

National Bank Holdings Corp  
Form 8-A12B  
September 17, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(B) OR (G) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**National Bank Holdings Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State of incorporation

or organization)

**27-0563799**  
(I.R.S. Employer

Identification No.)

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5570 DTC Parkway

Greenwood Village, Colorado  
(Address of principal executive offices)

80111  
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box:

Securities Act registration statement file number to which this form relates: 333-177971

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Class A Common Stock, \$0.01 par value per share	New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

Title of class  
None

**Item 1. Description of Securities To Be Registered.**

A description of the Class A Common Stock, \$0.01 par value per share, of National Bank Holdings Corporation (the Registrant), is set forth under Description of Capital Stock in the Company's Registration Statement on Form S-1 (File No. No. 333-177971) initially filed with the Securities and Exchange Commission on November 14, 2012, as amended from time to time thereafter, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

In accordance with the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**National Bank Holdings Corporation**

Date: September 17, 2012

By: /s/ Mark W. Yonkman  
Name: Mark W. Yonkman  
Title: Executive Vice President, General Counsel and  
Secretary