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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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

(Last) (First) (Middle)

C/O 200 VESEY STREET, 25TH FLOOR

(Street)

NEW YORK, NY 10281

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
NATIONAL HOLDINGS CORP [NHLD]

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2018

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director
_____ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2019		M		25,000	A	(1)	369,859	D	
Common Stock	02/12/2019		M		3,495	A	(1)	373,354	D	

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 Shares
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.

(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.
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