

NATIONAL HOLDINGS CORP
 Form 4
 February 25, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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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

(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 [NHLD.OB]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
410 PARK AVENUE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/24/2015

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Executive Chairman

NEW YORK, NY 10022

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.02 per share | 02/24/2015 | | P | 2,000 A \$ 4.4 | 8,021,627 | I | See Footnote (1) |
| Common Stock, par value \$0.02 per share | | | | | 166,666 | I | See Footnote (2) |
| Common Stock, par value \$0.02 per share | | | | | 667,668 | I | See Footnote (3) |

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pecuniary interest therein.

National Securities Growth Partners LLC ("NSGP") directly owns the Common Stock. The Reporting Person is the President of NSGP. NSGP has investment and voting power with respect to the Common Stock held by the funds managed by NSGP. The Reporting Person,

- (3) as the President of NSGP, 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.

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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