

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 * FISH LAWRENCE K (Last) (First) (Middle) 5570 DTC PARKWAY (Street) GREENWOOD VILLAGE, CO 80111 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/19/2012	3. Issuer Name and Ticker or Trading Symbol National Bank Holdings Corp [NBHC]	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year) 09/19/2012 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
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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	24,654 ⁽¹⁾	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 (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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (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)	10/11/2018	Common Stock	8,000	\$ 20	D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FISH LAWRENCE K 5570 DTC PARKWAY GREENWOOD VILLAGE, CO 80111	X			

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.

Remarks: This amendment to the Form 3/A filed on September 19, 2012 corrects a clerical error that 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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