

National Bank Holdings Corp
Form 3
May 13, 2016

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 Daley Michael John
(Last) (First) (Middle)

7800 EAST ORCHARD
ROAD,Â SUITE 300

(Street)

GREENWOOD
VILLAGE,Â COÂ 80111

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
05/04/2016

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 ____ 10% Owner
X Officer ____ Other
(give title below) (specify below)
Chief Accounting Officer

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)

Common Stock

3,729 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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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)
Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

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

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	05/02/2023	Common Stock	810	\$ 18.09	D	Â
Employee Stock Option (Right to Buy)	Â (3)	04/29/2024	Common Stock	800	\$ 18.92	D	Â
Employee Stock Option (Right to Buy)	Â (4)	04/28/2025	Common Stock	1,066	\$ 19.08	D	Â
Employee Stock Option (Right to Buy)	Â (5)	05/06/2025	Common Stock	1,264	\$ 19.3	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/01/2026	Common Stock	1,563	\$ 19.56	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Daley Michael John 7800 EAST ORCHARD ROAD SUITE 300 GREENWOOD VILLAGE,Â COÂ 80111	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s/ Michael John
Daley

05/13/2016

__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).

(1) Total includes 2,599 shares of unvested restricted stock granted under either the NBHC 2009 Equity Incentive Plan or 2014 Omnibus Incentive Plan. Vesting of said shares is contingent upon continued employment, and is scheduled as follows: (i) 944 will vest on April 28, 2017; (ii) 267 will vest on April 29, 2017; (iii) 136 will vest on May 2, 2017; (iv) 946 will vest on April 28, 2018; (v) 136 will vest on May 2, 2018; and (vi) 170 will vest on April 28, 2019.

(2) Total includes 405 unvested options granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting with 405 stock options scheduled to vest on May 2, 2017.

(3) Total includes 268 unvested options granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting with 268 stock options scheduled to vest on April 29, 2017.

(4) Total includes 711 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 355 stock options scheduled to vest on April 28, 2017 and (ii) 356 stock options scheduled to vest on April 28, 2018.

(5) Total includes 843 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 421 stock options scheduled to vest on April 28, 2017 and (ii) 422 stock options scheduled to vest on April 28, 2018.

(6)

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Total includes 1,563 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 521 stock options scheduled to vest on April 28, 2017, (ii) 521 stock options scheduled to vest on April 28, 2018, and (iii) 521 stock options scheduled to vest on April 28, 2019.

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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