

NATIONAL HOLDINGS CORP
Form 3
September 22, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â FBIO Acquisition, Inc.</p> <p>(Last) (First) (Middle)</p> <p>2 GANSEVOORT STREET, 9TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10014</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/12/2016</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>NATIONAL HOLDINGS CORP [NHLD]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 7,037,482 | D <u>(1)</u> | Â |
| Common Stock | 371,584 | I <u>(2)</u> | See footnote <u>(2)</u> |
| Common Stock | 89,530 | I <u>(3)</u> | See footnote <u>(3)</u> |
| Common Stock | 44,884 | I <u>(4)</u> | See footnote <u>(4)</u> |
| Common Stock | 16,294 | I <u>(5)</u> | See footnote <u>(5)</u> |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| FBIO Acquisition, Inc. 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â | Â X | Â | Â |
| Fortress Biotech, Inc. 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â | Â X | Â | Â |
| Opus Point Partners, LLC 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â | Â X | Â | Â |
| Opus Point Healthcare Innovations (Offshore) Fund Ltd. 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â | Â X | Â | Â |
| WEISS MICHAEL S 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â X | Â X | Â | Â |
| ROSENWALD LINDSAY A MD 2 GANSEVOORT STREET, 9TH FLOOR NEW YORK, NY 10014 | Â | Â X | Â | Â |

Signatures

| | |
|--|------------|
| FBIO Acquisition, Inc., By: /s/ Lindsay A. Rosenwald M.D., Lindsay A. Rosenwald M.D. | 09/22/2016 |
| Signature of Reporting Person | Date |
| Fortress Biotech, Inc., By: /s/ Lindsay A. Rosenwald M.D., Lindsay A. Rosenwald M.D. | 09/22/2016 |
| Signature of Reporting Person | Date |
| Opus Point Partners, LLC, By: /s/ Michael S. Weiss, Michael S. Weiss | 09/22/2016 |
| Signature of Reporting Person | Date |
| Opus Point Healthcare Innovations (Offshore) Fund Ltd., By: /s/ Michael S. Weiss, Michael S. Weiss | 09/22/2016 |
| Signature of Reporting Person | Date |
| /s/ Michael S. Weiss, Michael S. Weiss | 09/22/2016 |
| Signature of Reporting Person | Date |

/s/ Lindsay A. Rosenwald M.D., Lindsay A. Rosenwald M.D._

09/22/2016

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) These securities are owned directly by FBIO Acquisition, Inc. ("FBIO Acquisition"), which may be deemed to be a member of a "group" for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, consisting of (i) FBIO Acquisition, (ii) Fortress Biotech, Inc. ("FBIO"), (iii) Opus Point Partners, LLC ("Opus Point Partners"), (iv) Opus Point Healthcare Innovations (Offshore) Fund Ltd. ("Opus Point Healthcare"), (v) Lindsay A. Rosenwald, M.D. and (vi) Michael S. Weiss (collectively, the "FBIO Group"), and indirectly by FBIO, by its ownership of FBIO Acquisition. Each of the members of the FBIO Group, other than FBIO Acquisition and FBIO, disclaim beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(2) These securities are owned directly by Opus Point Partners, and indirectly by Dr. Rosenwald and Mr. Weiss, by their ownership in Opus Point Partners. Each of FBIO Acquisition, FBIO and Opus Point Healthcare disclaim beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(3) These securities are owned directly by Opus Point Healthcare, and indirectly by Opus Point Partners and Dr. Rosenwald and Mr. Weiss, by their ownership in Opus Point Partners. Each of FBIO Acquisition and FBIO disclaim beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(4) These securities are owned directly by Mr. Weiss. Each of other members of the FBIO Group disclaim beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

(5) These securities are owned directly by Dr. Rosenwald. Each of other members of the FBIO Group disclaim beneficial ownership of these securities to the extent it or he does not have a pecuniary interest therein.

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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