Zahl Brendan W Form 4 April 03, 2019

### FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

Form 5

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### 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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Zahl Brendan W

2. Issuer Name and Ticker or Trading

Symbol

National Bank Holdings Corp

[NBHC]

(Last) (First) (Middle) 3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

10% Owner

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

7800 EAST ORCHARD ROAD,

**SUITE 300** 

Security (Instr. 3) (Month/Day/Year)

(Instr. 8)

04/01/2019

X\_ Officer (give title Other (specify below)

below) **EVP NBH Residential Banking** 

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

#### **GREENWOOD** VILLAGE, CO 80111

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

(Month/Day/Year)

(Month/Day/Year) Execution Date, if

4. Securities 3. 5. Amount of

(Instr. 3, 4 and 5)

TransactionAcquired (A) or Code Disposed of (D) Securities Beneficially Owned

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

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

(Instr. 4)

(Instr. 4)

Reported Transaction(s)

Following

(A) or (Instr. 3 and 4)

Code V Amount Price (D)

(1)

Common 04/01/2019 Stock

1.089 \$0 A

 $26,783 \frac{(2)}{}$ 

D

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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 Derivati Security (Instr. 3	ive Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number on f 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)		3 (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Emplo Stock Option (Right Buy)	s \$ 34.08	04/01/2019		A	3,934	(3)	04/01/2029	Common Stock	3,934	

## **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/ Brendan W. Zahl

04/02/2019

\*\*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) Shares of restricted stock granted under the NBHC 2014 Omnibus Incentive Plan. The shares are time vesting and vest in three equal annual installments beginning on April 28, 2020.
- (2) Includes 122 and 118 shares acquired under the National Bank Holdings Corporation Employee Stock Purchase Plan on August 31, 2018 and February 28, 2019, respectively.
- (3) Granted under the NBHC 2014 Omnibus Incentive Plan. The stock option award is scheduled to vest in three equal annual installments beginning on April 28, 2020.

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.

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