

National Bank Holdings Corp  
Form 8-K  
January 28, 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): January 28, 2012

**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 2.02. Results of Operations and Financial Conditions.**

On January 28, 2013, National Bank Holdings Corporation ( NBHC ) issued a press release announcing its financial results for the quarter ended December 31, 2012, which press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The press release contains forward-looking statements regarding NBHC and includes a cautionary statement identifying important factors that could cause actual results to differ materially from those anticipated.

The information contained in this Item 2.02, as well as the exhibit referenced herein, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended (the Securities Act ).

**Item 7.01. Regulation FD Disclosure.**

On January 28, 2013, NBHC distributed, made available to investors, and posted on its website, the press release and financial tables reflecting its performance for the quarter ended December 31, 2012, also attached hereto as Exhibit 99.1.

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

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

Exhibit No.	Description of Exhibit
99.1	Press release and financial tables distributed, made available to investors, and posted on NBHC s website on January 28, 2013, by NBHC announcing its financial results for the quarter ended December 31, 2012.

**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: January 28, 2013

/s/ Mark W. Yonkman

Mark W. Yonkman, General Counsel and Secretary