

NHC Holdings, LLC
Form 3
November 26, 2018

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 *	2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol
Â NHC Holdings, LLC	(Month/Day/Year)	NATIONAL HOLDINGS CORP [NHLD]
(Last) (First) (Middle)	11/16/2018	
21255 BURBANK BLVD,		4. Relationship of Reporting Person(s) to Issuer
SUITE 400,Â		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		
		(Check all applicable)
		____ Director ____X__ 10% Owner
		____ Officer ____ Other
		(give title below) (specify below)
WOODLAND		6. Individual or Joint/Group Filing(Check Applicable Line)
HILLS,Â CAÂ 91367		____ Form filed by One Reporting Person
(City) (State) (Zip)		__X__ 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	3,010,054	D	Â
Common Stock	3,010,054	I	See notes <u>(1)</u> <u>(2)</u>

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

SEC 1473 (7-02)

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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)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NHC Holdings, LLC 21255 BURBANK BLVD, SUITE 400 WOODLAND HILLS, CA 91367	Â	Â X	Â	Â
B. Riley Financial, Inc. 21255 BURBANK BLVD. SUITE 400 WOODLAND HILLS, CA 91367	Â	Â X	Â	Â

Signatures

NHC Holdings, LLC, by: /s/ Phillip J. Ahn, Authorized Signatory	11/26/2018
__Signature of Reporting Person	Date
B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer	11/26/2018
__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).
- In addition to NHC Holdings, LLC ("NHC"), this Form 3 is being filed jointly with B. Riley Financial, Inc. ("B. Riley" and together with NHC, the "Filing Persons"). Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock, par value \$0.02 per share ("Common Stock"), of National Holdings Corporation, a Delaware corporation, reported herein except to the extent of its pecuniary interest therein.
- (1)
 - (2) NHC is a wholly-owned subsidiary of B. Riley. As a result, each of NHC and B. Riley may be deemed to beneficially own the shares of Common Stock owned directly by NHC.

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.