

NV5 Holdings, Inc.  
Form 4  
October 15, 2013

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Pruitt William D

(Last) (First) (Middle)

200 SOUTH PARK ROAD, 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)  
10/11/2013

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)

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	10/11/2013		X		8,000	A	\$ 6
					16,000		
Common Stock					2,836		
						D	

Pruitt  
Enterprises,  
LP <sup>(1)</sup>

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

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information contained in this form are not  
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SEC 1474  
(9-02)

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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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Warrant (Right to Buy)	\$ 7.8	10/11/2013		D <sup>(2)</sup>		8,000		<sup>(2)</sup>	03/27/2018	Common Stock	8,000
Warrant (Right to Buy)	\$ 6	10/11/2013		A <sup>(2)</sup>		8,000		<sup>(2)</sup>	03/27/2018	Common Stock	8,000
Warrant (Right to Buy)	\$ 6	10/11/2013		X		8,000		<sup>(2)</sup>	03/27/2018	Common Stock	8,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Pruitt William D 200 SOUTH PARK ROAD SUITE 350 HOLLYWOOD, FL 33021	X

## Signatures

/s/ MaryJo O'Brien, as attorney  
in fact 10/15/2013

\_\_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).

- Mr. Pruitt is the President of Pruitt Ventures, Inc. which is the general partner of Pruitt Enterprises, LP and has voting and dispositive
- (1) power with respect to these shares. Mr. Pruitt disclaims beneficial ownership except to the extent of any indirect pecuniary interest therein.
  - (2) The Issuer effectuated a temporary reduction of the exercise price of all of its outstanding public warrants from \$7.80 per share to \$6.00 per share, commencing on September 27, 2013 and continuing until 5:00 p.m., New York City time, on October 11, 2013. The two reported transactions involve a change in the exercise price of the outstanding warrant upon exercise, resulting in the deemed cancellation of the "old" warrant exercised and the grant of a replacement warrant for the number of shares exercised. The warrant was originally

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purchased on April 2, 2013.

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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