

Metzger Thomas M
Form 3
September 19, 2012

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 *

Metzger Thomas M

(Last) (First) (Middle)

5570 DTC PARKWAY

(Street)

GREENWOOD

VILLAGE, CO 80111

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

09/19/2012

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
____X____ Officer ____ Other
(give title below) (specify below)
Bank Midwest Regional Pres.

6. Individual or Joint/Group
Filing (Check Applicable Line)
____X____ 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

242,500 (1) (2)

D

Metzger

Common Stock

15,000

I

By Thomas M. Metzger
Revocable Trust

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

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.**

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)

4. Conversion
or Exercise
Price of

5. Ownership
Form of
Derivative

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (3)	10/20/2019	Common Stock	402,500	\$ 20	D	Â
Employee Stock Option (Right to Buy)	Â (4)	10/11/2018	Common Stock	50,000	\$ 20	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Metzger Thomas M 5570 DTC PARKWAY GREENWOOD VILLAGE,Â COÂ 80111	Â	Â	Â Bank Midwest Regional Pres.	Â

Signatures

/s/ Mark W. Yonkman, as
attorney-in-fact

09/19/2012

__Signature of Reporting Person

Date

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 177,708 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan, which shares are scheduled to vest as follows: (i) 33,541 will vest solely based on continued service on October 20, 2012; (ii) 44,722 will vest after the per share stock price equals or exceeds \$25.00 for 30 days; (iii) 44,722 will vest after the per share stock price equals or exceeds \$28.00 for 30 days; (iv) 44,723 will vest after the per share stock price equals or exceeds \$32.00 for 30 days; (v) 3,333 will vest on the later of October 11, 2012 and the per share stock price equaling or exceeding \$28.00 per share for 30 days; (vi) 3,333 will vest on the later of October 11, 2013 and the per share stock price equaling or exceeding \$32.00 per share for 30 days; and (continued in footnote 2)
- (1) (vii) 3,334 will vest on the later of October 11, 2014 and the per share stock price equaling or exceeding \$34.00 per share for 30 days,
- (2) with unvested shares of restricted stock set forth in (v), (vi) and (vii) only vesting if the shares of issuer's common stock are listed on a public exchange.
- (3) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Stock option award is time-vested with 1/2 having previously vested and the remaining 1/2 is scheduled to vest on October 21, 2012.
- (4) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Subject to the issuer's common stock being listed on a public exchange, the stock option award is time vested and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of grant, which grant occurred on October 11, 2011.

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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