

Liberty Tax, Inc.
Form SC 13D/A
July 24, 2018

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1) ¹

Liberty Tax, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

53128T102

(CUSIP Number)

J. Carlo Cannell

Cannell Capital LLC

245 Meriwether Circle

Alta, WY 83414

(307) 733-2284

(Name, Address and Telephone Number of Person

to Receive Notices and Communications)

July 24, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

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 current valid OMB control number.

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NAMES OF REPORTING PERSONS

1 I.R.S. Identification Nos. of above persons (entities only)

J. Carlo Cannell
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)

(b)
 3 SEC USE ONLY
 SOURCE OF FUNDS

4 (see instructions)

WC/OO
 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 USA

7 SOLE VOTING POWER*

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

871,068 SHARED VOTING POWER
 0 SOLE DISPOSITIVE POWER*

10 871,068 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

871,068

12 CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(11) EXCLUDES CERTAIN
SHARES

13 (see instructions)
PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW 11

14 6.87%*
TYPE OF REPORTING PERSON

IN

* Based on information set forth on the Form 10-Q of Liberty Tax, Inc., (the "Company") as filed with the Securities and Exchange Commission on September 11, 2017, there were 12,683,459 shares of Common Stock par value \$0.01 per share (the "Shares"), of the Company issued and outstanding as of September 1, 2017.

As of July 23, 2018 (the "Reporting Date"), the Cuttyhunk Master Portfolio ("Cuttyhunk"), Tristan Partners, L.P. ("Tristan"), the Tristan Offshore Fund Ltd. ("Tristan Offshore"), Tonga Partners, L.P. ("Tonga"), and collectively with Cuttyhunk, Tonga, Tristan and Tristan Offshore, the "Investment Vehicles"), held in the aggregate 871,068 Shares.

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Cannell Capital LLC acts as the investment adviser to to Tonga, Tristan, Tristan Offshore, and the investor sub-advisor for Cuttyhunk. Mr. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. The Reporting Person possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

Item 1. Security and Issuer

The title of the class of equity securities to which this Schedule 13D relates is the Common Stock par value \$0.01 per share of Liberty Tax, Inc., a Delaware corporation. The address of the principal executive offices of the Company is 1716 Corporate Landing Parkway, Virginia Beach, VA 23454.

Item 2. Identity and Background

The name of the Reporting Person is J. Carlo Cannell (the "Reporting Person").

The Reporting Person is the sole managing member of Cannell Capital LLC, an investment sub-advisor for the Cuttyhunk Master Portfolio and investment adviser to the following entities:

Tonga Partners, L.P.

a) Tristan Partners, L.P.

Tristan Offshore Fund, Ltd.

Set forth in the attached Annex "A" and incorporated herein by reference is a listing of the directors, general partners, managing members and controlling persons of the Reporting Person and the Investment Vehicles (collectively, the "Covered Persons"), and sets forth the principal occupation, citizenship and principal place of business of each Covered Person.

The principal business address of the Reporting Person is:

b) 245 Meriwether Circle

Alta, WY 83414

c) The principal business of the Reporting Person is the performance of investment management and advisory services. The principal business of the Investment Vehicles is investment in securities.

d) Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, in the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

Neither the Reporting Person, nor to the best of its knowledge, any of the Investment Vehicles, has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgement, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

The place of organization of the Reporting Person is as follows:

f) The citizenship of each Covered Person is set forth on the attached Annex A and incorporated herein by reference.

Mr. J. Carlo Cannell is the Managing Member of Cannell Capital LLC, a Wyoming limited liability company.

Item 3. Source and Amount of Funds or Other Consideration

The securities to which this statement relates were acquired by the Reporting Person using the working capital of each Investment Vehicle as follows:

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The Cuttyhunk Master Portfolio: \$1,086,083

Tonga Partners, L.P.: \$3,956,825

Tristan Partners, L.P.: \$4,294,047

Tristan Offshore Fund, Ltd.: \$2,198,796

The Investment Vehicles have invested an aggregate amount of approximately \$11,535,751 in the Shares.

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Item 4. Purpose of Transaction

Mr. Cannell, on behalf of the Investment Vehicles, identified the Company as an entity satisfying each Investment Vehicle's investment criteria. The Investment Vehicles acquired and continue to hold the Shares as a long-term investment.

On July 19, 2018, each of Cuttyhunk Master Portfolio, Tonga Partners, L.P., Tristan Offshore Fund, Ltd., Tristan Partners, L.P. and a separately-managed account sub-advised by Mr. Cannell through Cannell Capital LLC (each, a "Stockholder") entered into a voting agreement (the "Voting Agreement") with Vintage Tributum LP ("Vintage"), regarding the shares beneficially owned by such Stockholder during the term of the Voting Agreement (the "Shares"). Pursuant to the Voting Agreement, each Stockholder agreed (a) not to transfer any of the Shares and (b) to vote the Shares in favor of the election to the Company's board of directors of certain individuals nominated by Vintage and against any other individuals (unless otherwise agreed by Vintage). The Voting Agreement will automatically terminate and be of no further force or effect upon the earliest to occur of (i) three months after the consummation of Vintage's investment in the Company described in the Company's Current Report on Form 8-K filed on July 24, 2018, (ii) the agreement of the parties to the Voting Agreement and (iii) the election to the Company's board of directors of certain individuals nominated by Vintage.

Except as set forth above, Mr. Cannell has no present plans or proposals that relate to or would result in any of the transactions described in Item 4 of Schedule 13D.

Mr. Cannell reserves the right to engage in any of the actions specified in Items 4(a) through 4(j) of the Schedule 13D general instructions.

Item 5. Interest in Securities of the Issuer

Based on information set forth in the Company's Form 10-Q as filed with the Securities and Exchange Commission on September 11, 2017, there were 12,683,459 Common Shares issued and outstanding as of September 1, 2017.

(a) As of the Reporting Date, for the purposes of Reg. Section 240.13d-3, Cannell Capital LLC may be deemed to beneficially own 871,068 Shares, or approximately 6.87% of the Shares deemed issued and outstanding as of the Reporting Date.

(b) Cannell Capital LLC possesses the sole power to vote and to direct the disposition of the Shares held by the Investment Vehicles.

(c) The following table details the transactions during the sixty days on or prior to the Reporting Date in Shares, or securities convertible into, exercisable for or exchangeable for Shares, by Cannell Capital LLC or any other person or entity controlled by him or any person or entity for which he possesses voting or investment control over the securities thereof (each of which was effected in an ordinary brokerage transaction by Cannell Capital LLC on behalf of the Investment Vehicles).

| Entity | Date | Quantity | Price Per Share | Form Of Transaction |
|-----------------|------|----------|--------------------|------------------------|
| No transactions | | | | |

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None

Item 7. Material to Be Filed as Exhibits

None

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 24, 2018

Cannell Capital LLC

By: /s/ J. Carlo Cannell

Name: J. Carlo Cannell

Title: Managing Member

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Annex "A"

MANAGERS AND GENERAL PARTNERS OF THE REPORTING PERSON AND THE INVESTMENT VEHICLES

The following sets forth the name, principal occupation, citizenship or jurisdiction of organization and principal place of business of the directors, general partners, managing members or controlling persons of the Reporting Person and the Investment Vehicles (the "Covered Persons") indicated below:

J. Carlo Cannell

| | |
|--|------------------------|
| Name: | J. Carlo Cannell |
| Title or Relationship with Reporting Person: | Managing Member |
| Principal Occupation or Employment: | Investment Management |
| Citizenship or Jurisdiction of Organization: | Wyoming, United States |
| Principal Place of Business: | (1) |

Cannell Capital LLC

| | |
|--|------------------------|
| Name: | J. Carlo Cannell |
| Title or Relationship with Reporting Person: | Managing Member |
| Principal Occupation or Employment: | Investment Management |
| Citizenship or Jurisdiction of Organization: | Wyoming, United States |
| Principal Place of Business: | (1) |

Tonga Partners, L.P.

| | |
|--|--|
| Name: | Cannell Capital LLC |
| Title or Relationship with Reporting Person: | Investment Adviser and General Partner |
| Principal Occupation or Employment: | Investment Management |
| Citizenship or Jurisdiction of Organization: | Wyoming, United States |
| Principal Place of Business: | |

(1)

The Cuttyhunk Master Portfolio

Name: Cannell Capital
LLC

Title or Relationship with Reporting Person: Investment
Subadviser

Principal Occupation or Employment: Investment
Management

Citizenship or Jurisdiction of Organization: Wyoming, United
States

Principal Place of Business: Wyoming, United
States

(1)

Tristan Partners, L.P.

Name: Cannell Capital
LLC

Title or Relationship with Reporting Person: Investment
Adviser and
General Partner

Principal Occupation or Employment: Investment
Management

Citizenship or Jurisdiction of Organization: Wyoming, United
States

Principal Place of Business: Wyoming, United
States

(1)

Tristan Offshore Fund, Ltd.

Name: Cannell Capital
LLC

Title or Relationship with Reporting Person: Investment
Adviser

Principal Occupation or Employment: Investment
Management

Citizenship or Jurisdiction of Organization: Cayman Islands

Principal Place of Business: Cayman Islands

(2)

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Annex "B"

Agreement Regarding the Joint Filing of Schedule 13D

- 1) Each of them is individually eligible to use the Schedule 13D to which this Exhibit is attached, and such Schedule 13D is filed on behalf each of them;

- Each of them is responsible for the timely filing of such Schedule 13D and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is
- 2) responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate.

Dated: July 24, 2018

By: /s/ J. Carlo Cannell _____

Name: J. Carlo Cannell

Cannell Capital LLC

By: /s/ J. Carlo Cannell _____

Name: J. Carlo Cannell

Title: Managing Member