

National Bank Holdings Corp  
 Form 3  
 January 09, 2017

**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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Bartelli Whitney A.		(Month/Day/Year)	National Bank Holdings Corp [NBHC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
7800 EAST ORCHARD ROAD, SUITE 300		01/01/2017	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
GREENWOOD VILLAGE,Â COÂ 80111			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Chief Marketing Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> 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	4,577 <sup>(1)</sup>	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)	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 950	\$ 18.09 D Â
Employee Stock Option (Right to Buy)	Â (3)	04/29/2024	Common Stock 400	\$ 18.92 D Â
Employee Stock Option (Right to Buy)	Â (4)	04/28/2025	Common Stock 1,279	\$ 19.08 D Â
Employee Stock Option (Right to Buy)	Â (5)	09/01/2025	Common Stock 1,466	\$ 19.85 D Â
Employee Stock Option (Right to Buy)	Â (6)	03/01/2026	Common Stock 710	\$ 19.56 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bartelli Whitney A. 7800 EAST ORCHARD ROAD, SUITE 300 GREENWOOD VILLAGE, CO 80111	Â	Â	Â Chief Marketing Officer	Â

## Signatures

/s/ Whitney A. Bartelli 01/09/2017

\*\*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 3,095 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) 502 will vest on April 28, 2017; (ii) 400 will vest on April 29, 2017; (iii) 317 will vest on May 2, 2017; (iv) 488 will vest on October 1, 2017; (v) 503 will vest on April 28, 2018; (vi) 317 will vest on May 2, 2018; (vii) 490 will vest on October 1, 2018; and (viii) 78 will vest on April 28, 2019.
  - (2) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in full on May 2, 2017.
  - (3) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in full on April 29, 2017.
  - (4) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in three equal annual installments, the first of which occurred on April 28, 2016.
  - (5) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in three equal annual installments, the first of which occurred on October 1, 2016.
  - (6) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in three equal annual installments, the first of which occurs on April 28, 2017.

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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