Yonkman Mark W Form 3 September 19, 2012

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

OMB APPROVAL

OMB Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

Estimated average burden hours per

SECURITIES

30(h) of the Investment Company Act of 1940

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

response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting

Yonkman Mark W

Person *

(Last)

(First)

Statement

(Month/Day/Year)

09/19/2012

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

National Bank Holdings Corp [NBHC]

5570 DTC PARKWAY

(Street)

(Check all applicable)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

Director _X__ Officer

10% Owner Other (give title below) (specify below)

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

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

GREENWOOD VILLAGE, Â COÂ 80111

1. Title of Security

(City)

(Instr. 4)

(State)

(Zip)

(Middle)

Table I - Non-Derivative Securities Beneficially Owned

General Counsel and Secretary

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

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

Direct (D) or Indirect (I)

(Instr. 5)

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

5. Derivative

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

Expiration Date Exercisable Date

Amount or Title Number of Shares

Security

Price of

Derivative

Security: Direct (D) or Indirect (I) (Instr. 5)

1

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Employee Stock Option (Right to Buy) $\hat{A} \stackrel{(1)}{=} 01/16/2019 \stackrel{Common}{Stock} 15,000 20

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Yonkman Mark W

5570 DTC PARKWAY Â Â Â General Counsel and Secretary Â

GREENWOOD VILLAGE, COÂ 80111

Signatures

/s/ Mark W.
Yonkman

**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).

Granted under the 2009 National Bank Holdings Corporation 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 January 16, 2012.

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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