Sobers Patrick G. Form 4 March 05, 2018

FORM 4

Check this box

if no longer

subject to

Section 16.

Form 4 or

obligations

may continue.

See Instruction

Form 5

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

Washington, D.C. 20549

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Sobers Patrick G.

2. Issuer Name **and** Ticker or Trading

Symbol

National Bank Holdings Corp

[NBHC]

(Last) (First) (Middle)

3. Date of Earliest Transaction

(Month/Day/Year)

03/01/2018

____ Director ____ 10% Owner __X_ Officer (give title ____ Other (specify

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

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response...

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below) below)

EVP, Consumer & Smll Bus. Bnkg

7800 EAST ORCHARD ROAD, SUITE 300

(State)

(Zip)

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X 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

Issuer

GREENWOOD VILLAGE, CO 80111

(City)

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 3. 5. Amount of 6. Ownership 7. Nature of Securities (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Form: Direct Indirect Security (Instr. 3) Code Beneficially Beneficial Disposed of (D) (D) or (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4)

(A) Reported
Transaction(s)

(Instr. 3 and 4)

Code V Amount (D) Price

Common Stock 03/01/2018 A 1,479 A \$ 0 9,623 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)

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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. Transactic 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
Employee Stock Option (Right to Buy)	\$ 32.65	03/01/2018		A	4,369	(2)	03/01/2028	Common Stock	4,369

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sobers Patrick G. 7800 EAST ORCHARD ROAD, SUITE 300 GREENWOOD VILLAGE, CO 80111

EVP, Consumer & Smll Bus. Bnkg

Signatures

/s/ Patrick G. 03/02/2018 Sobers

**Signature of Date
Reporting Person

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) Shares of restricted stock granted under the NBHC 2014 Omnibus Incentive Plan. The shares are time vesting and vest in three equal annual installments beginning on April 28, 2019.
- (2) Granted under the NBHC 2014 Omnibus Incentive Plan. The stock option award is scheduled to vest in three equal annual installments beginning 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.

Reporting Owners 2