

NATIONAL HOLDINGS CORP  
Form SC 13D  
January 03, 2012

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934

National Holdings Corporation  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

636375107  
(CUSIP Number)

December 27, 2011  
(Date of Event Which Requires Filing of this Statement)

Steven Sugarman  
Managing Member  
COR Capital LLC  
233 Wilshire Boulevard, Suite 830  
Santa Monica, California 90401  
(310) 526-8400

with a copy to:

Hughes Hubbard & Reed LLP  
One Battery Park Plaza  
New York, NY 10004  
Telephone: (212) 837-6000  
Attn: Gary J. Simon

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  .

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NAME OF REPORTING PERSONS

COR Securities Holdings Inc.

1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

45-2884575

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  (b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 8,034,718 1

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

SHARED VOTING POWER

8 8,034,718 2

SOLE DISPOSITIVE POWER

9 8,034,718 3

SHARED DISPOSITIVE POWER

10 8,034,718 4

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT

11 8,034,718

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1 See response to Item 5(a) and 5(b).

2 See response to Item 5(a) and 5(b).

3 See response to Item 5(a) and 5(b).

4 See response to Item 5(a) and 5(b).

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
12  0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13 30.23%5

TYPE OF REPORTING PERSON\*  
14 CO, HC

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5 Based on 20,446,704 shares of Common Stock outstanding as reported by the Issuer on August 15, 2011.

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NAME OF REPORTING PERSONS

COR Equity Income Fund LP

1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

27-042-0240

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  (b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

o

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 13,608~~6~~

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

SHARED VOTING POWER

8 13,608~~7~~

SOLE DISPOSITIVE POWER

9 13,608~~8~~

SHARED DISPOSITIVE POWER

10 13,608~~9~~

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORT

11 13,608

6 See response to Item 5(a) and 5(b).

7 See response to Item 5(a) and 5(b).

8 See response to Item 5(a) and 5(b).

9 See response to Item 5(a) and 5(b).

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CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*  
12  0

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  
13 .06%10

TYPE OF REPORTING PERSON\*  
14 IV, PN

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10 Based on 20,446,704 shares of Common Stock outstanding as reported by the Issuer on August 15, 2011.

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NAME OF REPORTING PERSONS

COR Capital LLC

1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

27-0420240

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0

8 NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

SHARED VOTING POWER

8,048,32611

9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

8,048,32612

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,048,326

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*



11 See response to Item 5(a) and 5(b).

12 See response to Item 5(a) and 5(b).

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.28%13

TYPE OF REPORTING PERSON\*

14 OO

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13 Based on 20,446,704 shares of Common Stock outstanding as reported by the Issuer on August 15, 2011.

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NAME OF REPORTING PERSONS

Steven Sugarman

1

S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2

(a)   
 (b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

7

0

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

SHARED VOTING POWER

8

8,048,32614

SOLE DISPOSITIVE POWER

9

0

SHARED DISPOSITIVE POWER

10

8,048,32615

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

8,048,326

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

12

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14 See response to Item 5(a) and 5(b).

15 See response to Item 5(a) and 5(b).

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 30.28%16

TYPE OF REPORTING PERSON\*

14 IN

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16 Based on 20,446,704 shares of Common Stock outstanding as reported by the Issuer on August 15, 2011.

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NAME OF REPORTING PERSONS

St. Cloud Capital Partners II, L.P.

1 S.S. or I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

20-4615136

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

2 (a)  (b)

3 SEC USE ONLY

SOURCE OF FUNDS

4 WC, OO

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

SOLE VOTING POWER

7 3,375,000<sup>17</sup>

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

SHARED VOTING POWER

8 3,375,000<sup>18</sup>

SOLE DISPOSITIVE POWER

9 3,375,000<sup>19</sup>

SHARED DISPOSITIVE POWER

10 3,375,000<sup>20</sup>

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 3,375,000

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17 See response to Item 5(a) and 5(b).

18 See response to Item 5(a) and 5(b).

19 See response to Item 5(a) and 5(b).

20 See response to Item 5(a) and 5(b).

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