

National Bank Holdings Corp
 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â LILLY BRIAN F		(Month/Day/Year)	National Bank Holdings Corp [NBHC]	
(Last)	(First)	(Middle)	09/19/2012	
5570 DTC PARKWAY			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
GREENWOOD VILLAGE,Â COÂ 80111			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

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	100,000 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (2)	02/27/2022	Common Stock	200,000	\$ 2,000		D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LILLY BRIAN F 5570 DTC PARKWAY GREENWOOD VILLAGE,Â COÂ 80111	Â	Â	Â Chief Financial Officer	Â

Signatures

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

08/29/2012

__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 100,000 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) 33,333 will vest on the later of February 27, 2012 and the per share stock price equaling or exceeding \$28.00 per share for 30 days; (ii) 33,333 will vest on the later of February 27, 2013 and the per share stock price equaling or exceeding \$32.00 per share for 30 days; and (iii) 33,334 will vest on the later of February 27, 2014 and the per share stock price equaling or exceeding \$34.00 per share for 30 days, with unvested shares of restricted stock set forth in (i), (ii) and (iii) only vesting if the shares of issuer's common stock are listed on a public exchange.
- (1)
- 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 February 27, 2012.
- (2)

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.