

NATIONAL HOLDINGS CORP  
Form 8-K  
December 23, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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 17, 2014

National Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware                      001-12629      36-4128138  
(State or Other Jurisdiction (Commission (I.R.S. Employer  
of Incorporation)              File Number) Identification No.)

410 Park Avenue, 14th                      10271  
Floor, New York, NY  
(Address of Principal                      (Zip Code)  
Executive Offices)

(212) 417-8000  
(Registrant's  
Telephone  
Number,  
Including Area  
Code)

Not Applicable  
(Former Name  
or Former  
Address, if  
Changed Since  
Last Report)

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 (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 5.03 Amendments to Articles of Incorporation or By-laws; Change in Fiscal Year.**

On December 17, 2014, the Board of Directors of National Holdings Corporation (the “Company”) approved amendments to Article V, Sections 1, 3 and 4 of the Company’s Amended and Restated By-laws (the “By-laws”) to permit the issuance and transfer of uncertificated shares of its stock. This amendment was adopted to allow the Company to participate in the Direct Registration System.

The Direct Registration System enables investors to establish, either through the Company’s transfer agent or through the investor’s broker-dealer, a book-entry position on the books of the Company and to electronically transfer their position through the Depository Trust Company. The system also enables investors to have securities registered in their name without having a physical certificate issued.

The description of the amendment to the By-laws contained herein is qualified in its entirety by the complete text of the amendment to the By-laws, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits:

3.1 Amendment to National Holdings Corporation Amended and Restated By-laws.

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SIGNATURE

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: December 23, 2014

By: /s/ Robert B. Fagenson  
Robert B. Fagenson  
Co-Executive Chairman

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EXHIBIT INDEX

Exhibit No. Description

3.1 Amendment to National Holdings Corporation Amended and Restated By-laws.