

NATIONAL HOLDINGS CORP  
Form 8-K  
December 13, 2016

**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): December 13, 2016

**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, 14<sup>th</sup> Floor  
New York, NY 10022  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (212) 417-8000

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

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

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**Item 8.01. Other Events**

On December 13, 2016, National Holdings Corporation (the “Company”) issued a press release regarding the Company’s previously announced distribution as a dividend of warrants to purchase shares of the Company’s common stock, which distribution was contemplated by that certain Agreement and Plan of Merger dated as of April 27, 2016 by and among the Company, Fortress Biotech, Inc. and FBIO Acquisition, Inc. 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.**

**Exhibit No.    Description** \_\_\_\_\_

99.1            Press release of National Holdings Corporation dated December 13, 2016.

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**SIGNATURE**

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

**National Holdings Corporation**

Date: December 13, 2016 By: /s/ Robert B. Fagenson

Name: Robert B. Fagenson

Title: Vice Chairman and Chief Executive Officer

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**EXHIBIT INDEX**

**Exhibit No. Description** \_\_\_\_\_

99.1 Press release of National Holdings Corporation dated December 13, 2016.