

KLEIN MARK
Form 4
March 28, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KLEIN MARK

(Last) (First) (Middle)

**C/O NATIONAL HOLDINGS
CORP., 120 BROADWAY, 27TH
FLOOR**

(Street)

NEW YORK, NY 10271

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
**NATIONAL HOLDINGS CORP
[NHL.D.OB]**

3. Date of Earliest Transaction
(Month/Day/Year)
03/27/2013

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)
Chief Executive Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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)
Common Stock, par value \$0.02 per share	03/27/2013		P	10,000	A \$ 0.24	317,094	D
Common Stock, par value \$0.02 per share						1,083,333	I ⁽¹⁾ See footnote ⁽²⁾
Common Stock, par						16,697,140	I ⁽³⁾ See footnote ⁽⁴⁾

value \$0.02
per share

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

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(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KLEIN MARK C/O NATIONAL HOLDINGS CORP. 120 BROADWAY, 27TH FLOOR NEW YORK, NY 10271	X	X	Chief Executive Officer	

Signatures

/s/ Mark Klein 03/28/2013

**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) M Klein & Company LLC ("M Klein & Company") directly owns the Common Stock. The Reporting Person is a managing member and a majority partner of M Klein & Company.
- (2) M Klein & Company has investment and voting power with respect to the Common Stock held by M Klein and Company. The Reporting Person, as a managing member and a majority partner of M Klein & Company, may be deemed to beneficially own the shares of

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Common Stock beneficially owned by M Klein & Company. The Reporting Person disclaims any beneficial ownership of any of the Common Stock for purposes of Section 16, except to the extent of his pecuniary interest therein.

- (3) National Securities Growth Partners LLC ("NSGP") directly owns the Common Stock. The Reporting Person is an officer of NSGP and the indirect owner of one of its members.

- (4) NSGP has investment and voting power with respect to the Common Stock held by the funds managed by NSGP. The Reporting Person, as an officer and the indirect owner of one of NSGP's members, 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 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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