

Mail Stop 4561

July 23, 2009

VIA USMAIL and FAX (561) 422 - 4160

Mr. Alan B. Levin  
Chief Financial Officer  
National Holdings Corporation  
1200 North Federal Highway, Suite 400  
Boca Raton, Florida 33432

**Re: National Holdings Corporation**  
**Form 10-K for the year ended 9/30/2008**  
**Filed on 12/29/2008**  
**Form 10-Q for the periods ended 12/31/2008 and 3/31/2009**  
**Filed on 2/17/2009 and 5/15/2009**  
**Definitive Proxy Statement on Schedule 14A**  
**Filed on 1/28/2009**  
**File No. 001-12629**

Dear Mr. Alan B. Levin:

We have completed our review of your Form 10-K and related filings and do not, at this time, have any further comments.

Sincerely,

Cicely LaMothe  
Branch Chief