

FAGENSON ROBERT B

Form 4

January 29, 2013

FORM 4**UNITED 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 *
FAGENSON ROBERT B

2. Issuer Name **and** Ticker or Trading
Symbol
NATIONAL HOLDINGS CORP
[NHL.D.OB]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
60 BROAD STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/25/2013

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Co-Executive Chairman

NEW YORK, NY 10004

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(City) (State) (Zip)

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)
Common Stock, par value \$0.02 per share	01/25/2013		C	10,000,000 (1)	A \$ 10,000,000 0.5	I (2)	See Footnote (3)
Common Stock, par value \$0.02 per share	01/25/2013		C	6,697,140 (1)	A \$ 0 6,697,140	I (2)	See Footnote (3)
Common Stock, par	01/25/2013		P	166,666.66	A \$ 166,666.66 0.3	I (4)	See Footnote

value
\$0.02 per
share

(5)

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
FAGENSON ROBERT B 60 BROAD STREET NEW YORK, NY 10004	X	X	Co-Executive Chairman	

Signatures

/s/ Robert B.
Fagenson

01/29/2013

**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) See Remarks
- (2) NSGP directly owns the Common Stock. The Reporting Person is a the President of one of NSGP's members.

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- (3) NSGP has investment and voting power with respect to the Common Stock held by the funds managed by NSGP. The Reporting Person, as the President of one of NSGP's members, may be deemed to beneficially own the shares of Common Stock beneficially owned by NSGP. The Reporting Person disclaims any beneficial ownership of the Common Stock to which this report relates for purposes of Section 16, except to the extent of his pecuniary interest therein.
- (4) The Trust for the benefit of Toby Fagenson (the "Trust") directly owns the Common Stock. The Reporting Person is a the Trustee of the Trust.
- (5) The Reporting Person has investment and voting power with respect to the Common Stock held by Trust. Therefore, the Reporting Person may be deemed to beneficially own the shares of Common Stock beneficially owned by Trust. The Reporting Person disclaims any beneficial ownership of the Common Stock to which this report relates for purposes of Section 16, except to the extent of his pecuniary interest therein.

Remarks:

National Holdings Corporation (the "Company") issued 6% Convertible Subordinated Notes (the "Notes") on March 30, 2012 converted all of the Notes (and all accrued and unpaid interest thereon) into shares of Series E Preferred Stock; and (b) NSGP

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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