

Birkans Aldis
Form 3
August 14, 2018

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 *

^ Birkans Aldis

(Last) (First) (Middle)

7800 EAST ORCHARD
ROAD,^ SUITE 300

(Street)

GREENWOOD
VILLAGE,^ CO^ 80111

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/10/2018

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
Chief Financial Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ 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

5,419 ⁽¹⁾

D ^

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)
Title

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)	08/02/2021	Common Stock	20,000	\$ 20	D	Â
Employee Stock Option (Right to Buy)	Â (3)	05/02/2023	Common Stock	3,530	\$ 18.09	D	Â
Employee Stock Option (Right to Buy)	Â (4)	04/29/2024	Common Stock	2,600	\$ 18.92	D	Â
Employee Stock Option (Right to Buy)	Â (5)	04/28/2025	Common Stock	2,773	\$ 19.08	D	Â
Employee Stock Option (Right to Buy)	Â (6)	03/01/2026	Common Stock	3,080	\$ 19.56	D	Â
Employee Stock Option (Right to Buy)	Â (7)	03/01/2027	Common Stock	3,303	\$ 34.04	D	Â
Employee Stock Option (Right to Buy)	Â (8)	03/01/2028	Common Stock	2,442	\$ 32.65	D	Â
Employee Stock Option (Right to Buy)	Â (9)	05/02/2028	Common Stock	1,987	\$ 35.36	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birkans Aldis 7800 EAST ORCHARD ROAD SUITE 300 GREENWOOD VILLAGE,Â COÂ 80111	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Aldis Birkans 08/14/2018

__Signature of Date
Reporting Person

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 3,909 shares of unvested restricted stock granted under the NBHC 2014 Omnibus Incentive Plan. Vesting of said shares is contingent upon continued employment and is scheduled as follows: (i) 1,650 will vest on April 28, 2019; (ii) 1,320 will vest on April 28, 2020; and (iii) 939 will vest on April 28, 2021.
- (1) Contingent upon continued employment and is scheduled as follows: (i) 1,650 will vest on April 28, 2019; (ii) 1,320 will vest on April 28, 2020; and (iii) 939 will vest on April 28, 2021.
 - (2) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on August 2, 2013, and the second installment vested on August 2, 2014.
 - (3) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on May 2, 2016, and the second installment vested on May 2, 2017.
 - (4)

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Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 29, 2015, the second installment vested on April 29, 2016, and the third installment vested on April 29, 2017.

- (5) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2016, the second installment vested on April 28, 2017, and the third installment vested on April 28, 2018.

- (6) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2017, the second installment vested on April 28, 2018, and the third installment vests on April 28, 2019.

- (7) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2018, the second installment vests on April 28, 2019, and the third installment vests on April 28, 2020.

- (8) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vests on April 28, 2019, the second installment vests on April 28, 2020, and the third installment vests on April 28, 2021.

- (9) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vests on April 28, 2019, the second installment vests on April 28, 2020, and the third installment vests on April 28, 2021.

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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