

National Bank Holdings Corp  
 Form 3  
 May 13, 2016

**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 Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Daley Michael John                        |         | (Month/Day/Year)                     | National Bank Holdings Corp [NBHC]               |  |
| (Last)                                    | (First) | (Middle)                             | 05/04/2016                                       |  |
| 7800 EAST ORCHARD ROAD, SUITE 300         |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| GREENWOOD VILLAGE, CO 80111               |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
| (City)                                    | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
|   |         |                                      | Chief Accounting Officer                         |  |
|   |         |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 3,729 <sup>(1)</sup>                                  | D  |   |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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|                                      | Date Exercisable | Expiration Date |              | Amount or Number of Shares |          | or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | Â (2)            | 05/02/2023      | Common Stock | 810                        | \$ 18.09 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 04/29/2024      | Common Stock | 800                        | \$ 18.92 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 04/28/2025      | Common Stock | 1,066                      | \$ 19.08 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 05/06/2025      | Common Stock | 1,264                      | \$ 19.3  | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 03/01/2026      | Common Stock | 1,563                      | \$ 19.56 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| Daley Michael John<br>7800 EAST ORCHARD ROAD<br>SUITE 300<br>GREENWOOD VILLAGE,Â COÂ 80111 | Â             | Â         | Â Chief Accounting Officer | Â     |

## Signatures

/s/ Michael John Daley 05/13/2016

\*\*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).
- (1) Total includes 2,599 shares of unvested restricted stock granted under either the NBHC 2009 Equity Incentive Plan or 2014 Omnibus Incentive Plan. Vesting of said shares is contingent upon continued employment, and is scheduled as follows: (i) 944 will vest on April 28, 2017; (ii) 267 will vest on April 29, 2017; (iii) 136 will vest on May 2, 2017; (iv) 946 will vest on April 28, 2018; (v) 136 will vest on May 2, 2018; and (vi) 170 will vest on April 28, 2019.
- (2) Total includes 405 unvested options granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting with 405 stock options scheduled to vest on May 2, 2017.
- (3) Total includes 268 unvested options granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting with 268 stock options scheduled to vest on April 29, 2017.
- (4) Total includes 711 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 355 stock options scheduled to vest on April 28, 2017 and (ii) 356 stock options scheduled to vest on April 28, 2018.
- (5) Total includes 843 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 421 stock options scheduled to vest on April 28, 2017 and (ii) 422 stock options scheduled to vest on April 28, 2018.
- (6)

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Total includes 1,563 unvested options granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting with (i) 521 stock options scheduled to vest on April 28, 2017, (ii) 521 stock options scheduled to vest on April 28, 2018, and (iii) 521 stock options scheduled to vest on April 28, 2019.

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.