

National Bank Holdings Corp  
Form 8-K  
May 12, 2014

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): May 7, 2014

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

|   |  |  |
|---|--|--|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-35654<br>(Commission<br>File Number) | 27-0563799<br>(IRS Employer<br>Identification No.) |
|---|--|--|

7800 East Orchard Road, Suite 300, 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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

On May 7, 2014, National Bank Holdings Corporation (the “Company”) held its 2014 Annual Meeting of Shareholders (the “Annual Meeting”). The proposals voted on at the Annual Meeting and the final voting results are as follows:

Proposal 1: All of the director nominees were elected to the Board of Directors based upon the following votes:

| Nominee               | Votes For  | Votes Withheld | Broker Non-Votes |
|-----------------------|------------|----------------|------------------|
| Frank V. Cahouet      | 36,081,688 | 1,388,439      | 474,217          |
| Ralph W. Clermont     | 36,081,689 | 1,388,438      | 474,217          |
| Robert E. Dean        | 36,081,689 | 1,388,438      | 474,217          |
| Lawrence K. Fish      | 36,098,969 | 1,371,158      | 474,217          |
| G. Timothy Laney      | 36,098,940 | 1,371,187      | 474,217          |
| Micho F. Spring       | 36,081,861 | 1,388,266      | 474,217          |
| Burney S. Warren, III | 36,098,969 | 1,371,158      | 474,217          |

Proposal 2: The shareholders ratified the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2014 based upon the following votes:

| For        | Against | Abstain |
|------------|---------|---------|
| 37,842,995 | 11,839  | 89,510  |

Proposal 3: The shareholders approved the Company’s 2014 Omnibus Incentive Plan based upon the following votes:

| For        | Against    | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 27,138,095 | 10,242,219 | 89,813  | 474,217          |

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SIGNATURE

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

By: /s/ Zsolt K. Besskó  
Name: Zsolt K. Besskó  
Title: Chief Administrative Officer & General Counsel

Date: May 12, 2014