

FAGENSON ROBERT B
 Form 4
 March 06, 2019

FORM 4

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

OMB APPROVAL

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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 [NHL]

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

(Last) (First) (Middle)
C/O 200 VESEY STREET, 25TH FLOOR
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10281

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/12/2019 | | M | | 25,000 | A | Ⓛ |
| Common Stock | 02/12/2019 | | M | | 3,495 | A | Ⓛ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Share |
| Restricted Stock Units | (2) | 02/12/2018 | | A | 50,000 | (3) (3) | Common Stock 50,000 |
| Restricted Stock Units | (2) | 02/12/2018 | | A | 10,593 | (4) (4) | Common Stock 10,593 |
| Restricted Stock Units | (2) | 02/12/2019 | | M | 25,000 | (5) (5) | Common Stock 25,000 |
| Restricted Stock Units | (2) | 02/12/2019 | | M | 3,495 | (6) (6) | Common Stock 3,495 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FAGENSON ROBERT B C/O 200 VESEY STREET, 25TH FLOOR NEW YORK, NY 10281 | X | | | |

Signatures

/s/ Robert B. Fagenson 03/06/2019

**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) Each restricted stock unit converted into one share of National Holdings Corporation (the "Company") common stock.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (3) The restricted stock units vest in two equal annual installments beginning February 12, 2019. Vested shares will be delivered to the reporting person annually in accordance to the vesting delivery schedule.

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- (4) The restricted stock units vest in three equal annual installments beginning February 12, 2019. Vested shares will be delivered to the reporting person annually in accordance to the vesting delivery schedule.
- (5) On February 12, 2018, the reporting person was granted 50,000 restricted stock units. These stock units vest in two equal annual installments beginning February 12, 2019.
- (6) On February 12, 2018, the reporting person was granted 10,593 restricted stock units. These stock units vest in three equal annual installments beginning February 12, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.