

NV5 Holdings, Inc.
Form 4/A
September 11, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
Tong Richard

2. Issuer Name and Ticker or Trading Symbol
NV5 Holdings, Inc. [NVEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 SOUTH PARK RD., SUITE 350

3. Date of Earliest Transaction (Month/Day/Year)
08/24/2015

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

Exec VP and General Counsel

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)
08/26/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

HOLLYWOOD, FL 33021

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership: Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 08/24/2015 | | S | 10,000 (1) | D \$ 19.59 (2) | 66,819 | D |
| Common Stock | 08/25/2015 | | S | 10,000 (1) | D \$ 19.4 (3) | 56,819 | D |
| Common Stock | 08/26/2015 | | S | 5,100 (1) | D \$ 18.697 (4) | 51,719 | D |
| Common Stock | 08/26/2015 | | S | 100 (1) | D \$ 18 | 51,619 | D |
| Common Stock | 08/26/2015 | | S | 100 (1) | D \$ 18.12 | 51,519 | D |

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| | | | | | | | |
|--------------|------------|---|--------------------|---|----------|--------|---|
| Common Stock | 08/26/2015 | S | 100 ⁽¹⁾ | D | \$ 18.13 | 51,419 | D |
| Common Stock | 08/26/2015 | S | 200 ⁽¹⁾ | D | \$ 18.19 | 51,219 | D |

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

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SEC 1474
(9-02)

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. Transaction 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Tong Richard
200 SOUTH PARK RD.
SUITE 350
HOLLYWOOD, FL 33021

Director 10% Owner Officer Other

Exec VP and General Counsel

Signatures

/s/ MaryJo O'Brien, as attorney
in fact

09/11/2015

__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).

(1) The shares set forth in Column 4 of this Form 4 reflect shares sold by the reporting person to cover taxes associated with the vesting of restricted shares.

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(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.50 to \$19.99, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.40 to \$19.50, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.21 to \$19.21, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

Remarks:

This form is being amended to reflect the correct number of shares of common stock sold by the reporting person on August 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.