

Sobers Patrick G.
Form 4
June 07, 2018

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Sobers Patrick G.

2. Issuer Name **and** Ticker or Trading
Symbol
National Bank Holdings Corp
[NBHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 EAST ORCHARD ROAD,
SUITE 300

3. Date of Earliest Transaction
(Month/Day/Year)
06/05/2018

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Bus. & Consumer Bnkg

(Street)
GREENWOOD
VILLAGE, CO 80111

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
Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/05/2018		M	2,347	A \$ 18.09	11,379	D
Common Stock	06/05/2018		S	2,347	D \$ (1) 40.2589	9,032	D
Common Stock	06/06/2018		M	913	A \$ 18.09	9,945	D
Common Stock	06/06/2018		M	2,400	A \$ 18.92	12,345	D

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Common Stock	06/06/2018	S	3,313	D	\$ 40.5845 (2)	9,032	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 18.09	06/05/2018		M	2,347	(3) 05/02/2023	Common Stock	2,347
Employee Stock Option (Right to Buy)	\$ 18.09	06/06/2018		M	913	(3) 05/02/2023	Common Stock	913
Employee Stock Option (Right to Buy)	\$ 18.92	06/06/2018		M	2,400	(4) 04/29/2024	Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Sobers Patrick G. 7800 EAST ORCHARD ROAD, SUITE 300	EVP, Bus. & Consumer Bnkg

GREENWOOD VILLAGE, CO 80111

Signatures

/s/ Patrick G.

06/07/2018

Sobers

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) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.25 to \$40.2737, inclusive. The reporting person undertakes to provide to NBHC, any security holder of NBHC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$40.5834 to \$40.59, inclusive. The reporting person undertakes to provide to NBHC, any security holder of NBHC, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote to this Form 4.

(3) Time-vested stock option award. Stock options vested in equal installments on May 2, 2016 and May 2, 2017.

(4) Time-vested stock option award. Stock options vested in equal installments on April 29, 2015, April 29, 2016, and April 29, 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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