

Edgar Filing: National Bank Holdings Corp - Form 4

National Bank Holdings Corp
Form 4
May 01, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
LANEY G. TIMOTHY

2. Issuer Name and Ticker or Trading
Symbol
National Bank Holdings Corp
[NBHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 ORCHARD RD., SUITE 300
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2014

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President, CEO

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

GREENWOOD
VILLIAGE, CO 80111

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (1)	(A) or (D)	Price
Common Stock	04/29/2014		A		28,000	A	\$ 0
					483,709 (2)	D	

Common Stock					38,962	I	
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By The
Timothy
Laney
2012
Grantor
Retained
Annuity
Trust

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.92	04/29/2014		A	28,000	<u>(3)</u> 04/29/2024	Common Stock 28,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LANEY G. TIMOTHY 7800 ORCHARD RD., SUITE 300 GREENWOOD VILLIAGE, CO 80111	X		President, CEO	

Signatures

/s/ Zsolt K. Bessko as
Attorney-in-Fact 05/01/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Shares acquired pursuant to a grant of restricted stock under the NBHC 2009 Equity Incentive Plan. Shares vest in three equal annual installments beginning on the first anniversary of the date of grant.
- (2) Since the reporting person's last Form 4 filing on October 21, 2012, 25,888 shares of NBHC's stock were distributed to the reporting person from the reporting person's Grantor Retained Annuity Trust, therefore changing his ownership from indirect to direct.
- (3) Granted under the NBHC 2009 Equity Incentive Plan. The stock option award is time vested and is scheduled to vest in three equal annual installments beginning on the first anniversary of the date of grant.

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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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