

NATIONAL HOLDINGS CORP
 Form 3
 January 04, 2012

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 COR Equity Income Fund LP (Last) (First) (Middle) 233 WILSHIRE BLVD, STE 830 (Street) SANTA MONICA, CA 90401 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 12/27/2011 | 3. Issuer Name and Ticker or Trading Symbol NATIONAL HOLDINGS CORP [NHLD] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 | 2,004,083 | D (1) | Â |
| Common Stock | 13,608 | D (2) | Â |

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 Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Series C Preferred Stock | Â (3) | Â (4) | Common Stock | 602,630 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 07/02/2015 | Common Stock | 200,877 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 07/02/2016 | Common Stock | 200,877 | \$ 0.5 | D (1) | Â |
| Warrants | 07/02/2012 | 07/02/2017 | Common Stock | 200,877 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 07/11/2015 | Common Stock | 14,708 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 07/02/2016 | Common Stock | 14,708 | \$ 0.5 | D (1) | Â |
| Warrants | 07/02/2012 | 07/02/2017 | Common Stock | 14,708 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 02/22/2012 | Common Stock | 62,500 | \$ 0.75 | D (1) | Â |
| Warrants | Â (3) | 06/04/2015 | Common Stock | 250,000 | \$ 0.5 | D (1) | Â |
| Warrants | Â (3) | 06/30/2013 | Common Stock | 468,750 | \$ 1.25 | D (1) | Â |
| Warrants | Â (3) | 03/31/2013 | Common Stock | 375,000 | \$ 2 | D (1) | Â |
| Warrants | Â (5) | 06/04/2015 | Common Stock | 250,000 | \$ 0.5 | D (1) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| COR Equity Income Fund LP 233 WILSHIRE BLVD, STE 830 SANTA MONICA, CA 90401 | Â | Â X | Â | Â |

Signatures

See Exhibit 99.1 01/03/2012

**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) The shares are directly beneficially owned by COR Securities Holdings Inc. COR Capital LLC is the controlling shareholder of COR Securities Holdings, Inc. Steven Sugarman is the managing member of COR Capital LLC. This report shall not be deemed an admission by any Reporting Person that he is or was the beneficial owner of the securities for purposes of Section 16 or otherwise. Each Reporting Person disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.

The shares are directly beneficially owned by COR Equity Income Fund LP. COR Capital LLC is the general partner of COR Equity Income Fund LP. Steven Sugarman is the managing member of COR Capital LLC. This report shall not be deemed an admission by any Reporting Person that he is or was the beneficial owner of the securities for purposes of Section 16 or otherwise. Each Reporting Person disclaims beneficial ownership of such shares, except to the extent of their pecuniary interest therein.
 - (2) Currently exercisable.
 - (3) The Series C Preferred Stock does not expire.
 - (4) Warrant vests only in the event that the Issuer indebtedness owed to St. Cloud is prepaid prior to its stated maturity.

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Remarks:

The Reporting Persons are members of a deemed Section 13(d) group that owns more than 10% of

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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