



**(954) 495-2112**

(Registrant's Telephone Number, Including Area Code)

**n/a**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 1.01. Entry into Material Definitive Agreement.**

On May 13, 2016, NV5 Global, Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with Roth Capital Partners, LLC, as representative of the several underwriters identified therein (the "Underwriters"), relating to the Company's public offering (the "Offering") of 1,700,000 shares of the Company's common stock, par value \$0.01 per share (the "Firm Shares"). Pursuant to the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an additional 255,000 shares (the "Option Shares") of common stock to cover over-allotments.

The Underwriters agreed to purchase the Firm Shares from the Company with the option to purchase the Option Shares, pursuant to the Underwriting Agreement, at a price of \$26.25 per share. The shares of the Company's common stock were offered, issued and sold under a prospectus supplement and accompanying prospectus filed with the Securities and Exchange Commission (the "SEC") pursuant to an effective shelf registration statement filed with the SEC on Form S-3 (Registration No. 333-206644) pursuant to the Securities Act of 1933, as amended (the "Securities Act").

The Underwriting Agreement contained customary representations, warranties and agreements by the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters, including for liabilities under the Securities Act, other obligations of the parties and termination provisions. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement and were subject to limitations agreed upon by the contracting parties.

The Underwriting Agreement is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The foregoing description of the terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit. A copy of the opinion of Akerman LLP relating to the legality of the issuance and sale of the Firm Shares in the Offering is attached as Exhibit 5.1 hereto.

**Item 7.01. Regulation FD Disclosure.**

On May 13, 2016, the Company issued a press release announcing that it had priced the Offering. On May 18, 2016, the Company issued a press release announcing that it had closed the Offering of the Firm Shares. A copy of these press releases are attached as Exhibits 99.1 and 99.2 to this Current Report and incorporated by reference into this Item 7.01.

**Item 8.01. Other Items.**

On May 18, 2016, the Company closed the Offering of the Firm Shares at a price of \$26.25 per share for net proceeds of approximately \$41.0 million after deducting the underwriting discount and estimated offering expenses payable by the Company. The Firm Shares are listed on The NASDAQ Capital Market.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**  
**No.** **Description**

- |      |                                                                                                                                           |
|------|-------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1  | Underwriting Agreement, between the Company and Roth Capital Partners, LLC, as the representative of the Underwriters, dated May 13, 2016 |
| 5.1  | Opinion of Akerman LLP                                                                                                                    |
| 23.1 | Consent of Akerman LLP (included in Exhibit 5.1)                                                                                          |
| 99.1 | Press Release, dated May 13, 2016                                                                                                         |
| 99.2 | Press Release, dated May 18, 2016                                                                                                         |
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 18, 2016

**NV5 GLOBAL, INC.**

By: /s/ Michael P. Rama

Name: Michael P. Rama

Title: Vice President and Chief Financial Officer

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**Exhibit Index**

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