

NATIONAL HOLDINGS CORP  
Form 8-K  
May 21, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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FORM 8-K

Current Report

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): May 21, 2014

National Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware	001-12629	36-4128138
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

410 Park  
Avenue,  
14th  
Floor, 10022  
New  
York, NY  
(Address (Zip Code)  
of  
Principal

Executive  
Offices)

(212)  
417-8000  
(Registrant's  
Telephone  
Number,  
Including  
Area Code)

Not  
Applicable  
(Former  
Name or  
Former  
Address, if  
Changed  
Since Last  
Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

The information in this Report, including Exhibit 99.1 and the information therefrom incorporated in Item 7.01 by reference to Exhibit 99.1, are being furnished, and shall not be deemed “filed,” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 7.01      Regulation FD Disclosure.

National Holdings Corporation (the “National”) will participate in the 15th Annual B. Riley & Co. Investor Conference on Wednesday, May 21, 2014. A copy of the slide presentation to be presented at the conference is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The slide presentation includes statements intended as “forward-looking statements,” all of which are subject to the cautionary statement about forward-looking statements set forth therein.

Item 9.01      Financial Statements and Exhibits.

(d) Exhibits:

<sup>99.1</sup> Slide presentation of National Holdings Corporation used in connection with its May 21, 2014 presentation at the 15th Annual B. Riley & Co. Investor Conference

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

National Holdings Corporation

(Registrant)

Date: May 21, 2014

By: /s/ Mark Klein  
Mark Klein  
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Slide presentation of National Holdings Corporation used in connection with its May 21, 2014 presentation at the 15th Annual B. Riley & Co. Investor Conference