

SECURITIES AND EXCHANGE COMMISSION

FORM 3/A

[amend]

Filing Date: **2010-06-01** | Period of Report: **2009-11-23**

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ISSUER

National American University Holdings, Inc.

CIK: **1399855** | IRS No.: **830479936** | State of Incorporation: **DE** | Fiscal Year End: **1231**
SIC: **8200** Educational services

Mailing Address
5301 S. HIGHWAY 16, SUITE
200
RAPID CITY SD 57701

Business Address
5301 S. HIGHWAY 16, SUITE
200
RAPID CITY SD 57701
(605) 721-5220

REPORTING OWNER

H. & E. Buckingham Limited Partnership

CIK: **1477948**
Type: **3/A** | Act: **34** | File No.: **001-34751** | Film No.: **10870850**

Mailing Address
5301 S. HIGHWAY 16
RAPID CITY SD 57701

Business Address
5301 S. HIGHWAY 16
RAPID CITY SD 57701
605-721-5200

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL
OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of
the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment
Company Act of 1940

1. Name and Address of Reporting Person H. & E. Buckingham Limited Partnership (Last) (First) (Middle) 5301 S. HIGHWAY 16, SUITE 200 (Street) RAPID CITY, SD 57701 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/ Year) 11/23/2009	3. Issuer Name and Ticker or Trading Symbol National American University Holdings, Inc. [NAUH]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) _____ Director <input checked="" type="checkbox"/> 10% Owner _____ Officer (give title below) _____ Other (specify below)	5. If Amendment, Date Original Filed (Month/Day/Year) 12/03/2009 6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person _____ Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	193,425 ⁽¹⁾ ⁽²⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Class A Common Stock	⁽³⁾	⁽³⁾	Common Stock	77,370	⁽³⁾	D	
Common Stock Purchase Warrant	11/23/2009	11/22/2011	Common Stock	2,166,360 ⁽¹⁾	\$5.5 ⁽⁴⁾	D	

Explanation of Responses:

- Previously filed with incorrect number of shares due to administrative error.
- The shares forfeit on November 23, 2014 unless the shares trade at or above \$8.00 per share for any sixty consecutive trading day period.
- Each share of Class A Common Stock is convertible into 157.3 shares of Common Stock and automatically converts on November 23, 2011.
- Exercise price may be subject to adjustment under the Common Stock Purchase Warrant. May be exercised on a cashless basis.

Signatures

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.