Liberty Tax, Inc. Form 4 November 06, 2014

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB

3235-0287 Number: January 31,

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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 may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Responses)											
1. Name and Address of Reporting Person * Wheaton James J			2. Issuer Name <b>and</b> Ticker or Trading Symbol Liberty Tax, Inc. [TAX]					5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(First)	(Middle) 3.	Date of	Earliest T	ransaction			(CIR	ск ан арриса	лс)		
1716 CORPORATE LANDING PARKWAY			(Month/Day/Year) 11/04/2014					Director 10% Owner _X_ Officer (give title Other (specify below)  General Counsel/Vice President			
(Street)	4.	If Ame	ndment, D	ate Origina	1		6. Individual or	Joint/Group Fi	ling(Check		
A BEACH, VA 23		led(Mon	nth/Day/Yea	ır)							
(State)	(Zip)	Table	e I - Non-l	Derivative	Securit	ies Acq	uired, Disposed	of, or Benefici	ially Owned		
	Execution Datany	nte, if Year)	Transactio Code (Instr. 8)	on(A) or Dis (Instr. 3, 4	posed c	of (D)	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)		
	Address of Reporting ames J  (First)  PORATE LAND Y  (Street)  A BEACH, VA 23  (State)  2. Transaction Data	Address of Reporting Person * Some sames J Some sames J Some sames J Some same same same same same same same sa	Address of Reporting Person 2. Issuer Symbol Liberty  (First) (Middle) 3. Date of (Month/D)  PORATE LANDING 11/04/20  Y  (Street) 4. If Ame Filed(Morth ADDING)  A BEACH, VA 23454  (State) (Zip) Table  2. Transaction Date (Month/Day/Year)  Execution Date, if any (Month/Day/Year)	Address of Reporting Person 2. Issuer Name and Symbol Liberty Tax, Inc  (First) (Middle) 3. Date of Earliest T (Month/Day/Year)  PORATE LANDING 11/04/2014  Y  (Street) 4. If Amendment, D Filed(Month/Day/Year)  A BEACH, VA 23454  (State) (Zip) Table I - Non-1  2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if Transaction any Code (Month/Day/Year) (Instr. 8)	Address of Reporting Person 2. Issuer Name and Ticker or Symbol Liberty Tax, Inc. [TAX]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  PORATE LANDING 11/04/2014  Y  (Street) 4. If Amendment, Date Origina Filed(Month/Day/Year)  A BEACH, VA 23454  (State) (Zip) Table I - Non-Derivative  2. Transaction Date 2A. Deemed 3. 4. Securiti (Month/Day/Year) Execution Date, if Transaction(A) or Disany Code (Instr. 3, 4)	Address of Reporting Person 2  2. Issuer Name and Ticker or Trading Symbol Liberty Tax, Inc. [TAX]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  PORATE LANDING 11/04/2014  Y  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  A BEACH, VA 23454  (State) (Zip) Table I - Non-Derivative Securit  2. Transaction Date 2A. Deemed 3. 4. Securities Acquite (Month/Day/Year)  Execution Date, if Transactior(A) or Disposed of any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	Address of Reporting Person 2 2. Issuer Name and Ticker or Trading Symbol Liberty Tax, Inc. [TAX]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  PORATE LANDING 11/04/2014  Y  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  A BEACH, VA 23454  (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) any Code (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8)	Address of Reporting Person 2 Symbol  Liberty Tax, Inc. [TAX]  (First) (Middle) 3. Date of Earliest Transaction  (Month/Day/Year) — Director  —— Director —— Director —— Director —— Director —— Director —— Officer (givelow) —— Director	Address of Reporting Person 2 Symbol Liberty Tax, Inc. [TAX]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  (State) (Zip) Table I - Non-Derivative Securities Acquired (Month/Day/Year) 5. Relationship of Reporting Policy  (Check all applicate Check all applicate		

(Instr. 3)	(Monul/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3,		` ′	Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership (Instr. 4)
Class A			Code V	Amount	(D)	Price	(IIIsti. 3 and 4)		
Class A Common Stock	11/04/2014		M	20,000	A	\$ 15	26,666	D	
Class A Common Stock	11/04/2014		F	11,787 (1)	D	\$ 38.85	14,879	D	
Class A Common Stock							4,000	I	By Individual Retirement Account

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

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**SEC 1474** 

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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	11/04/2014		M	11,787	04/30/2012	04/30/2017	Class A Common Stock	11,787
Employee Stock Options (Right to Buy)	\$ 15	11/04/2014		M	8,213	04/30/2012	04/30/2017	Class A Common Stock	8,213

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Wheaton James J 1716 CORPORATE LANDING PARKWAY VIRGINIA BEACH, VA 23454

General Counsel/Vice President

### **Signatures**

James J. 11/06/2014 Wheaton

\*\*Signature of Date
Reporting Person

Reporting Owners 2

## **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 11,787 withheld by the issuer at the market price of \$38.85 per share less an exercise price of \$15.00 per share to fund the cashless exercise of 8,213 options owned by Mr. Wheaton, which cashless exercise was approved by the Board of Directors.

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.