

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

National American University Holdings, Inc.

Form: 4

Date Filed: 2011-06-23

Corporate Issuer CIK: 1399855

(1) The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purpose of Section 16 or for any other purpose.

On June 21, 2011, H. & E. Buckingham Limited Partnership ("Partnership") exercised warrants to purchase 80,261 shares of the Issuer's common stock for \$5.50 a share. The Partnership paid the (2) exercise price on a cashless basis, resulting in the Issuer's withholding of 54,499 of the warrant shares to pay the exercise price and issuing to the Partnership the remaining 25,762 shares. The Issuer also paid \$6.40 to the Partnership in lieu of a fractional share.

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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