

NV5 Holdings, Inc.  
Form 4  
May 08, 2015

**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

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(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

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

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

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SEC 1474  
(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 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 (2) 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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