

Newfield Richard U Jr.
Form 4
May 16, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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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 *
Newfield Richard U Jr.

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/16/2018

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Chief Risk Mngmt Officer

GREENWOOD
VILLAGE, CO 80111

(City) (State) (Zip)

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

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)			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				(A) or (D)	Price
Common Stock	05/16/2018		M			50,000	A	\$ 20	152,809	D	
Common Stock	05/16/2018		S			50,000	D	\$ 36.5692 <u>(1)</u>	102,809	D	

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

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- (2) Time-vested stock option award. Stock options vested in equal installments on October 11, 2012, October 11, 2013, and October 11, 2014.
- (3) Time-vested stock option award. Stock options vested in equal installments on October 21, 2011 and October 21, 2012.

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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