

Liberty Tax, Inc.
Form 4
September 20, 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 *
Szajnoga Vanessa M

(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)
09/19/2016

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)
Vice President

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 (A) or (D) Price | | |
| Class A Common Stock | 09/19/2016 | | M ⁽⁴⁾ | | 167 A <u>1</u> | 405 | D |
| Class A Common Stock | 09/19/2016 | | F | | 54 ⁽⁶⁾ D \$ 12.62 | 351 | D |
| Class A Common Stock | 09/19/2016 | | M ⁽⁵⁾ | | 379 A <u>1</u> | 730 | D |
| Class A Common | 09/19/2016 | | F | | 123 ⁽⁷⁾ D \$ 12.62 | 607 | D |

Stock

Class A
Common
Stock

708.4 ⁽⁸⁾

I

By 401(k)
plan

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) | 8. Price or Amount of Derivative Security (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | <u>(1)</u> | 09/19/2016 | | M | 167 | <u>(2)</u> <u>(2)</u> | Class A Common Stock | 167 \$ 0 |
| Restricted Stock Units | <u>(1)</u> | 09/19/2016 | | M | 379 | <u>(3)</u> <u>(3)</u> | Class A Common Stock | 379 \$ 0 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Szajnoga Vanessa M
1716 CORPORATE LANDING PARKWAY
VIRGINIA BEACH, VA 23454

Vice President

Signatures

Vanessa M.
Szajnoga

09/20/2016

**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) Each restricted stock unit represents the right to receive, upon vesting, one share of Class A Common Stock.

This restricted stock unit award was granted on September 19, 2014 and each year for three years one-third of the restricted stock units

(2) shall become vested provided that the Employee is in the employ of the Company at the time of vesting. One-third of the restricted stock units vested on September 19, 2016.

The restricted stock unit award was granted on September 18, 2015 and each year for three years one-third of the restricted stock units

(3) shall become vested provided that the Employee is in the employ of the Company at the time of vesting. One-third of the restricted stock units vested on September 18, 2016.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 19, 2014, the reporting

(4) person was granted 501 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on September 19, 2016.

Represents the conversion upon vesting of restricted stock units into Class A Common Stock. On September 18, 2015, the reporting

(5) person was granted 1137 restricted stock units, of which one-third of the shares subject to the restricted stock units vested on September 18, 2016.

(6) Reflects 54 shares withheld by Issuer at market price of \$12.62 per share to fund the payment of taxes for the conversion.

(7) Reflects 123 shares withheld by Issuer at market price of \$12.62 per share to fund the payment of taxes for the conversion.

(8) Reflects the shares of Class A Common Stock held through the Company 401(k) plan. The reporting person's holdings in the Company 401(k) plan have fluctuated and the reported holdings are based on the reporting person's 401(k) plan statement as of September 20, 2016.

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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