be registered hereunder, contained under the heading Description of Registrant's Securities to be Registered in the Registrant's Registration Statement on Form 10 (File No. 000-54660), as originally filed with the Securities and Exchange Commission on April 18, 2012, as amended.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits, no exhibits are required to be filed herewith or incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

JTH HOLDING, INC.

Date June 28, 2012

By

/s/ James J. Wheaton
James J. Wheaton
Vice President and General Counsel