Newfield Richard U Jr. Form 4 April 03, 2019

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Newfield Richard U Jr.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

National Bank Holdings Corp

[NBHC]

(Check all applicable)

(Last) (First) (Middle)

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

10% Owner Director X_ Officer (give title Other (specify below) below)

7800 EAST ORCHARD ROAD,

04/01/2019

Chief Risk Mngmt Officer

SUITE 300

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

(Street)

Filed(Month/Day/Year)

3.

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

GREENWOOD VILLAGE, CO 80111

> (City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if Security (Instr. 3) (Month/Day/Year)

TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

4. Securities

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Beneficially (D) or Owned Following Reported

Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

Indirect

(A) Transaction(s) or (Instr. 3 and 4)

\$0

Code V Amount Price (D)

Common 2,431 04/01/2019 (1) Stock

D

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

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109,298

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

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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. Transactic 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)	\$ 34.08	04/01/2019		A	8,783	(2)	04/01/2029	Common Stock	8,783

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Newfield Richard U Jr. 7800 EAST ORCHARD ROAD, SUITE 300 GREENWOOD VILLAGE, CO 80111

Chief Risk Mngmt Officer

Signatures

/s/ Richard U. 04/02/2019 Newfield, Jr.

**Signature of Reporting Date
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, 2020.
- (2) 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, 2020.

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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