Zahl Brendan W Form 4 January 03, 2018

### FORM 4

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

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

January 31,

**OMB** 

Number:

Expires:

Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

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)

(Last)

1. Name and Address of Reporting Person \* Zahl Brendan W

2. Issuer Name and Ticker or Trading Symbol

Issuer

National Bank Holdings Corp

[NBHC]

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 01/01/2018

Director 10% Owner X\_ Officer (give title Other (specify below) below)

5. Relationship of Reporting Person(s) to

(Check all applicable)

**EVP NBH Residential Banking** 

7800 EAST ORCHARD ROAD, **SUITE 300** 

(First)

(Street)

(State)

01/01/2018

4. 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

D

A

**GREENWOOD** VILLAGE, CO 80111

(City)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3.

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Security (Instr. 3) (Month/Day/Year)

Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)

17,223

4. Securities Acquired 5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial (D) or Indirect (I) Ownership (Instr. 4) (Instr. 4)

or (Instr. 3 and 4) Code V Amount (D) Price

(A)

Α

<u>(1)</u>

17,223

Transaction(s)

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

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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Zahl Brendan W - Form 4

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of		Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired					Follo	
	•			(A) or							Repo
					Disposed						Trans
		of (D)								(Instr	
					(Instr. 3, 4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration Date		ımber		
						Exercisable					
				Code V	(A) (D)				ares		

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Zahl Brendan W 7800 EAST ORCHARD ROAD, SUITE 300 GREENWOOD VILLAGE, CO 80111

**EVP NBH Residential Banking** 

## **Signatures**

/s/ Zsolt K. Bessko as Attorney-in-Fact 01/03/2018

\*\*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).

Acquired pursuant to the Agreement and Plan of Merger dated as of June 23, 2017, by and among Peoples, Inc., NBHC, the Significant

Stockholders, and Winton A Winter, Jr (the "Merger Agreement") as a component of the Merger Consideration (as defined in the Merger Agreement). Each share of NBHC common stock was valued at \$32.394 for purposes of calculating the Merger Consideration under the Merger Agreement.

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 2