

National Bank Holdings Corp
 Form 4
 March 03, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
LILLY BRIAN F

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)
03/01/2016

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

(Street)
**GREENWOOD
 VILLAGE, CO 80111**

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	03/01/2016		A		6,901 ⁽¹⁾ \$ 0	152,705 ⁽³⁾	D
Common Stock	03/01/2016		A		17,730 ⁽²⁾ \$ 0	170,435 ⁽³⁾	D

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

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 (9-02)

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 19.56	03/01/2016		A	21,327	(4)	03/01/2026	Common Stock	21,327

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

LILLY BRIAN F
7800 EAST ORCHARD ROAD, SUITE 300
GREENWOOD VILLAGE, CO 80111

Chief Financial Officer

Signatures

/s/ Brian F. Lilly 03/03/2016

**Signature of Date
Reporting Person

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, 2017.
- (2) Shares of restricted stock granted under the NBHC 2014 Omnibus Incentive Plan. The shares vest upon the later of (i) the third anniversary of the date of grant and (ii) the average closing stock price for any consecutive 30-day trading period equaling or exceeding \$25 per share.
- (3) Includes 1,336 shares acquired under the National Bank Holdings Corporation Employee Stock Purchase Plan on August 31, 2015 and 1,259 shares acquired under the National Bank Holdings Corporation Employee Stock Purchase Plan on February 29, 2016.
- (4) 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, 2017.

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.