

NATIONAL HOLDINGS CORP  
Form 8-K  
December 23, 2010

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): October 14, 2010

National Holdings Corporation  
(Exact name of registrant as specified in its charter)

|   |                                       |  |
|---|---------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 001-12629<br>(Commission File Number) | 36-4128138<br>(I.R.S. Employer<br>Identification Number) |
|---|---------------------------------------|--|

120 Broadway, 27th Floor, New York, NY 10271  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (212) 417-8000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.

(b) On October 14, 2010, Charles Modica resigned as a director of National Holdings Corporation, as Chairman of our Compensation Committee, and as a member of our Audit Committee, effective immediately. Mr. Modica did not resign because of a disagreement with the Company on any matter relating to the Company's operations, policies or practices.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL HOLDINGS  
CORPORATION  
(Registrant)

Date: December 22, 2010

/s/ LEONARD J. SOKOLOW  
Leonard J. Sokolow  
President