

NATIONAL HOLDINGS CORP

Form 3

January 12, 2017

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

**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 \*

Mullen Michael A

(Last) (First) (Middle)

400 CHAMBERS STREET, 4G

(Street)

NEW YORK, NY 10282

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

01/03/2017

3. Issuer Name and Ticker or Trading Symbol

NATIONAL HOLDINGS CORP [NHLD]

4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Co-Chief Executive 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

625,000

D <sup>(1)</sup> AReminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
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)

Date Exercisable Expiration Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)Title Amount or  
Number of4. Conversion  
or Exercise  
Price of  
Derivative  
Security5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect6. Nature of Indirect  
Beneficial Ownership  
(Instr. 5)

Shares

(I)  
(Instr. 5)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mullen Michael A 400 CHAMBERS STREET, 4G NEW YORK, NY 10282	Â	Â	Â Co-Chief Executive Officer	Â

## Signatures

/s/ Michael  
Mullen 01/12/2017

    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).

625,000 restricted shares of common stock, which vest as follows: (1) 312,500 vest equally in 25% increments on the anniversary date of January 3, 2017 over the next four years; (2) 52,083 vest based upon the Company first achieving a market capitalization of \$75 million for 30 consecutive trading days; 52,083 vest based upon the Company first achieving a market capitalization of \$100 million for 30

- (1) consecutive trading days; 52,084 vest based upon the Company first achieving a market capitalization of \$150 million for 30 consecutive trading days; and (3) 52,083 vest based upon the Company's EBITDA first being equal to or greater than \$10 million at the end of a fiscal year; 52,083 vest based upon the Company's EBITDA first being equal to or greater than \$15 million at the end of a fiscal year; 52,084 vest based upon the Company's EBITDA first being equal to or greater than \$25 million 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.

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.