

NATIONAL HOLDINGS CORP  
Form 8-K  
March 01, 2016  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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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): February 29, 2016

National Holdings Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware	001-12629	36-4128138
(State or Other Jurisdiction	(Commission	(I.R.S.
of Incorporation)	File Number)	Employer
		Identification
		No.)

410 Park Avenue, 14 <sup>th</sup> Floor, New York, NY	10022
(Address of Principal Executive Offices)	(Zip Code)

(212) 417-8000

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01 Other Events.**

As previously reported, National Holdings Corporation (“National”) was in discussions with CB Pharma Acquisition Corp (“CB Pharma”) with respect to a business combination. National has terminated these discussions due to some of the restrictions and risks inherent in dealing with a publicly-traded special purpose acquisition company. However, National and certain companies affiliated with officers and directors of CB Pharma continue to engage in discussions with respect to a business combination. No assurances can be made at this time that such discussions, or discussions with any other potential interested parties, will result in an agreement as to a business combination.

SIGNATURE

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: February 29, 2016

By: /s/ Robert B. Fagenson  
Robert B. Fagenson  
Chief Executive Officer