
**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): January 4, 2011

SIEBERT FINANCIAL CORP.

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction of
incorporation)

0-5703
(Commission File Number)

11-1796714
(IRS Employer Identification No.)

885 Third Avenue, New York, New York
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code: **(212) 644-2400**

Not Applicable
(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 (see General Instruction A.2. below):

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

On January 4, 2011, Siebert Financial Corp. (the “Company”) received notice from The Nasdaq Stock Market (“Nasdaq”) stating that for more than 30 consecutive business days, the Market Value of Publicly Held Shares closed below the minimum \$5 million required for continued listing on the Nasdaq Global Market under Nasdaq Rule 5450(b)(1)(C). Market Value of Publicly Held Shares is calculated by multiplying the publicly held shares, which is total shares outstanding less any shares held by officers, directors, or beneficial owners of more than 10%, by the closing bid price. Muriel F. Siebert, Chairwoman, Chief Executive Officer, President and a director of the Company, currently owns 89.6% of the outstanding common stock of the Company. Therefore, the value of shares beneficially owned by Muriel F. Siebert, and the value of shares beneficially owned by other officers and directors of the Company, is excluded from the Market Value of Publicly Held Shares of the Company.

Nasdaq Rule 5810(c)(3)(D) provides the Company a grace period of 180 calendar days, or until July 5, 2011, to regain compliance with the Market Value of Publicly Held Shares. In order to regain compliance, the Market Value of Publicly Held Shares must close at \$5 million or more for a minimum of ten consecutive business days during the grace period.

The Company intends to actively monitor the Market Value of Publicly Held Shares between now and July 5, 2011. The Company has not yet determined whether to take other action in response to the notification letter.

During the nine months ended September 30, 2010, the Company repurchased 13,150 shares of its common stock at an average price of \$2.07.

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.

SIEBERT FINANCIAL CORP.

Date: January 10, 2011

By: /s/ Joseph M. Ramos, Jr.
Joseph M. Ramos, Jr.
Executive Vice President and Chief Financial Officer
