

NV5 Holdings, Inc.
Form 4
May 08, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
WRIGHT DICKERSON

(Last) (First) (Middle)

200 SOUTH PARK RD., SUITE 350

(Street)

HOLLYWOOD, FL 33021

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
NV5 Holdings, Inc. [NVEE]

3. Date of Earliest Transaction
(Month/Day/Year)
05/06/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/06/2015		A	15,826 (1)	A \$ 0 717,887 (2)	I	Wright Family Trust dated December 12, 1990 (4)
Common Stock					295,054 (3)	I	Dickerson Wright 2010 GRAT dated June 28, 2010 (4)
Common Stock					295,054 (3)	I	Katherine Wright

								2010 GRAT dated June 28, 2010 ⁽⁴⁾
Common Stock					443,479 ⁽⁵⁾	I		Dickerson Wright 2012 GRAT dated November 9, 2012 ⁽⁴⁾
Common Stock					443,479 ⁽⁵⁾	I		Katherine Wright 2012 GRAT dated November 9, 2012 ⁽⁴⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WRIGHT DICKERSON 200 SOUTH PARK RD. SUITE 350 HOLLYWOOD, FL 33021	X	X	Chairman and CEO	

Signatures

/s/ MaryJo O'Brien, as attorney
in fact

05/08/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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) Restricted Stock Award, which is forfeitable until vested. Vesting three years from grant date of May 6, 2015
Includes distributions on (I) October 10, 2014 of 23,441 shares from each of the Dickerson Wright 2010 GRAT dated June 28, 2010 and the Katherine Wright 2010 GRAT dated June 28, 2010 and (ii) February 20, 2015 of 49,351 shares from each of the Dickerson Wright 2012 GRAT dated November 9, 2012 and the Katherine Wright 2012 GRAT dated November 9, 2012.
 - (3) On October 10, 2014, the Dickerson Wright 2010 GRAT dated June 28, 2010 and the Katherine Wright 2010 GRAT dated June 28, 2010 each distributed 23,441 shares to the Wright Family Trust dated December 12, 1990.
 - (4) Dickerson Wright and his wife, Katherine Wright, are trustees. Mr. Wright disclaims beneficial ownership of these securities except to the extent of this pecuniary interest therein.
 - (5) On February 20, 2015, the Dickerson Wright 2012 GRAT dated November 9, 2012 and the Katherine Wright 2012 GRAT dated November 9, 2012 each distributed 49,351 shares to the Wright Family Trust dated December 12, 1990.

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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