

Birkans Aldis  
 Form 3  
 August 14, 2018

**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      |  |
| Birkans Aldis                             |         | (Month/Day/Year)                     | National Bank Holdings Corp [NBHC]               |  |
| (Last)                                    | (First) | (Middle)                             | 08/10/2018                                       |  |
| 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 Financial 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                    | 5,419 <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)            | 08/02/2021      | Common Stock | 20,000                     | \$ 20    | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (3)            | 05/02/2023      | Common Stock | 3,530                      | \$ 18.09 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (4)            | 04/29/2024      | Common Stock | 2,600                      | \$ 18.92 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (5)            | 04/28/2025      | Common Stock | 2,773                      | \$ 19.08 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (6)            | 03/01/2026      | Common Stock | 3,080                      | \$ 19.56 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (7)            | 03/01/2027      | Common Stock | 3,303                      | \$ 34.04 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (8)            | 03/01/2028      | Common Stock | 2,442                      | \$ 32.65 | D                          | Â |
| Employee Stock Option (Right to Buy) | Â (9)            | 05/02/2028      | Common Stock | 1,987                      | \$ 35.36 | D                          | Â |

## Reporting Owners

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

## Signatures

/s/ Aldis Birkans                      08/14/2018

\_\_Signature of                      Date  
Reporting Person

## 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).
- Total includes 3,909 shares of unvested restricted stock granted under the NBHC 2014 Omnibus Incentive Plan. Vesting of said shares is contingent upon continued employment and is scheduled as follows: (i) 1,650 will vest on April 28, 2019; (ii) 1,320 will vest on April 28, 2020; and (iii) 939 will vest on April 28, 2021.
- (1) Contingent upon continued employment and is scheduled as follows: (i) 1,650 will vest on April 28, 2019; (ii) 1,320 will vest on April 28, 2020; and (iii) 939 will vest on April 28, 2021.
  - (2) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on August 2, 2013, and the second installment vested on August 2, 2014.
  - (3) Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on May 2, 2016, and the second installment vested on May 2, 2017.
  - (4)

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Granted under the NBHC 2009 Equity Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 29, 2015, the second installment vested on April 29, 2016, and the third installment vested on April 29, 2017.

- (5) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2016, the second installment vested on April 28, 2017, and the third installment vested on April 28, 2018.

- (6) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2017, the second installment vested on April 28, 2018, and the third installment vests on April 28, 2019.

- (7) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vested on April 28, 2018, the second installment vests on April 28, 2019, and the third installment vests on April 28, 2020.

- (8) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vests on April 28, 2019, the second installment vests on April 28, 2020, and the third installment vests on April 28, 2021.

- (9) Granted under the NBHC 2014 Omnibus Incentive Plan. Stock option award is subject to continued employment and is time vesting. The first installment vests on April 28, 2019, the second installment vests on April 28, 2020, and the third installment vests on April 28, 2021.

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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