

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 | |
| R Randall Christopher S. | | (Month/Day/Year) | National Bank Holdings Corp [NBHC] | |
| (Last) | (First) | (Middle) | 01/01/2017 | |
| 7800 EAST ORCHARD ROAD, SUITE 300 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| GREENWOOD VILLAGE, CO 80111 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | EVP, Comm. & Specialty Banking | 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 | 8,699 ⁽¹⁾ | D | R |

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 (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) | 08/08/2023 | Common Stock | 7,500 | \$ 20.54 | D | Â |
| Employee Stock Option (Right to Buy) | Â (3) | 04/29/2024 | Common Stock | 1,400 | \$ 18.92 | D | Â |
| Employee Stock Option (Right to Buy) | Â (4) | 04/28/2025 | Common Stock | 3,626 | \$ 19.08 | D | Â |
| Employee Stock Option (Right to Buy) | Â (5) | 09/01/2025 | Common Stock | 4,543 | \$ 19.85 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Randall Christopher S. 7800 EAST ORCHARD ROAD, SUITE 300 GREENWOOD VILLAGE,Â COÂ 80111 | Â | Â | Â EVP, Comm. & Specialty Banking | Â |

Signatures

/s/ Christopher S. Randall 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).
- Total includes 5,914 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) 1,208 will vest on April 28, 2017; (ii) 467 will vest on April 29, 2017; (iii) 1,514 will vest on October 1, 2017; (iv) 1,210 will vest on April 28, 2018; and (v) 1,515 will vest on October 1, 2018.
- (1) Total includes 5,914 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) 1,208 will vest on April 28, 2017; (ii) 467 will vest on April 29, 2017; (iii) 1,514 will vest on October 1, 2017; (iv) 1,210 will vest on April 28, 2018; and (v) 1,515 will vest on October 1, 2018.
 - (2) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment, is time vesting, and vests in two equal annual installments, the first of which occurred on May 1, 2016.
 - (3) Granted under the NBHC 2009 Equity 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 29, 2015.
 - (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.

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.