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

**FORM 10-K/A
(Amendment No. 1)**

(Mark One)

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended March 31, 2009

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 000-15936

HUDSON HOLDING CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-3766053
(I.R.S. Employer
Identification No.)

111 Town Square Place; Suite 1500A
Jersey City, New Jersey
(Address of Principal Executive Offices)

07310
(Zip Code)

Registrant's telephone number, including area code: (201) 216-0100

Securities registered pursuant to Section 12(b) of the Act: None

Securities registered pursuant to Section 12 (g) of the Act: Common Stock, par value \$0.001 per share

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant was approximately \$4,669,246 as of September 30, 2008, based upon the closing price on the OTC Bulletin Board reported for such date. Shares of common stock held by each officer and director and by each person who owns 10% or more of the outstanding Common Stock have been excluded in that such persons may be deemed to be affiliates.

As of July 29, 2009, the Registrant had 47,794,537 outstanding shares of its Common Stock, \$0.001 par value.

EXPLANATORY NOTE

On June 26, 2009, Hudson Holding Corporation (the “Company” or “Hudson”) filed its Annual Report on Form 10-K for the year ended March 31, 2009 (“Original Annual Report”). That filing intended to incorporate Part III of Form 10-K by reference to the Company’s definitive proxy statement (to be subsequently filed).

This Amendment No. 1 on Form 10-K/A (“Amendment”) amends the Company’s Original Annual Report to provide the disclosure required by Part III of Form 10-K regarding disclosure of information relating to our management and board of directors, compensation of management, security ownership, section 16 matters and principal accounting fees and services. Also, this Amendment amends the cover page of the Original Annual Report to (i) update the aggregate market value of the voting and non-voting common equity held by non-affiliates as of the last business day of the most recently completed second fiscal quarter and (ii) update the as of date of the number of outstanding common shares. Except for the addition of the Part III information, the updates to the cover page and the filing of related certifications, no other changes have been made to the Original Annual Report. This Amendment does not reflect events occurring after the filing of the Original Annual Report or modify or update those disclosures affected by subsequent events.

In this Amendment, unless the context indicates otherwise, the terms “Company,” “we,” “us,” and “our” refer to Hudson Holding Corporation and its wholly owned subsidiaries. Other defined terms used in this Amendment but not defined herein shall have the meaning specified for such terms in the Original Annual Report.

Information included or incorporated by reference in this Amendment may contain forward-looking statements. This information may involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from the future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe our future plans, strategies and expectations, are generally identifiable by use of the words “may,” “should,” “expect,” “anticipate,” “estimate,” “believe,” “intend” or “project” or the negative of these words or other variations on these words or comparable terminology.

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PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following table sets forth information regarding the members of our board of directors and our executive officers.

<u>Name</u>	<u>Age</u>	<u>Position</u>
Martin C. Cunningham	49	Chairman of the Board of Directors and Chief Executive Officer
Keith R. Knox	50	President, Secretary and Director
Mark Leventhal	53	Executive Vice President and Director
Mark Bisker	54	Director
Peter J. Zugschwert	43	Director
Joanne V. Landau	54	Director
Carmine V. Chiusano	67	Director

The principal occupations for the past five years (and, in some instances, for prior years) of each of our directors and officers are as follows:

Martin Cunningham has been a director of Holding and has served as its Chief Executive Officer since 2004. From August 2003 until joining Hudson, Mr. Cunningham was an employee of Wien Securities, Inc. From February 2003 until August 2003, Mr. Cunningham was President of Wien Securities, Inc. From 1996 to December 2002, Mr. Cunningham was Senior Vice President and Head of Equity Trading at Schwab Capital Markets (formerly Mayer & Schweitzer).

Keith Knox has been a director of Holding and has served as its President since 2004. From January 2003 until joining Hudson, Mr. Knox was a Vice President of Wien Securities, Inc. From 1984 to December 2002, Mr. Knox was a trader with Schwab Capital Markets (formerly Mayer & Schweitzer).

Mark Leventhal has been a director of Holding and has served as its Executive Vice President since 2004. From January 2003 until joining Hudson, Mr. Leventhal was a Vice President of Wien Securities, Inc. From 1989 to December 2002, Mr. Leventhal was manager of NASDAQ Trading at Schwab Capital Markets (formerly Mayer & Schweitzer).

Mark Bisker has been a director of the Company since September 2007. Mr. Bisker has been the Senior Vice President of Banking and Financial Services of EPAM Systems, which provides technology consulting services to the Company, since 2007. From 2003 to 2007, he was the Chief Executive Officer of B2BITS, which provided technology consulting services to the Company. In these roles, Mr. Bisker serves as the Company's Chief Technology Officer.

Peter J. Zugschwert has been a director of the Company since October 1997, served as President of the Company from December 1997 through May 2005 and served as CEO of the Company from September 1997 to May 2005. Mr. Zugschwert has been a Private Equity Consultant since 1997.

Joanne V. Landau has been a Director since May 2006. Ms. Landau has been the President of Kurtsam Realty Corp. since 2003. From 2000 to 2002, she was Senior Vice President, Head of Strategic Marketing and Communications with Zurich Scudder—Deutsche Asset Management/Investments and from 1990 to 1999, Ms. Landau was with The Citibank Private Bank/Investments, a subsidiary of Citigroup, most recently as Vice President, Head of Global Marketing and Communications.

Carmine V. Chiusano has been a Director since May 2006. In 2004, Mr. Chiusano retired from Schwab Capital Markets (formerly Mayer & Schweitzer) where he was employed since 1968, most recently as Senior Vice President, Chief Operating Officer.

All directors hold office until the next annual meeting of stockholders and the election and qualification of their successors. Three of our seven directors are considered "independent" under the SEC's new independence standards. Officers are elected annually by the board of directors and serve at the discretion of the board.

There are no family relationships among our directors and executive officers. No director or executive officer has been a director or executive officer of any business which has filed a bankruptcy petition or had a bankruptcy petition filed against it. No director or executive officer has been convicted of a criminal offense or is the subject of a pending criminal proceeding. No director or executive officer has been the subject of any order, judgment or decree of any court permanently or temporarily enjoining, barring, suspending or otherwise limiting his involvement in any type of business, securities or banking activities. No director or officer has been found by a court to have violated a federal or state securities or commodities law.

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None of our directors or executive officers or their respective immediate family members or affiliates is indebted to us. As of the date of this filing, there is no material proceeding to which any of our directors, executive officers or affiliates is a party or has a material interest adverse to us.

Board Committees

Our board of directors has three standing committees to assist it with its responsibilities. These committees are described below.

The Audit Committee, which was established in May 2006, is comprised solely of directors who satisfy the SEC audit committee membership requirements, is governed by a board-approved charter, which is incorporated by reference as Exhibit 10.7, that contains, among other things, the committee's membership requirements and responsibilities. The audit committee oversees our accounting, financial reporting process, internal controls and audits, and consults with management and the independent registered public accounting firm (the "independent auditors") on, among other items, matters related to the annual audit, the quarterly financial statements and the application of United States generally accepted accounting principles. As part of its duties, the audit committee appoints, evaluates and retains our independent auditors. It maintains direct responsibility for the compensation, termination and oversight of our independent auditors and evaluates the independent auditors' qualifications, performance and independence. The committee also monitors compliance with our policies on ethical business practices and reports on these items to the board. The audit committee has established policies and procedures for the pre-approval of all services provided by the independent auditors. Our audit committee is comprised of Ms. Landau and Messrs. Zugschwert and Chiusano, and Mr. Zugschwert is the chairman of the committee, all of whom the Board of Directors have determined would qualify as Independent under the rules of the NYSE AMEX.

The board has determined that Mr. Zugschwert, who currently is a member of the board of directors and chairman of the audit committee, is the audit committee financial expert, as defined under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). In addition, the board has determined that Mr. Zugschwert is an independent director as that term is defined in Item 7(d)(3)(iv) of Schedule 14A under the Exchange Act. The board made a qualitative assessment of Mr. Zugschwert's level of knowledge and experience based on a number of factors, including his formal education, including an MBA in Finance, and experience as a Chief Financial Officer for more than ten years.

The Compensation Committee, which was established in May 2006, is comprised solely of independent directors, determines all compensation for our Chief Executive Officer; reviews and approves corporate goals relevant to the compensation of our Chief Executive Officer and evaluates our Chief Executive Officer's performance in light of those goals and objectives; reviews and approves objectives relevant to other executive officer compensation; reviews and approves the compensation of other executive officers in accordance with those objectives; advises our board regarding our stock plans; approves severance arrangements and other applicable agreements for executive officers; and consults generally with management on matters concerning executive compensation and on pension, savings and welfare benefit plans where board or stockholder action is contemplated with respect to the adoption of or amendments to such plans. The compensation committee is governed by a Board-approved charter, which is incorporated by reference as Exhibit 10.8. Our compensation committee is comprised of Ms. Landau and Messrs. Zugschwert and Chiusano, and Mr. Chiusano is the chairman of the committee.

The Nominating and Corporate Governance Committee, which was established in May 2006, considers and makes recommendations on matters related to the practices, policies and procedures of the board and takes a leadership role in shaping our corporate governance. The committee is governed by a Board-approved charter, which is incorporated by reference as Exhibit 10.9. As part of its duties, the committee assesses the size, structure and composition of the board and board committees, coordinates evaluation of board performance and reviews board compensation. The committee also acts as a screening and nominating committee for candidates considered for election to the board. In this capacity it concerns itself with the composition of the board with respect to depth of experience, balance of professional interests, required expertise and other factors. The committee evaluates prospective nominees identified on its own initiative or referred to it by other board members, management, stockholders or external sources and all self-nominated candidates. The committee uses the same criteria for evaluating candidates nominated by stockholders and self-nominated candidates as it does for those proposed by other board members, management and search companies. Our nominating committee is comprised of Ms. Landau and Messrs. Zugschwert and Chiusano, and Ms. Landau is the chairman of the committee.

Code of Business Conduct and Ethics

We have adopted a Code of Business Conduct and Ethics applying to our directors, officers and employees. The Code is reasonably designed to deter wrongdoing and promote (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, (ii) full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the SEC and in other public communications made by us, (iii) compliance with applicable governmental laws, rules and regulations, (iv) the prompt internal reporting of violations of the code to appropriate persons identified in the code, and (v) accountability for adherence to the Code. The Code is incorporated by reference as Exhibit 14. In addition, we undertake to provide copies of the Code to any person, at no charge, upon receipt of a written request addressed to Mr. Keith Knox, President, Hudson Holding Corporation, 111 Town Square Place, Suite 1500A, Jersey City, New Jersey 07310. The Code of Business Conduct and Ethics is also available on the Company's website www.hudsonholdingcorp.com.

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Compliance with Section 16(a) of the Exchange Act

Section 16(a) of the Exchange Act requires our executive officers and directors, and persons who own more than 10% of any publicly traded class of our equity securities, to file reports of ownership and changes in ownership of our equity securities with the SEC. Officers, directors, and greater than ten percent stockholders are required by SEC regulation to furnish the Company with copies of all Section 16(a) forms that they file.

Based solely on the reports received and on the representations of the reporting persons, we believe that these persons have complied with all applicable filing requirements of Section 16(a) of the Exchange Act during fiscal 2009, except for the following individual that inadvertently filed a late report, Kenneth D. Pasternak (1 Form 4).

Item 11. Executive Compensation

Summary Compensation Table

Name and Principal Position	Fiscal Year		Bonus	Stock Awards	Option Awards	(1) (2) All Other Compensation	Total
	Ended March 31,	Salary					
Martin C. Cunningham, Chairman and Chief Executive Officer	2009	\$200,000	\$250,000	\$ —	\$ —	\$ 38,556	\$488,556
	2008	\$200,000	\$ —	\$ —	\$ —	\$ 93,832	\$293,832
Keith R. Knox, President and Secretary	2009	\$200,000	\$250,000	\$ —	\$ —	\$ 45,219	\$495,219
	2008	\$200,000	\$ —	\$ —	\$ —	\$ 93,359	\$293,359
Mark Leventhal, Executive Vice President	2009	\$180,000	\$ —	\$ —	\$ —	\$ 45,633	\$225,633
	2008	\$180,000	\$ —	\$ —	\$ —	\$ 81,852	\$261,852

(1) Amount includes health, dental, life and disability insurance benefits as well as vehicle allowances and parking fees, as applicable.

(2) 2008 amount includes \$57,596, \$57,596 and \$45,894 of commission payouts for Messrs. Cunningham, Knox and Leventhal, respectively.

Employment and Consulting Arrangements and Change in Control Arrangements

The Compensation Committee of our board of directors has approved the terms of each of the employment agreements, as amended, described below. As of January 1, 2007, we entered into the employment agreements described below, as amended on May 19, 2008, with each of the following persons.

Martin Cunningham as our Chief Executive Officer. The agreement, as amended, provides for an initial term of five years through December 31, 2011, at an annual salary to Mr. Cunningham of \$200,000. The Board of Directors through its Compensation Committee is responsible for cash bonus variable compensation. Assuming that net profits equal or exceed \$750,000 per fiscal quarter, the employment agreement provides for an annual bonus formula of 5% of the firm's net profits before taxes, payable quarterly. The agreement also provides for the executive's ability to participate in our health insurance program and a car allowance of \$1,000 per month. In the event that Mr. Cunningham's employment is terminated by the Company, other than with good cause, he will receive any bonus payment due through his termination date, all remaining salary payments, plus certain health insurance benefits.

Keith Knox as our President. The agreement, as amended, provides for an initial term of five years through December 31, 2011, at an annual salary to Mr. Knox of \$200,000. The Board of Directors through its Compensation Committee is responsible for cash bonus variable compensation. Assuming that net profits equal or exceed \$750,000 per fiscal quarter, the employment agreement provides for an annual bonus formula of 4% of the firm's net profits before taxes, payable quarterly. The agreement also provides for the executive's ability to participate in our health insurance program and a car allowance of \$1,000 per month. In the event that Mr. Knox's employment is terminated by the Company, other than with good cause, he will receive any bonus payment due through his termination date, all remaining salary payments, plus certain health insurance benefits.

2005 Stock Option Plan

The 2005 Stock Option Plan (the "2005 Plan"), which was approved by the stockholders on July 26, 2005, is administered by the Board of Directors. The 2005 Plan is available for the issuance of awards of up to an aggregate of 2,000,000 shares of common stock to our employees, officers, directors and consultants, in the form of either non-qualified stock options or incentive stock options. The purpose of the 2005 Plan is to provide additional incentive to those persons who are responsible for the management and growth of the Company.

As of March 31, 2009, there were 1,920,000 options outstanding under the 2005 Plan and 80,000 options remained available for issuance under the plan.

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2007 Long-Term Incentive Compensation Plan

The 2007 Long-Term Incentive Compensation Plan (the “2007 Plan”), which was approved by the stockholders on August 14, 2007, is administered by the Board of Directors. The 2007 Plan is available for the issuance of awards of up to an aggregate of 22,000,000 shares of common stock to our employees, officers, directors and consultants, in the form of incentive and/or nonqualified stock options, stock appreciation rights, stock awards, performance units and performance bonuses, following a 12,000,000 share increase to the authorized shares being approved by the Hudson Board on February 13, 2008 and by a majority of Hudson’s shareholders on March 4, 2008. The purpose of the 2007 Plan is to provide additional incentive to those persons who are responsible for the management and growth of the Company.

As of March 31, 2009, there were 2,535,000 options and 5,502,920 shares of restricted stock outstanding under the 2007 Plan and 10,892,728 shares remained available for issuance under the plan.

Outstanding Equity Awards at Fiscal Year End

No option, restricted stock, stock appreciation right or other long-term incentive plan awards were granted to or exercised by any of the Named Executive Officers during the fiscal year ended March 31, 2009 and no such awards are currently outstanding.

Director Compensation

On June 28, 2007 the board of directors resolved that compensation for each of the independent directors would be increased to \$800 per month, effective immediately. On May 5, 2008, each of the four outside directors were granted 100,000 shares (valued at \$41,000 each) of immediately vested common stock of the Company pursuant to the 2007 Plan. On March 6, 2009, each of the four outside directors were granted 181,818 shares (valued at \$40,000 each) of immediately vested common stock of the Company pursuant to the 2007 Plan.

Director Compensation Table

The following table sets forth information with respect to compensation earned by or awarded to each Director of the Company who is not a named executive officer and who served on the Board of Directors during the fiscal year ended March 31, 2009:

<u>Name</u>	<u>Fees Earned or</u>				<u>Total</u>
	<u>Paid in Cash</u>	<u>(1) Stock Awards</u>	<u>Option Awards</u>	<u>(2) All Other Compensation</u>	
Carmine Chiusano	\$ 9,600	\$81,000	\$ —	\$ —	\$ 90,600
Joanne Landau	\$ 9,600	\$81,000	\$ —	\$ 14,583	\$105,183
Peter Zugschwert	\$ 9,600	\$81,000	\$ —	\$ —	\$ 90,600
Mark Bisker	\$ —	\$81,000	\$ —	\$ —	\$ 81,000

(1) Amounts represent the value of 100,000 and 181,818 shares of immediately vested restricted stock granted to each of the independent members of the Board of Directors during the fiscal year ended March 31, 2009, which were granted at a market price of \$0.41 and \$0.22, respectively.

(2) Amount represents compensation paid for consulting services during the period from December 23, 2008 to March 31, 2009.

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Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters Securities Authorized for Issuance under Equity Compensation Plans

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders	4,455,000	\$ 0.77	11,122,774
Equity compensation plans not approved by security holders	11,122,774	0.83	—
Total	15,577,774	\$ 0.81	11,122,774

The table above reflects the status of the Company's equity compensation plans as of March 31, 2009.

Securities Authorized for Issuance under Equity Compensation Plans—Subsequent Events

On April 3, 2009, the Company granted options to an employee to purchase an aggregate of 800,000 shares of common stock at an exercise price of \$0.50, pursuant to the 2007 Plan. Half of the options expire after approximately four and a half years and the other half expire after approximately five and a half years.

On April 3, 2009, when the Company's market value was \$0.40, the Company granted 500,000 shares of restricted stock to an employee, which was not issued pursuant to a stock plan. One-quarter of each grant will vest on each of the next four anniversary dates.

On June 1, 2009, the Company granted options to new employees to purchase an aggregate of 1,100,000 shares of common stock at an exercise price of \$0.50, pursuant to the 2007 Plan. 600,000 options expire after approximately three and a half years and 500,000 options expire after approximately four and a half years.

Security Ownership of Certain Beneficial Owners

The following table sets forth information regarding the number of shares of our common stock beneficially owned on July 24, 2009 by:

- each person who is known by us to beneficially own 5% or more of our common stock;
- each of our directors and executive officers; and
- all of our directors and executive officers, as a group.

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<u>Name and Address of Beneficial Owner</u>	<u>Number of Shares</u>	
	<u>Beneficially Owned (1)</u>	<u>Percentage of Shares Beneficially Owned (2)</u>
Directors and Executive Officers:		
Martin C. Cunningham	5,003,565	10.5%
Keith R. Knox	3,353,565	7.0%
Mark Leventhal	3,848,565	8.1%
Peter J. Zugschwert ⁽³⁾	531,174	1.1%
Joanne V. Landau ⁽³⁾	316,818	*
Carmine V. Chiusano ⁽³⁾	316,818	*
Mark Bisker ⁽⁴⁾	448,484	*
All executive officers and directors as a group (7 persons)	13,818,989	28.7%
Other 5% or Greater Stockholders:		
Kenneth D. Pasternak ⁽⁵⁾	9,631,789	19.8%
Steven L. Winkler ⁽⁶⁾	4,450,364	9.3%
South Ferry #2 LP ⁽⁷⁾	3,375,000	6.9%
Seaport Hudson LLC ⁽⁸⁾	12,000,000	23.2%

Except as otherwise set forth below, the address of each of the persons listed below is Hudson Holding Corporation, 111 Pavonia Avenue, Suite 1500A, Jersey City, New Jersey 07310.

* Less than 1% of outstanding shares

- (1) Unless otherwise indicated, includes shares owned by a spouse, minor children and relatives sharing the same home, as well as entities owned or controlled by the named person.
- (2) Based upon 47,794,537 shares of our common stock outstanding on July 24, 2009. Assumes that any options or warrants held by such person or entity, which are exercisable within 60 days from the date hereof, have been exercised.
- (3) Includes 35,000 shares of common stock issuable upon exercise of stock options to these directors
- (4) Includes 166,666 shares of common stock issuable upon exercise of stock options to this director
- (5) Includes 833,333 shares of common stock issuable upon exercise of warrants. The address for Mr. Pasternak is 111 E. Saddle River Road, Saddle River, N.J. 07458.
- (6) Mr. Winkler is employed by Hudson Securities, Inc., a wholly-owned subsidiary of Hudson Holding Corporation.
- (7) Includes 1,125,000 shares of common stock issuable upon exercise of warrants. Aaron Wolfson and Abraham Wolfson are the General Partners of South Ferry #2 LP, however, all of the voting and dispositive power over South Ferry #2's portfolio has been delegated to Morris Wolfson, its portfolio manager. Aaron Wolfson, Abraham Wolfson and Morris Wolfson each disclaim beneficial ownership over the shares owned by South Ferry #2 LP. The address for South Ferry #2 LP is One State Street Plaza, 29th Floor, New York, New York 10004.
- (8) Includes 4,000,000 shares of Common Stock issuable upon exercise of Warrants. Seaport Hudson LLC is not otherwise affiliated with Hudson Holding Corporation or its subsidiaries. The address for Seaport Hudson LLC is c/o The Seaport Group LLC, 360 Madison Avenue, 22nd Floor, New York, NY 10017.

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Item 13. Certain Relationships and Related Transactions, and Director Independence

The Chief Technology Officer (as a consultant) and Director (since September 2007) of Hudson, was the Chief Executive Officer and a Director of a consulting firm that provided information technology management and software development services to the Company and its affiliates, an entity in which he held a 31.5% ownership interest, until November 29, 2007 when the consulting firm was sold to a third party. Through November 29, 2007, services valued at \$235,064 were provided to the Company and its affiliates by this consulting firm during the year ended March 31, 2008. Of these amounts, none remained unpaid as of March 31, 2008. For the fiscal year ended March 31, 2009, Mr. Bisker received, and continues to receive, compensation from the independent consulting firm, which continues to provide technology consulting services to the Company.

Three of our seven directors are considered “independent” under SEC rules.

Item 14. Principal Accounting Fees and Services

Marcum LLP (“Marcum”) was our independent registered public accountant (“Principal Accountant”) at year end March 31, 2009 and Eisner LLP (“Eisner”) was our Principal Accountant at year end March 31, 2008. Both were responsible for performing independent audits of the consolidated financial statements in accordance with generally accepted auditing standards in the United States of America.

Fees incurred related to our Principal Accountant for each of the past two years are set forth below. All fees incurred related to our Principal Accountants were pre-approved by the Audit Committee.

	Fiscal year ended March 31,	
	2009	2008
Audit fees	\$167,200 ⁽¹⁾	\$147,200 ⁽²⁾
Audit-related fees	4,947 ⁽³⁾	— ⁽²⁾
Tax fees	34,100 ⁽²⁾	29,750 ⁽²⁾
All other fees	—	—
Total fees incurred related to Principal Accountants	\$ 206,247	\$ 176,950

(1) \$32,200 paid to Eisner; \$135,000 paid to Marcum

(2) Fees paid to Eisner

(3) Fees paid to Marcum

Audit Fees

The aggregate fees incurred for audit services were \$167,200 and \$147,200 for the fiscal years ended March 31, 2009 and 2008, respectively, which included the cost of the audits of the consolidated financial statements included in the Company’s annual Form 10-K’s for each respective year, the annual audits of the broker-dealer and the reviews of the related quarterly Form 10-Q’s. Such services were provided by Marcum subsequent to October 17, 2008 and by Eisner prior to that date.

In addition, audit services included the review of a registration statement, the review of a Form 8-K, the review of a response to an SEC comment letter, and work related to the change in our Principal Accountant during the fiscal year ended March 31, 2009 and the review of a registration statement, the review of a response to an SEC comment letter and Sarbanes-Oxley project discussions during the fiscal year ended March 31, 2008. Such services were provided by Eisner during fiscal 2009 and 2008.

Audit-Related Fees

The aggregate fees incurred for audit related services was \$4,947 for discussions related to contemplated acquisitions during the fiscal year ended March 31, 2009. Such services were provided by Marcum.

Tax Fees

For the years ended March 31, 2009 and 2008, the aggregate fees incurred for tax services were \$34,100 and \$29,750, respectively, for tax compliance and tax planning. Such services were provided by Eisner during fiscal 2009 and 2008.

All Other Fees

None.

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Audit Committee Policies and Procedures

Effective with the formation of our Audit Committee, all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditors will be pre-approved, subject to the de-minimus exceptions for non-audit services described in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, which should be nonetheless be approved by the Board of Directors prior to the completion of the audit. At the beginning of the fiscal year, the Audit Committee will evaluate other known potential engagements of the independent auditor, including the scope of work proposed to be performed and the proposed fees, and approve or reject each service, taking into account whether the services are permissible under applicable law and the possible impact of each non-audit service on the independent auditor's independence from management. At each such subsequent meeting, the auditor and management may present subsequent services for approval. Typically, these would be services such as due diligence for an acquisition, that would not have been known at the beginning of the year.

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SIGNATURES

In accordance with Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HUDSON HOLDING CORPORATION

Dated: July 29, 2009

By: /s/ Martin C. Cunningham
Martin C. Cunningham
Chairman of the Board
Chief Executive Officer and Director
(Principal Executive Officer)

Dated: July 29, 2009

By: /s/ Keith R. Knox
Keith R. Knox
President, Secretary and Director
(Principal Financial and Accounting Officer)

<u>Signatures</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Martin C. Cunningham</u> Martin C. Cunningham	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	July 29, 2009
<u>/s/ Keith R. Knox</u> Keith R. Knox	President, Secretary and Director (principal financial and accounting officer)	July 29, 2009
<u>/s/ Mark Leventhal</u> Mark Leventhal	Executive Vice President and Director	July 29, 2009
<u>/s/ Mark Bisker</u> Mark Bisker	Director	July 29, 2009
<u>/s/ Peter J. Zugschwert</u> Peter J. Zugschwert	Director	July 29, 2009
<u>/s/ Joanne V. Landau</u> Joanne V. Landau	Director	July 29, 2009
<u>/s/ Carmine V. Chiusano</u> Carmine V. Chiusano	Director	July 29, 2009

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Martin C. Cunningham, certify that:

- (1) I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Hudson Holding Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal control over financial reporting that has occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 29, 2009

/s/ Martin C. Cunningham
Martin C. Cunningham
Chairman of the Board
and Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF THE PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER**PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Keith R. Knox, certify that:

- (1) I have reviewed this Amendment No. 1 to Annual Report on Form 10-K/A of Hudson Holding Corporation;
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects, the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
- (4) The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) Disclosed in this report any change in the registrant's internal controls over financial reporting that has occurred during the registrant's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
- (5) The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) All significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls over financial reporting.

Date: July 29, 2009

/s/ Keith R. Knox

Keith R. Knox

President and Secretary

(Principal Financial and Accounting Officer)

CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER

**PURSUANT TO 18 U.S. C. SECTION 1350
AS ADOPTED PURSUANT TO**

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the Amendment No. 1 to Annual Report of Hudson Holding Corporation, (the "Company") on Form 10-K/A for the period ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Martin C. Cunningham, Chairman of the Board and Chief Executive Officer of the Company, certify, pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 29, 2009

/s/ Martin C. Cunningham
Martin C. Cunningham
Chairman of the Board
and Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION OF THE PRINCIPAL FINANCIAL AND ACCOUNTING OFFICER
PURSUANT TO 18 U.S. C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Amendment No. 1 to Annual Report of Hudson Holding Corporation, (the "Company") on Form 10-K/A for the period ended March 31, 2009 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Keith R. Knox, Principal Financial Officer of the Company, certify, pursuant to 18 U.S. C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

- (1) The Report fully complies with the requirements of Section 13 (a) or 15 (d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: July 29, 2009

/s/ Keith R. Knox

Keith R. Knox
President and Secretary
(Principal Financial and Accounting Officer)