NATIONAL HOLDINGS CORP
Form 3
August 07, 2014

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 *
Â Abbe Richard

(Last) (First) (Middle)

641 LEXINGTON AVENUE,Â 26TH FLOOR

(Street)

NEW YORK,Â NYÂ 10022

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
07/28/2014

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director
_____ 10% Owner
_____ Officer
_____ Other
(give title below) (specify below)

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

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 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, $0.02 Par Value	8,286,455	I	By Iroquois Master Fund Ltd. (1)
Common Stock, $0.02 Par Value	166,668	I	By Trust Accounts (2)

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)

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Abbe Richard 641 LEXINGTON AVENUE 26TH FLOOR NEW YORK,Â NYÂ 10022	Â X	Â	Â	Â

Signatures

/s/ Richard Abbe	08/07/2014
**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).

(1) Shares of Common Stock owned directly by Iroquois Master Fund Ltd. (the "Fund"). Mr. Abbe, as a managing partner of Iroquois Capital Management, LLC, the investment advisor of the Fund, may be deemed to beneficially own the shares of Common Stock owned directly by the Fund. Mr. Abbe disclaims beneficial ownership of such shares of Common Stock except to the extent of his pecuniary interest therein.

(2) Shares of Common Stock held by certain trusts or accounts established for the benefit of Mr. Abbe's children or other relatives.

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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