

Edgar Filing: National Bank Holdings Corp - Form 8-K

National Bank Holdings Corp  
Form 8-K  
July 17, 2014

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): July 17, 2014

NATIONAL BANK HOLDINGS CORPORATION  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| Delaware  | 001-35654                   | 27-0563799                           |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

7800 East Orchard Road, Suite 300, Greenwood Village, Colorado 80111  
(Address of principal executive offices) (Zip Code)

720-529-3336  
(Registrant's telephone, including area code)

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 8.01. Other Events.

On July 17, 2014, the Board of Directors of National Bank Holdings Corporation (the “Company”) authorized a new program to repurchase up to \$50.0 million of the Company’s common stock from time to time either in the open market or in privately negotiated transactions in accordance with applicable regulations of the Securities and Exchange Commission. To date, the Company has repurchased \$49.4 million of its previously authorized \$50.0 million stock repurchase program announced in January 2014, or 2,532,396 shares, at a weighted average price of \$19.49 per share. The new program will go into effect once the existing program is completed.

Since late 2012, the Company has repurchased 10.0 million shares, or 19.0% of its outstanding shares, at a weighted average price of \$19.70 per share. As of July 16, 2014, the Company had outstanding 42,415,886 shares of its common stock, including 39,388,112 shares of Class A voting common stock and 3,027,774 shares of Class B non-voting common stock.

The press release issued by the Company is included as Exhibit 99.1 to this Current Report on Form 8-K and incorporated into this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

| Exhibit No. | Description of Exhibit              |
|-------------|-------------------------------------|
| 99.1        | Press release, dated July 17, 2014. |

SIGNATURE

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.

National Bank Holdings Corporation

By: /s/ Zsolt K. Besskó  
Name: Zsolt K. Besskó  
Title: Chief Administrative Officer & General Counsel

Date: July 17, 2014