

NATIONAL HOLDINGS CORP  
Form SC 13D/A  
July 26, 2016

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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**SCHEDULE 13D**

**(Rule 13d-101)**

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
**TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

(Amendment No. 2)

National Holdings Corporation

(Name of Issuer)

Common Stock, \$0.02 par value

(Title of Class of Securities)

636375206

(CUSIP Number)

Mark D. Klein

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590 Madison Avenue, 29th Floor  
New York, NY 10022

(212) 409-2400

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

July 22, 2016

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box .

*Note.* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* Rule 13d-7 for other parties to whom copies are to be sent.

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Mark D. Klein  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  (b)   
SEC USE ONLY

SOURCE OF FUNDS\*

PF, OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America  
SOLE VOTING POWER

7

769,235  
SHARED VOTING POWER

8

- 0 -  
SOLE DISPOSITIVE POWER

9

769,235  
10 SHARED DISPOSITIVE POWER

1

2

3

4

5

6

NUMBER OF

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

769,235

CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES\*

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

6.0%

TYPE OF REPORTING PERSON\*

14

IN

The following constitutes Amendment No. 2 to the initial Schedule 13D filed by the undersigned on May 5, 2016 ("Amendment No. 2"). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The aggregate purchase price of 143,779 Shares owned by Mr. Klein is approximately \$431,337, excluding brokerage commissions. Such Shares were acquired with the personal funds of Mr. Klein. The remaining 570,000 Shares beneficially owned by Mr. Klein are issuable upon the exercise of stock options owned directly by Mr. Klein.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

(a) The aggregate percentage of Shares reported owned by Mr. Klein is based upon 12,440,035 Shares outstanding as of May 16, 2016, which is the total number of Shares outstanding as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 16, 2016.

As of the close of business on the date hereof, Mr. Klein beneficially owned 769,235 Shares (consisting of (i) 570,000 Shares issuable upon exercise of vested options held directly by him, and (ii) 199,235 Shares held by a company controlled by him), constituting approximately 6.0% of the Shares outstanding.

(b) Mr. Klein has the sole power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned by him.

(c) Schedule A annexed hereto lists all transactions in the Shares by Mr. Klein since the filing of his Amendment No. 1 to the initial Schedule 13D filed by the undersigned on June 7, 2016. All of such transactions were effected in the open market.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: July 26, 2016

By: /s/ Mark D. Klein  
Name: Mark D. Klein

SCHEDULE A

Transactions in the Shares Since the Filing of the Initial Schedule 13D

Shares of Common Stock (Sold)	Price Per Date of	
	<u>Share</u>	<u>Sale</u>

Mark D. Klein

(100) \$285.49 06/06/2016

(18,680) \$57,808.83 06/30/2016

(3200) \$9,883.28 07/15/2016

(9473) \$29,313.78 07/18/2016

(25,400) \$78,606.78 07/19/2016

(11,927) \$36,908.75 07/20/2016

(32,081) \$99,284.02 07/21/2016

(35,670) \$110,391.73 07/22/2016

(7248) \$22,427.57 07/25/2016