

JTH Holding, Inc.  
Form NT 10-Q  
September 17, 2013

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

**FORM 12b-25**

**NOTIFICATION OF LATE FILING**

SEC FILE NUMBER 000-54660

CUSIP NUMBER 46637N103

(Check one):       Form 10-K       Form 20-F       Form 11-K       Form 10-Q       Form 10-D  
                          Form N-SAR       Form N-CSR

For Period Ended:      July 31, 2013  
 Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR  
For the Transition Period Ended:

*Read Instructions (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I REGISTRANT INFORMATION**

**JTH Holding, Inc.**  
Full Name of Registrant

Former Name if Applicable

**1716 Corporate Landing Parkway**  
Address of Principal Executive Office (*Street and Number*)

**Virginia Beach, VA 23454**

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City, State and Zip Code

**PART II RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company has been in discussions with the staff (the "Staff") of the Division of Corporation Finance of the Securities and Exchange Commission regarding comments received from the Staff relating to the Company's Annual Report on Form 10-K for the fiscal year ended April 30, 2012 and Quarterly Report on Form 10-Q for the quarterly period ended January 31, 2013. Since receipt of the Staff's comments, the Company has been engaged with the Staff in a comment and reply process with related telephonic communications regarding these matters. As a result of this process, the Company recently announced that its previously issued financial statements should no longer be relied upon, and the Company is in the process of preparing appropriate restatements and amended filings, as well as its Annual Report on Form 10-K for the fiscal year ended April 30, 2013 (the "2013 Form 10-K") and its Quarterly Report on Form 10-Q for the period ended July 31, 2013 (the "2014 First Quarter 10-Q"). As a result, the Company is unable to file the 2014 First Quarter 10-Q by the prescribed due date of September 16, 2013 without unreasonable effort or expense.

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Date: September 17, 2013

By: /s/Mark F. Baumgartner, Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

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