

ASHER DANIEL
Form 4
February 14, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
ASHER DANIEL

2. Issuer Name and Ticker or Trading Symbol
NATIONAL HOLDINGS CORP
[NHLD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

111 W JACKSON BLVD, 20TH FL

02/01/2019

(Street)

4. 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

CHICAGO, IL 60604

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/01/2019		P		1,000	A	\$ 3.23	1,586,274 ⁽¹⁾ I	Through Intracoastal Capital LLC ⁽²⁾
Common Stock	02/12/2019 ⁽³⁾		P		350,000	A	\$ 3.25	1,936,874 ⁽⁴⁾ I	Through Equitec Specialists, LLC ⁽⁵⁾
Common Stock	02/12/2019 ⁽⁶⁾		P		527,932	A	\$ 3.25	2,464,806 I	Through Sphinx Trading, LP ⁽⁷⁾

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ASHER DANIEL 111 W JACKSON BLVD 20TH FL CHICAGO, IL 60604		X		

Signatures

/s/ Daniel Asher 02/14/2019
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) This purchase transaction closed a short position created by Intracoastal Capital LLC before the reporting person became subject to Section 16 of the Securities Exchange Act of 1934 and had no impact on the amount of securities beneficially owned by the reporting person following the transaction. As reported on a Form 4 filed on February 6, 2019, the reporting person owned 1,586,274 shares of common stock following the last transaction the reporting person made in NHLD common stock on January 30, 2019.
 - (2) The reporting person is a member of the board of managers of Intracoastal Capital LLC.
 - (3) The right and obligation to acquire these shares was assigned to Equitec Specialists, LLC from NHC Holdings, LLC on February 11, 2019.

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- (4) As reported on a Form 4 filed on February 6, 2019, the reporting person owned 1,586,874 shares of common stock following the last transaction the reporting person made in NHLD common stock on February 4, 2019.
- (5) The reporting person controls 50% of the voting membership interests in Equitec Specialists, LLC.
- (6) The right and obligation to acquire these shares was assigned to Sphinx Trading, LP from NHC Holdings, LLC on February 11, 2019.
- (7) The reporting person is a member and the president of Oakmont Investments, LLC, the general partner of Sphinx Trading, LP.

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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