

Edgar Filing: NATIONAL HOLDINGS CORP - Form SC 13G

NATIONAL HOLDINGS CORP  
Form SC 13G  
February 14, 2014

SCHEDULE 13G

Amendment No. 0  
NATIONAL HLDGS CORP  
Common Stock  
Cusip #636375107

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Item 1: Reporting Person - FMR LLC  
Item 4: Delaware  
Item 5: 6,546,490  
Item 6: 0  
Item 7: 6,546,490  
Item 8: 0  
Item 9: 6,546,490  
Item 11: 5.312%  
Item 12: HC

Cusip #636375107  
Item 1: Reporting Person - Edward C. Johnson 3d  
Item 4: United States of America  
Item 5: 0  
Item 6: 0  
Item 7: 6,546,490  
Item 8: 0  
Item 9: 6,546,490  
Item 11: 5.312%  
Item 12: IN

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

NATIONAL HLDGS CORP

Item 1(b). Name of Issuer's Principal Executive Offices:

120 BROADWAY  
27TH FLOOR  
NEW YORK, NY 10271

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

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245 Summer Street, Boston,  
Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

636375107

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b)(ii)(G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 6,546,490

(b) Percent of Class: 5.312%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 6,546,490

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 6,546,490

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of NATIONAL HLDGS CORP. No one person's interest in the Common Stock of NATIONAL HLDGS CORP is more than five percent of the total outstanding Common Stock.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

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Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired in the ordinary course of business and were not acquired for the purpose of and do not have the effect of changing or influencing the control of the issuer of such securities and were not acquired in connection with or as a participant in any transaction having such purpose or effect.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2014  
Date

/s/ Scott C. Goebel  
Signature

Scott C. Goebel  
Duly authorized under Power of Attorney  
effective as of June 1, 2008 by and on behalf of FMR LLC  
and its direct and indirect subsidiaries

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Pyramis Global Advisors Trust Company ("PGATC"), 900 Salem Street, Smithfield, Rhode Island, 02917, an indirect wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 6,546,490 shares or 5.312% of the outstanding Common Stock of the NATIONAL HLDGS CORP as a result of its serving as investment manager of institutional accounts owning such shares. The number of shares of Common Stock of NATIONAL HLDGS CORP owned by the institutional account(s) at December 31, 2013 included 5,851,590 shares of Common Stock resulting from the assumed conversion of 5,851,590 shares of NATIONAL HOLDINGS CORP PIPE (1 shares of Common Stock for each share of Convertible Preferred Stock).

Edward C. Johnson 3d and FMR LLC, through its control of Pyramis Global Advisors Trust Company, each has sole dispositive power over 6,546,490 shares and sole power

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to vote or to direct the voting of 6,546,490 shares of Common Stock owned by the institutional accounts managed by PGATC as reported above.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

SCHEDULE 13G - TO BE INCLUDED IN  
STATEMENTS

FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)  
RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on February 13, 2014, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the Common Stock of NATIONAL HLDGS CORP at December 31, 2013.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Pyramis Global Advisors Trust Company

By /s/ Jennifer A. Jaslowich  
Jennifer A. Jaslowich

Duly authorized under Power of Attorney dated March 28, 2013, by Douglas R. Moore  
Chief Financial Officer

