Pruitt William D Form 4 May 22, 2013

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB APPROVAL

Number: 3235-0287

Expires:

5. Relationship of Reporting Person(s) to

Issuer

January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

Pruitt William D

1. Name and Address of Reporting Person \*

			NV5 Holdings, Inc. [NVEE]			(Check all applicable)						
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/20/2013					X Director 10% Owner Officer (give title Other (specify				
350	TTTIKK KOTID	, serie	0312012	013					below)	below)		
				4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check			
HOLLYWO	OOD, FL 33021		Filed(Mor	ith/Day/	y ear	)				by One Reporting by More than One		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities A	cquired, Disposed	d of, or Benefic	cially Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	Execution any		3. Transa Code (Instr.	8)	4. Securit nAcquired Disposed (Instr. 3,	(A) o 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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	05/20/2013			A		2,836 (1)	A	\$0	2,836	D		
Common Stock									8,000	I	Pruitt Enterprises, LP (2)	
Reminder: Rep	oort on a separate lii	ne for each c	lass of secu	rities be	enefi	icially own	ned di	rectly o	r indirectly.			
					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.

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

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 out 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
Warrant (Right to Buy)	\$ 7.8	04/02/2013		P	8,000	09/27/2013	03/27/2018	Common Stock	8,000

 $\mathbf{D}$ 

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
Pruitt William D 200 SOUTH PARK ROAD SUITE 350 HOLLYWOOD, FL 33021	X						

## **Signatures**

/s/ MaryJo O'Brien, as attorney in fact 05/22/2013

\*\*Signature of Reporting Person Date

# **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).
- These restricted stock units vest in full as of the day immediately preceding the Issuer's next annual stockholder meeting. Vested shares (1) will be delivered to the Reporting Person on the earlier of (i) Reporting Person's separation from service, (ii) immediately prior to consummation of a Change of Control or (ii) May 20, 2016.
- Mr. Pruitt is the President of Pruitt Ventures, Inc. which is the general partner of Pruitt Enterprises, LP and has voting and dispositive (2) power with respect to these shares. Mr. Pruitt disclaims beneficial ownership except to the extent of any indirect pecuniary interest therein.

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.

Reporting Owners 2