

Edgar Filing: BEDFORD OAK PARTNERS LP - Form SC 13G

BEDFORD OAK PARTNERS LP  
Form SC 13G  
March 24, 2006

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_)\*

National Holdings Corporation  
-----

(Name of Issuer)

Common Stock, \$0.02 Par Value  
-----

(Title of Class of Securities)

636375107  
-----

(CUSIP Number)

March 16, 2006  
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(Date of Event which Requires Filing  
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 636375107  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bedford Oak Partners, L.P. 06-1504646

-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a) [ ]  
(b) [X]

-----

3 SEC USE ONLY

-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

-----

5 SOLE VOTING POWER

0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

-----

6 SHARED VOTING POWER

273,090 (see Item 4)

-----

7 SOLE DISPOSITIVE POWER

0

-----

8 SHARED DISPOSITIVE POWER

273,090 (see Item 4)

-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

273,090 (see Item 4)

-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.39% (see Item 4)

-----

12 TYPE OF REPORTING PERSON\*

PN

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Bedford Oak Advisors, LLC 13-4007124

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

(a) [ ]  
(b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

0

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH

6 SHARED VOTING POWER

308,090 (see Item 4)

7 SOLE DISPOSITIVE POWER

0

8 SHARED DISPOSITIVE POWER

308,090 (see Item 4)

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

308,090 (see Item 4)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

[ ]

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.08% (see Item 4)

12 TYPE OF REPORTING PERSON\*

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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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Harvey P. Eisen

-----  
2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
(a) [ ]  
(b) [X]  
-----

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
United States  
-----

5 SOLE VOTING POWER  
  
0  
-----  
NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED  
BY  
EACH  
REPORTING  
PERSON  
WITH  
6 SHARED VOTING POWER  
  
308,090 (see Item 4)  
-----  
7 SOLE DISPOSITIVE POWER  
  
0  
-----  
8 SHARED DISPOSITIVE POWER  
  
308,090 (see Item 4)  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
  
308,090 (see Item 4)  
-----

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
[ ]  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
  
6.08% (see Item 4)  
-----

12 TYPE OF REPORTING PERSON\*  
  
IN  
-----

\*SEE INSTRUCTION BEFORE FILLING OUT

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Item 1(a) Name of Issuer:  
-----

National Holdings Corporation ("the Company")

Item 1(b) Address of Issuer's Principal Executive Offices:  
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875 North Michigan Avenue, Suite 1560  
Chicago, Illinois 60611

Items 2(a) and 2(b) Name of Person Filing and Business Office:  
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This statement is filed by: (i) Bedford Oak Partners, L.P. ("BOP"); (ii) Bedford Oak Advisors, LLC ("Investment Manager") in its capacity as the investment manager of BOP and other private investment funds; and (iii) Harvey P. Eisen, in his capacity as managing member of the Investment Manager. The principal business address of each reporting person is 100 South Bedford Road, Mt. Kisco, New York 10549.

Item 2(c) Citizenship:  
-----

BOP is a Delaware limited partnership. The Investment Manager is a Delaware limited liability company. Mr. Eisen is a United States citizen.

Item 2(d) Title of Class of Securities:  
-----

Common Stock, \$0.02 par value ("Common Stock")

Item 2(e) CUSIP Number:  
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636375107

Item 3 Not Applicable

Item 4 Ownership:  
-----

The percentages used herein are calculated based upon 5,064,878 shares of Common Stock issued and outstanding as of February 6, 2006, as disclosed by the Company in its quarterly report filed on Form 10-Q for the period ending December 31, 2005.

As of the close of business on March 23, 2006:

1. Bedford Oak Partners, L.P.
  - (a) Amount beneficially owned: -273,090-
  - (b) Percent of class: 5.39%
  - (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: -273,090-
  - (iii) Sole power to dispose or direct the disposition: -0-
  - (iv) Shared power to dispose or direct the disposition: -273,090-

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- 2. Bedford Oak Advisors, LLC
  - (a) Amount beneficially owned: -308,090-
  - (b) Percent of class: 6.08%
  - (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: -308,090-
  - (iii) Sole power to dispose or direct the disposition:  
-0-
  - (iv) Shared power to dispose or direct the disposition:  
-308,090-

- 3. Harvey P. Eisen
  - (a) Amount beneficially owned: -308,090-
  - (b) Percent of class: 6.08%
  - (c) (i) Sole power to vote or direct the vote: -0-
  - (ii) Shared power to vote or direct the vote: -308,090-
  - (iii) Sole power to dispose or direct the disposition:  
-0-
  - (iv) Shared power to dispose or direct the disposition:  
-308,090-

The Investment Manager controls 308,090 shares of Common Stock in its capacity as the investment manager of certain private investment funds including BOP, which itself directly owns 273,090 shares of Common Stock. Harvey P. Eisen controls 308,090 shares of Common Stock in his capacity as the managing member of the Investment Manager.

- Item 5 Ownership of Five Percent or Less of a Class:  
-----  
  
Not Applicable
- Item 6 Ownership of More than Five Percent on Behalf of Another  
-----  
Person:  
-----  
  
Not Applicable
- Item 7 Identification and Classification of the Subsidiary  
-----  
Which Acquired the Security Being Reported on By the  
-----  
Parent Holding Company:  
-----  
  
Not Applicable
- Item 8 Identification and Classification of Members  
-----  
of the Group:  
-----  
  
Not Applicable
- Item 9 Notice of Dissolution of Group:  
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Not Applicable

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Item 10 Certification:

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By signing below the signatory certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: March 23, 2006

BEDFORD OAK PARTNERS, L.P.

By: Bedford Oak Management, LLC, its  
General Partner

By: /s/ Harvey P. Eisen

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Name: Harvey P. Eisen  
Title: Chairman and Managing Member

BEDFORD OAK ADVISORS, LLC

By: /s/ Harvey P. Eisen

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Name: Harvey P. Eisen  
Title: Chairman and Managing Member

HARVEY P. EISEN

/s/ Harvey P. Eisen

