

NATIONAL HOLDINGS CORP
Form 8-K
January 06, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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 30, 2016**

National Holdings Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware

001-12629

36-4128138

(State or Other Jurisdiction

(Commission File Number) (IRS Employer Identification No.)

of Incorporation)

410 Park Avenue, 14th Floor

New York, NY 10022

(Address of Principal Executive Offices)

(212) 417-8000

(Registrant's telephone number, including area code)

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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

As of December 30, 2016, the Board of Directors (the “Board”) of National Holdings Corporation (the “Company”) by unanimous written consent, approved and authorized the execution of an advisory agreement dated January 1, 2017 (the “Advisory Agreement”) with Caribe BioAdvisors, LLC (the “Advisor”), owned by Michael S. Weiss (“Mr. Weiss”), the Chairman of the Board, to provide the board advisory services of Mr. Weiss as Chairman of the Board. Pursuant to the Advisory Agreement, the Advisor will be paid an annual cash fee of \$60,000, in addition to any and all annual equity incentive grants paid to members of the Board.

This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the text of the Advisory Agreement with the Advisor.

SIGNATURES

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: January 6, 2017

By: /s/ Robert B. Fagenson
Robert B. Fagenson

Chief Executive Officer