

NV5 Holdings, Inc.  
Form 8-K  
February 05, 2015  
**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 5, 2015**

**NV5 Holdings, INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-35849</b>	<b>45-3458017</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

<b>200 South Park Road, Suite 350</b>	<b>33021</b>
<b>Hollywood, Florida</b>	(Zip Code)
(Address of Principal Executive Offices)	

Registrant's telephone number, including area code: **(954) 495-2112**

**N/A**  
(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 follow provisions:

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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))

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**Item 8.01 Other Events.**

On February 5, 2015, in connection with its previously disclosed redemption of all outstanding public warrants (the “Redemption”), NV5 Holdings, Inc. (the “Company”) announced that 408,412, or approximately 99%, of its outstanding public warrants were exercised at \$7.80 per share prior to 5:00 p.m., New York City time, on February 4, 2015 (the “Expiration Time”). The Redemption generated gross proceeds to the Company of approximately \$3.2 million. The remaining 4,002 public warrants that were not exercised by the Expiration Time were cancelled and redeemed by the Company for the sum of \$0.01 per public warrant.

On February 5, 2015, the Company issued a press release announcing the completion of the Redemption as described above, a copy of which is attached hereto as Exhibit 99.1 and is hereby incorporated by reference into this Item 8.01.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	Description
99.1	Press Release dated February 5, 2015

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**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.

Date: February 5, 2015 **NV5 HOLDINGS, INC.**

By: /s/ Michael P. Rama

Name: Michael P. Rama

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	Description
99.1	Press Release dated February 5, 2015