NV5 Holdings, Inc. Form 4 October 15, 2013

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

5. Relationship of Reporting Person(s) to 1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading WRIGHT DICKERSON Issuer Symbol NV5 Holdings, Inc. [NVEE] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) _X__ 10% Owner _X__ Director X_ Officer (give title __ Other (specify 200 SOUTH PARK ROAD, SUITE 10/10/2013 below) 350 CEO and President (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOLLYWOOD, FL 33021 Person (Ctata) (7:-

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned							
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	10/10/2013		X	166,667	A	\$6	383,678	I	Wright Family Trust dated December 12, 1990 (1)
Common Stock							338,429	I	Dickerson Wright 2010 GRAT dated June 28, 2010 (1)
							338,429	I	

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Common Stock			Katherine Wright 2010 GRAT dated June 28, 2010 (1)				
Common Stock	552,202	I	Dickerson Wright 2012 GRAT dated November 9, 2012 (1)				
Common Stock	552,202	I	Katherine Wright 2012 GRAT dated November 9, 2012 (1)				
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.							

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 ${\bf Table~II~- Derivative~Securities~Acquired, Disposed~of, or~Beneficially~Owned}$ (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Secur (Instr. 3 and 4)	
	·			Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Warrant (Right to Buy)	\$ 7.8	10/10/2013		D(2)		166,667	<u>(2)</u>	03/27/2018	Common Stock	16
Warrant (Right to Buy)	\$ 6	10/10/2013		A(2)	166,667		(2)	03/27/2018	Common Stock	16

SEC 1474

(9-02)

Warrant

(Right to \$6

10/10/2013

X

166,667

(2) 03/27/2018

Common Stock

Buy)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer

Other

WRIGHT DICKERSON 200 SOUTH PARK ROAD SUITE 350 HOLLYWOOD, FL 33021

X X CEO and President

Signatures

/s/ MaryJo O'Brien, as attorney in fact

10/15/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Dickerson Wright and his wife Katherine Wright are trustees. Mr. Wright disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - The Issuer effectuated a temporary reduction of the exercise price of all of its outstanding public warrants from \$7.80 per share to \$6.00 per share, commencing on September 27, 2013 and continuing until 5:00 p.m., New York City time, on October 11, 2013. The two
- (2) reported transactions involve a change in the exercise price of the outstanding warrant upon exercise, resulting in the deemed cancellation of the "old" warrant exercised and the grant of a replacement warrant for the number of shares exercised. The warrant was originally purchased on April 2, 2013.

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.

Reporting Owners 3