

NV5 Holdings, Inc.
Form 4
April 01, 2014

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
WRIGHT DICKERSON

(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)
03/28/2014

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)

CEO and President

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	03/28/2014		A	13,187 A	\$ 0 555,477 ⁽¹⁾	I	Wright Family Trust dated December 12, 1990 ⁽²⁾
Common Stock					318,495 ⁽³⁾	I	Dickerson Wright 2010 GRAT dated June 28, 2010 ⁽²⁾
Common Stock					318,495 ⁽³⁾	I	Katherine Wright

Common Stock	492,830 ⁽⁴⁾	I	2010 GRAT dated June 28, 2010 ⁽²⁾
			Dickerson Wright 2012 GRAT dated November 9, 2012 ⁽²⁾
Common Stock	492,830 ⁽⁴⁾	I	Katherine Wright 2012 GRAT dated November 9, 2012 ⁽²⁾

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

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(9-02)

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 ROAD SUITE 350 HOLLYWOOD, FL 33021	X	X	CEO and President	

Signatures

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

04/01/2014

__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) Includes distributions on (i) October 11, 2013 of 19,934 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) November 12, 2013 of 59,372 shares from each of the Dickerson Wright 2012 GRAT dated November 9, 2012 and the Katherine Wright 2012 GRAT dated November 9, 2012.
 - (2) Dickerson Wright and his wife, Katherine Wright, are trustees. Mr. Wright disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.
 - (3) On October 11, 2013, the Dickerson Wright 2010 GRAT dated June 28, 2010 and the Katherine Wright 2010 GRAT dated June 28, 2010 each distributed 19,934 shares to the Wright Family Trust dated December 12, 1990.
 - (4) On November 12, 2013, the Dickerson Wright 2012 GRAT dated November 9, 2012 and the Katherine Wright 2012 GRAT dated November 9, 2012 each distributed 59,372 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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