

NATIONAL HOLDINGS CORP  
Form 8-K  
December 11, 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): December 10, 2015

National Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

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

410 Park Avenue, 14<sup>th</sup> Floor, New York, NY                      10022  
(Address of Principal Executive Offices)                      (Zip Code)

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

Not Applicable

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(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))

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The information in this Current Report on Form 8-K, including Exhibit 99.1, Exhibit 99.2 and the information therefrom incorporated in Item 7.01 by reference to Exhibit 99.1 and Exhibit 99.2, is 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 it 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**

On December 10, 2015, National Holdings Corporation, a Delaware corporation (the “Company”), issued a press release, regarding the filing by B. Riley Financial, Inc. (“B. Riley”) of a Schedule 13D. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

On November 30, 2015, the Company and B. Riley entered into a non-binding letter of intent. A copy of the non-binding letter of intent is furnished as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

<b>Item 9.01</b>	<b>Financial Statements and Exhibits.</b>
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(d)	Exhibits:
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99.1 Press Release issued by National Holdings Corporation on December 10, 2015.

99.2 Letter of Intent between National Holdings Corporation and B. Riley Financial, Inc.

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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: December 11, 2015

By: /s/ Robert B. Fagenson  
Robert B. Fagenson  
Chief Executive Officer

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EXHIBIT INDEX

Exhibit No. Description

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