

NATIONAL HOLDINGS CORP  
Form 8-K  
April 16, 2008

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

**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): April 11, 2008**

**National Holdings Corporation**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-12629  
(Commission  
File Number)

36-4128138  
(I.R.S. Employer  
Identification Number)

120 Broadway, 27<sup>th</sup> Floor, New York, NY 10271  
(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (212) 417-8000

875 North Michigan Avenue, Suite 1560, Chicago, IL 60611  
(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 communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02. Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers.**

(b) On April 11, 2008, David McCoy resigned as Chief Operating Officer of National Holdings Corporation and all positions with its subsidiaries (the "Company"), effective immediately. Mr. McCoy will continue his relationship with the Company as a registered representative and as a recruiter.

**SIGNATURES**

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: April 15, 2008

By: /S/ MARK GOLDWASSER  
Mark Goldwasser  
Chief Executive Officer