

National Bank Holdings Corp
Form 3
April 13, 2015

FORM 3

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

(Print or Type Responses)

1. Name and Address of Reporting
Person *
Â ELLIOTT
INTERNATIONAL, L.P.

(Last) (First) (Middle)

C/O MAPLES & CALDER, P.O.
BOX 309,Â UGLAND HOUSE,
SOUTH CHURCH STREET

(Street)

GEORGE TOWN,Â E9Â 00000

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
02/27/2015

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

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

6. Individual or Joint/Group
Filing(Check Applicable Line)
X 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)

Class A Common Stock, Par Value \$0.01 ⁽¹⁾ 2,346,782

I ⁽²⁾ By Elliott Opus Holdings LLC

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

SEC 1473 (7-02)

**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 control number.**

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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	
Warrant (Right to Buy) <u>(1)</u>	Â <u>(3)</u>	09/30/2020	Class A Common Stock, Par Value \$0.01	63,000	\$ 20	I <u>(2)</u>	By Elliott Opus Holdings LLC

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ELLIOTT INTERNATIONAL, L.P. C/O MAPLES & CALDER, P.O. BOX 309 UGLAND HOUSE, SOUTH CHURCH STREET GEORGE TOWN, E9 00000	Â	Â X	Â	Â

Signatures

Elliot Greenberg, Vice President of Elliott International Capital Advisors Inc., as Attorney-in-Fact, for Elliott International, L.P.	04/13/2015
__Signature of Reporting Person	Date
Elliot Greenberg, Vice President of Elliott International Capital Advisors Inc.	04/13/2015
__Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- This Form 3 is filed jointly by Elliott International, L.P. ("Elliott International") and Elliott International Capital Advisors Inc. ("EICA" and, together with Elliott International, the "Reporting Persons"). EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Elliott International. Each of the Reporting Persons may be deemed to be a member of a Section 13(d) group that collectively beneficially owns more than 10% of the Issuer's outstanding shares of Common Stock. Each of the Reporting Persons disclaims beneficial ownership of the securities reported herein except to the extent of its pecuniary interest therein.
- (1)
 - (2) Securities owned directly by Elliott Opus Holdings LLC, a wholly-owned subsidiary of Elliott International. EICA, as the investment manager of Elliott International, may be deemed to beneficially own the securities owned by directly by Elliott Opus Holdings LLC.
 - (3) The Warrants are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.