

NV5 Holdings, Inc.
 Form 4
 October 15, 2013

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 *
Pruitt William D

(Last) (First) (Middle)

200 SOUTH PARK ROAD, SUITE 350

(Street)

HOLLYWOOD, FL 33021

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
10/11/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	10/11/2013		X	8,000 A \$ 6	16,000	I	Pruitt Enterprises, LP ⁽¹⁾
Common Stock					2,836	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Warrant (Right to Buy)	\$ 7.8	10/11/2013		D ⁽²⁾	8,000	⁽²⁾ 03/27/2018	Common Stock 8,000
Warrant (Right to Buy)	\$ 6	10/11/2013		A ⁽²⁾	8,000	⁽²⁾ 03/27/2018	Common Stock 8,000
Warrant (Right to Buy)	\$ 6	10/11/2013		X	8,000	⁽²⁾ 03/27/2018	Common Stock 8,000

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

10/15/2013

**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).

- Mr. Pruitt is the President of Pruitt Ventures, Inc. which is the general partner of Pruitt Enterprises, LP and has voting and dispositive power with respect to these shares. Mr. Pruitt disclaims beneficial ownership except to the extent of any indirect pecuniary interest therein.
- (1) Mr. Pruitt is the President of Pruitt Ventures, Inc. which is the general partner of Pruitt Enterprises, LP and has voting and dispositive power with respect to these shares. Mr. Pruitt disclaims beneficial ownership except to the extent of any indirect pecuniary interest therein.
- (2) The Issuer effectuated a temporary reduction of the exercise price of all of its outstanding public warrants from \$7.80 per share to \$6.00 per share, commencing on September 27, 2013 and continuing until 5:00 p.m., New York City time, on October 11, 2013. The two reported transactions involve a change in the exercise price of the outstanding warrant upon exercise, resulting in the deemed cancellation of the "old" warrant exercised and the grant of a replacement warrant for the number of shares exercised. The warrant was originally

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purchased on April 2, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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