

DeSena John C.
Form 3
January 31, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

DeSena John C.

(Last) (First) (Middle)

200 VESEY STREET, 25TH
FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/20/2018

3. Issuer Name and Ticker or Trading Symbol

NATIONAL HOLDINGS CORP [NHL]D

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other
(give title below) (specify below)

Chief Operating Officer

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

6,190

D

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Common Stock	65,625	\$ (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Common Stock	102,857	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DeSena John C. 200 VESEY STREET 25TH FLOOR NEW YORK, NY 10281	Â	Â	Â Chief Operating Officer	Â

Signatures

/s/ John C.
DeSena

01/31/2019

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

- On July 19, 2017, the reporting person was granted 75,000 restricted stock units. Fifty percent of the restricted stock units vest in four equal annual installments beginning July 19, 2018. Such vested shares will be delivered to the reporting person annually in accordance to
- (1) the vesting delivery schedule. Twenty-five percent of the restricted stock units vest upon National Holdings Corporation (the "Company") first achieving certain market capitalization milestones for 30 consecutive trading days, and 25% vest upon certification by the Company's Compensation Committee that the Company first achieved certain adjusted EBITDA milestones at the end of a fiscal year.
 - (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.

- On April 10, 2018, the reporting person was granted 102,857 restricted stock units. Fifty percent of the restricted stock units vest in three equal annual installments beginning April 10, 2019. Such vested shares will be delivered to the reporting person annually on the vesting
- (3) date. Twenty-five percent of the restricted stock units vest upon the Company first achieving certain market capitalization milestones for 30 consecutive trading days, and 25% vest upon certification by the Company's Compensation Committee that the Company first achieved certain adjusted EBITDA milestones at the end of a fiscal year.

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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