

National Bank Holdings Corp

Form 3/A

January 25, 2013

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *

FISH LAWRENCE K

(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

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

09/19/2012

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

24,654 ⁽¹⁾

D

A

Common Stock

130,000

I

By LKF Associates, LLC

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

SEC 1473 (7-02)

**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.****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
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (2)	10/11/2018	Common Stock	8,000	\$ 20	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISH LAWRENCE K 5570 DTC PARKWAY GREENWOOD VILLAGE,Â COÂ 80111	Â X	Â	Â	Â

Signatures

/s/ Mark W. Yonkman, as
Attorney-in-Fact

01/25/2013

__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).
- (1) Total includes 2,500 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan, 1,250 of which are scheduled to vest on October 11, 2013 and 1,250 of which are scheduled to vest on October 11, 2014.
- (2) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Stock option award is time-vested with 1/2 vesting on October 11, 2013 and the remaining half vesting on October 11, 2014.

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Remarks:

ThisÂ amendmentÂ toÂ theÂ FormÂ 3Â filedÂ onÂ SeptemberÂ 19,Â 2012Â correctsÂ aÂ clericalÂ errorÂ thatÂ over-rep

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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