ISSUERDIRECT

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

National American University Holdings, Inc.

Form: 8-K

Date Filed: 2012-06-06

Corporate Issuer CIK:	1399855
Symbol:	NAUH
SIC Code:	8200
Fiscal Year End:	05/31

© Copyright 2014, Issuer Direct Corporation. All Right Reserved. Distribution of this document is strictly prohibited, subject to the terms of use.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 31, 2012

National American University Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**001-34751**	**83-0479936**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

5301 S. Highway 16 Rapid City, SD	**57701**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code: (605) 721-5220

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

❑ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

❑ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

❑ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

❑ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 31, 2012, National American University Holdings, Inc. (the "Company") notified The NASDAQ Stock Market LLC ("NASDAQ") that H. Edward Yelick, an independent director of the Company and a member of the Company's Corporate Governance and Nominating Committee and Compensation Committee, passed away on May 30, 2012. As a result of Mr. Yelick's death, the Company's Board of Directors (the "Board") is no longer comprised of a majority of independent directors, as required for continued listing by NASDAQ Listing Rules 5605(b)(1).

The Board intends to identify candidates to replace Mr. Yelick and appoint a new independent director who satisfies the independence requirements of the NASDAQ Listing Rules prior to the expiration of the applicable cure period under NASDAQ Listing Rules 5605(b)(1)(A).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NATIONAL AMERICAN UNIVERSITY HOLDINGS, INC.

By: /s/ Ronald L. Shape

Ronald L. Shape, Ed. D.
Chief Executive Officer

Date: June 6, 2012