



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

DIVISION OF  
CORPORATION FINANCE

March 28, 2012

Via E-mail

Mark Goldwasser  
Chairman and Chief Executive Officer  
National Holdings Corporation  
120 Broadway, 27<sup>th</sup> Floor  
New York, NY 10271

**Re: National Holdings Corporation**  
**Form 10-K for the fiscal year ended September 30, 2011**  
**Filed January 13, 2012**  
**File No. 001-12629**

Dear Mr. Goldwasser:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Sebastian Gomez Abero for

Suzanne Hayes  
Assistant Director