

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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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]**

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.