

Sugarman Steven  
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 Sugarman Steven  
(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)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 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

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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information contained in this form are not  
required to respond unless the form displays a  
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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)

## Edgar Filing: Sugarman Steven - Form 3

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

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sugarman Steven 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.
- (2) 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.
- (3) Currently exercisable.
- (4) The Series C Preferred Stock does not expire.
- (5) 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:

TheÂ ReportingÂ PersonsÂ areÂ membersÂ ofÂ aÂ deemedÂ SectionÂ 13(d)Â groupÂ thatÂ ownsÂ moreÂ thanÂ 10%Â c

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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