

National Bank Holdings Corp  
 Form 3/A  
 January 25, 2013

**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 *<br>FISH LAWRENCE K<br>(Last) (First) (Middle)<br><br>5570 DTC PARKWAY<br>(Street)<br><br>GREENWOOD VILLAGE, CO 80111<br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br>09/19/2012 | 3. Issuer Name and Ticker or Trading Symbol<br>National Bank Holdings Corp [NBHC] | 4. Relationship of Reporting Person(s) to Issuer<br><br>(Check all applicable)<br><br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year)<br>09/19/2012<br><br>6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 24,654 <sup>(1)</sup>                                    | D   | F  |
| Common Stock                       | 130,000  | I   | By LKF Associates, LLC                                   |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                             | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy) | Â (2)            | 10/11/2018      | Common Stock | 8,000                      | \$ 20    | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| FISH LAWRENCE K<br>5570 DTC PARKWAY<br>GREENWOOD VILLAGE,Â COÂ 80111 | Â X           | Â         | Â       | Â     |

## Signatures

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

01/25/2013

\_\_Signature of Reporting Person

Date

## 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).
- (1) Total includes 2,500 shares of unvested restricted stock granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan, 1,250 of which are scheduled to vest on October 11, 2013 and 1,250 of which are scheduled to vest on October 11, 2014.
- (2) Granted under the National Bank Holdings Corporation 2009 Equity Incentive Plan. Stock option award is time-vested with 1/2 vesting on October 11, 2013 and the remaining half vesting on October 11, 2014.

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### Remarks:

ThisÂ amendmentÂ toÂ theÂ FormÂ 3Â filedÂ onÂ SeptemberÂ 19,Â 2012Â correctsÂ aÂ clericalÂ errorÂ thatÂ over-rep

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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