

NATIONAL HOLDINGS CORP  
Form 8-K  
March 03, 2015  
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): March 2, 2015

National Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

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

|   |            |
|---|------------|
| 410 Park Avenue, 14 <sup>th</sup> Floor, New York, NY | 10271      |
| (Address of Principal Executive Offices)              | (Zip Code) |

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

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

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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))

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**Item 8.01 Other Events.**

On March 2, 2015, National Holdings Corporation (the “Company”) issued a press release announcing that the Company will list its common stock on the NASDAQ Capital Market on March 3, 2015. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

99.1 Press release issued by National Holdings Corporation on March 2, 2015.

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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: March 3, 2015 By: /s/ Robert B. Fagenson  
Robert B. Fagenson  
Chief Executive Officer

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EXHIBIT INDEX

| Exhibit No. | Description   |
|-------------|---|
| 99.1        | Press release issued by National Holdings Corporation on March 2, 2015. |