

National Bank Holdings Corp  
Form 8-K  
February 11, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 OR 15(d) of

The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 8, 2013

**NATIONAL BANK HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-35654**  
(Commission

File Number)

**27-0563799**  
(IRS Employer

Identification No.)

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5570 DTC Parkway, Greenwood Village, Colorado, 80111

(Address of principal executive offices) (Zip Code)

720-529-3336

(Registrant's telephone, including area code)

Not Applicable

(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))

**Item 7.01. Regulation FD Disclosure.**

In February and March 2013, representatives from National Bank Holdings Corporation ( NBHC ) will make presentations to investors at multiple conferences. NBHC will make the materials used in these presentations available on its website (<http://www.nationalbankholdings.com>) in advance of the presentations. NBHC is furnishing the materials as Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in this Item 7.01 and the exhibit referenced herein are being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act of 1934.

**Cautionary Statements Regarding Forward-Looking Information**

This Current Report on Form 8-K and the exhibit filed herewith contain forward-looking statements. Any statements about NBHC's expectations, beliefs, plans, predictions, forecasts, objectives, assumptions or future events or performance are not historical facts and may be forward-looking. These statements are only predictions and involve estimates, known and unknown risks, assumptions and uncertainties. NBHC's actual results could differ materially from those expressed in or contemplated by such forward-looking statements as a result of a variety of factors, some of which are more fully described in the exhibit hereto and in NBHC's filings with the Securities and Exchange Commission. You are cautioned not to place undue reliance on such statements. Any forward-looking statement speaks only as of the date on which it is made, and NBHC undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events or circumstances, except as required by applicable law.

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

Exhibit

| No.  | Description of Exhibit   |
|------|--|
| 99.1 | Materials from National Bank Holdings Corporation Presentations at Investor Conferences in February and March 2013 |

**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.

National Bank Holdings Corporation  
(Registrant)

Date: February 8, 2013

/s/ Mark W. Yonkman  
Mark W. Yonkman, General Counsel and Secretary