

NATIONAL HOLDINGS CORP  
Form 10-K/A  
July 14, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended  
September 30, 2008  
Commission File No: 001-12629

NATIONAL HOLDINGS CORPORATION  
(Exact Name of Registrant as specified in its charter)

Delaware 36-4128138  
(State or (I.R.S.  
other Employer  
jurisdiction of  
incorporation Identification  
or No.)  
organization)

120 Broadway, 27th Floor, New York, NY 10271  
(Address, including zip code, of principal executive offices)  
Registrant's telephone number, including area code: (212) 417-8000

Securities registered pursuant to Section 12(b) of the Act: None  
Securities registered pursuant to Section 12(g) of the Act: Common Stock, \$.02 par value  
(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act.  
YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (check one): Large Accelerated Filer  Accelerated Filer  Non-Accelerated Filer  Smaller Reporting Company

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III or any amendment to this Form 10-K. YES  NO

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2). YES  NO

As of March 31, 2008, the aggregate market value of voting and non-voting common equity held by non-affiliates of the registrant, based on the closing sales price for the registrant's common stock, as quoted on the Over-the-Counter Bulletin Board was approximately \$6,600,000 (calculated by excluding shares owned beneficially by directors, officers and 10% shareholders). As of July 13, 2009 there were 17,150,704 shares of the registrant's common stock outstanding.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Company's Proxy Statement filed with the Securities and Exchange Commission (the "SEC") in connection with the Company's Annual Meeting of Shareholders to be held on or about March 16, 2009 (the "Company's 2009 Proxy Statement") are incorporated by reference into Part III hereof.

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Explanatory Note

This Amendment No. 1 on Form 10-K/A amends the Annual Report on Form 10-K for the fiscal year ended September 30, 2008 that we previously filed with the Securities and Exchange Commission on December 29, 2008. We are filing this Amendment No. 1 solely for the purpose of amending Part IV, Item 15, Exhibits 31.1 and 31.2 to include introductory language in paragraph 4 referring to internal control over financial reporting.

This Amendment No. 1 amends Exhibits 31.1 and 31.2 only. All other items and exhibits contained in the Form 10-K as filed on December 29, 2008 remain unchanged. This Amendment No. 1 does not reflect facts or events occurring after the original file date of December 29, 2008 nor modify (except as set forth above) or update the disclosures in any way.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NATIONAL HOLDINGS CORPORATION  
(Registrant)

Date: July 13, 2009

By: /s/Mark Goldwasser  
Mark Goldwasser,  
Chairman and Chief Executive Officer

Date: July 13, 2009

By: /s/Alan B. Levin  
Alan B. Levin  
Chief Financial Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Date: July 13, 2009

By: /s/Mark Goldwasser  
Mark Goldwasser,  
Chairman and Chief Executive Officer

Date: July 13, 2009

By: /s/Leonard J. Sokolow  
Leonard J. Sokolow  
Vice Chairman and President

Date: July 13, 2009

By: /s/Christopher C. Dewey  
Christopher C. Dewey  
Vice Chairman

Date: July 13, 2009

By: /s/Marshall S. Geller  
Marshall S. Geller, Director

Date: July 13, 2009

By: /s/Robert W. Lautz, Jr.  
Robert W. Lautz, Jr., Director

Date: July 13, 2009

By: /s/Charles R. Modica  
Charles R. Modica, Director

Date: July 13, 2009

By: /s/Jorge A. Ortega  
Jorge A. Ortega, Director

