

CANNELL CAPITAL LLC

Form 4

December 19, 2018

FORM 4UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CANNELL CAPITAL LLC

(Last) (First) (Middle)

245 MERIWETHER CIRCLE

(Street)

ALTA, WY 83414

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Liberty Tax, Inc. [TAXA]

3. Date of Earliest Transaction
(Month/Day/Year)

12/17/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

__X__ 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		
Common Stock	12/17/2018		P		9,884	A \$ 11.8831	1,886,109	I <u>(1)</u> <u>(2)</u> By partnerships and corporations <u>(1)</u> <u>(2)</u>
Common Stock	12/19/2018		P		2,300	A \$ 11.7954	1,888,409	I <u>(1)</u> <u>(2)</u> By partnerships and corporations <u>(1)</u> <u>(2)</u>

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 of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANNELL CAPITAL LLC 245 MERIWETHER CIRCLE ALTA, WY 83414		X		

Signatures

/s/ J. Carlo Cannell, on behalf of Cannell Capital
LLC 12/19/2018

__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).

As of December 19, 2018, Tonga Partners, LP, Cuttyhunk II Fund, Tristan Partners, LP, Tristan Offshore Fund, Ltd. and sundry
(1) separately managed accounts (collectively the "Cannell Investment Vehicles") owned in the aggregate 1,888,409 shares of the common stock of the common stock of Liberty Tax, Inc.

Cannell Capital LLC acts as the investment sub-adviser to the Cuttyhunk II Fund, the investment advisor to Tristan Offshore Funds, Ltd. and the sundry separately managed accounts, and serves as the general partner of and investment adviser to Tonga Partners, LP and Tristan Partners, LP. J. Carlo Cannell is the sole managing member of Cannell Capital LLC. As such, Mr. Cannell possesses sole power
(2) to vote and direct the disposition of all securities of Liberty Tax, Inc. held by the Cannell Investment Vehicles. Thus, for the purposes of Reg. Section 240.13d-3, as of December 19, 2018, Mr. Cannell beneficially owns 1,888,409 shares. Mr. Cannell's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Cannell Investment Vehicles, if any.

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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