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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement National Bank Holdings Corp [NBHC] LILLY BRIAN F (Month/Day/Year) 09/19/2012 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 5570 DTC PARKWAY (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person (give title below) (specify below) **GREENWOOD** Form filed by More than One Chief Financial Officer VILLAGE, Â COÂ 80111 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) D Â Common Stock  $100,000 \frac{(1)}{}$ Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

currently valid OMB control number.

| 1. Title of Derivative Security (Instr. 4) | •                   | Date            | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                        | 4.<br>Conversion<br>or Exercise<br>Price of | Ownership B                            | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|--|---------------------|-----------------|--|------------------------|---|--|---|
|  | Date<br>Exercisable | Expiration Date | Title  | Amount or<br>Number of | Derivative<br>Security                      | Security:<br>Direct (D)<br>or Indirect |   |

### Edgar Filing: National Bank Holdings Corp - Form 3

Shares (I) (Instr. 5)

Employee Stock Option (Right to Buy)

 $\hat{A}$   $\underline{^{(2)}}$ 

02/27/2022 Com Stoc

ommon 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, COÂ 80111

À 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).

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.

Total includes 100,000 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive

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.

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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