

National Bank Holdings Corp  
Form S-8 POS  
May 08, 2014

As filed with the Securities and Exchange Commission on May 8, 2014

Registration No. 333-184097

---

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1  
TO  
FORM S-8  
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NATIONAL BANK HOLDINGS CORPORATION  
(Exact name of registrant as specified in its charter)

Delaware

27-0563799

(State or other jurisdiction of  
incorporation or organization)

(I.R.S. Employer Identification No.)

7800 East Orchard, Suite 300  
Greenwood Village, Colorado 80111  
(Address of principal executive offices) (Zip Code)

NBH Holdings Corp. 2009 Equity Incentive Plan  
(Full title of the Plan)

Zsolt K. Besskó  
Chief Administrative Officer & General Counsel

National Bank Holdings Corporation  
7800 East Orchard, Suite 300  
Greenwood Village, Colorado 80111

(Name and address of agent for service)

(720) 529-3336

(Telephone number, including area code, of agent for service)

Copies to:

David E. Shapiro, Esq.

Mark F. Veblen, Esq.

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

Telephone: (212) 403-1000

Facsimile: (212) 403-2000

---

---

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting  
company

---

---

#### EXPLANATORY NOTE

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 filed on September 25, 2012 (File No. 333-184097) is filed in order to deregister securities remaining under such Registration Statement.

On September 25, 2012, the Registrant filed the Registration Statement on Form S-8 (File No. 333-184097) to register an aggregate of 4,320,249 Common Shares issuable under the NBH Holdings Corp. 2009 Equity Incentive Plan (the “2009 Plan”). On May 7, 2014 (the “Approval Date”), the Registrant’s shareholders approved the adoption of the 2014 Omnibus Incentive Plan (the “2014 Plan”), which provides, among other things, that any Common Shares subject to awards granted under the 2009 Plan that are either forfeited or, in the case of awards other than stock options or stock appreciation rights, surrendered in order to satisfy withholding tax liabilities, after December 31, 2013 will become available for issuance under the 2014 Plan. In addition, as of the Approval Date, no future awards will be made under the 2009 Plan and therefore, the Common Shares that were available for grant under the 2009 Plan as of the Approval Date but were not subject to outstanding awards as of such date (such shares, the “Remaining Shares”) will not be issued pursuant to the 2009 Plan. As of the date hereof, there was an aggregate of 4,734,430 Common Shares subject to awards under the 2009 Plan (the “Outstanding Award Shares”) and an aggregate of 582,150 Remaining Shares (all such shares are collectively referred to as the “2009 Plan Shares”).

This Post-Effective Amendment No. 1 is being filed to deregister the 2009 Plan Shares. The Registrant is concurrently filing a separate Registration Statement on Form S-8 to reflect that the Outstanding Award Shares may be issued under either the 2009 Plan or the 2014 Plan and to carry over the filing fees for the Outstanding Award Shares.

In accordance with the principles set forth in Interpretation 89 under Section G of the Manual of Publicly Available Telephone Interpretations of the Division of Corporation Finance of the Securities and Exchange Commission (July 1997) and Instruction E to the General Instructions to Form S-8, this Post-Effective Amendment No. 1 is hereby filed (i) to reflect that, following the date hereof, the Outstanding Award Shares may be issued under either the 2009 Plan or the 2014 Plan, and (ii) to carry over the registration fees paid for the Outstanding Award Shares from this Registration Statement to the Registration Statement on Form S-8, filed for both the 2009 Plan and the 2014 Plan, which is filed contemporaneously with the filing of this Post-Effective Amendment No. 1.

---

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, on May 7, 2014.

**NATIONAL BANK HOLDINGS CORPORATION**

By: /s/ G. Timothy Laney  
 G. Timothy Laney  
 Chairman, President & Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment to its registration statement has been signed below by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
/s/ G. Timothy Laney G. Timothy Laney	Chairman, President & Chief Executive Officer (Principal Executive Officer)	May 7, 2014
/s/ Brian F. Lilly Brian F. Lilly	Chief Financial Officer (Principal Financial Officer)	May 7, 2014
/s/ H. Wayne McGaugh H. Wayne McGaugh	Chief Accounting Officer (Principal Accounting Officer)	May 7, 2014
* Frank V. Cahouet	Director	May 7, 2014
* Ralph W. Clermont	Director	May 7, 2014
* Robert E. Dean	Director	May 7, 2014
* Lawrence K. Fish	Director	May 7, 2014
* Micho F. Spring	Director	May 7, 2014
* Burney S. Warren	Director	May 7, 2014

\*By: /s/ G. Timothy Laney  
 G. Timothy Laney  
 Attorney-in-fact