

Gaiter Donald
Form 4
May 06, 2013

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Gaiter Donald

2. Issuer Name and Ticker or Trading Symbol
National Bank Holdings Corp
[NBHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
7800 ORCHARD RD., SUITE 300

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/02/2013

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Ch. of Acquisitions & Strategy

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

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

GREENWOOD
VILLAGE, CO 80111

(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 Indirect Beneficial Ownership (Instr. 4) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------------|---|--|
| | | | Code | V | Amount or (D) Price | | | | | |
| Common Stock | 05/02/2013 | | A | | 10,176 ⁽¹⁾ | A | \$ 0 | 256,767 ⁽²⁾ | D | |
| Common Stock | | | | | | | 15,000 | I | By Gaiter Investments, LLC | |
| Common Stock | | | | | | | 25,000 | I | Gutierrez Investments, LLC ⁽³⁾ | |

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

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(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 Number Shares |
| Employee Stock Option (Right to Buy) | \$ 18.09 | 05/02/2013 | | A | 15,108 | (4) 05/02/2023 | Common Stock 15,108 |
| Employee Stock Option (Right to Buy) | \$ 20 | | | | | 10/20/2012 10/20/2019 | Common Stock 402,500 |
| Employee Stock Option (Right to Buy) | \$ 20 | | | | | (5) 10/11/2018 | Common Stock 100,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Gaiter Donald
7800 ORCHARD RD., SUITE 300
GREENWOOD VILLAGE, CO 80111

Ch. of Acquisitions & Strategy

Signatures

/s/ Mark W. Yonkman, as
Attorney-in-Fact

05/06/2013

__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).

- (1) Shares acquired pursuant to a grant of restricted stock under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Shares vest in four equal annual installments beginning on May 2, 2015.

Total includes 169,343 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan, which shares are scheduled to vest as follows: (i) 10,176 vest as indicated in Footnote 1; (ii) 44,722 vest after the per share stock price equals or exceeds \$25.00 for 30 days; (iii) 44,722 vest after the per share stock price equals or exceeds \$28.00 for 30 days; (iv)

- (2) 44,723 vest after the per share stock price equals or exceeds \$32.00 for 30 days; (v) 8,333 vest upon the per share stock price equaling or exceeding \$28.00 per share for 30 days; (vi) 8,333 vest on the later of October 11, 2013 and the per share stock price equaling or exceeding \$32.00 per share for 30 days; and (vii) 8,334 vest on the later of October 11, 2014 and the per share stock price equaling or exceeding \$34.00 per share for 30 days.

- (3) Gutierrez Investments, LLC, a Massachusetts Limited Liability Company has Gloria M. Gutierrez, Donald Gaiter's spouse, as the Manager.

- (4) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan on May 2, 2013. The stock option award is time vested and is scheduled to vest in equal installments on each of the third and fourth anniversaries of the date of grant.

- (5) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan on October 11, 2011. The stock option award is time vested and is scheduled to vest in equal installments on each of the first, second and third anniversaries of the date of grant.

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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