

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
ALFORD DONALD C

(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)

10/10/2013

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)

Executive VP

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 | 10/10/2013 | | X | | 2,000 | A | \$ 6 |
| Common Stock | | | | | | | 5,000 |
| | | | | | | | 69,176 |
| | | | | | | | I |
| | | | | | | | Wife's IRA |

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

**Persons who respond to the collection of
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 | 10/10/2013 | | D ⁽¹⁾ | | 2,000 | | ⁽¹⁾ | 03/27/2018 | Common Stock | 2,000 |
| Warrant (Right to Buy) | \$ 6 | 10/10/2013 | | A ⁽¹⁾ | | 2,000 | | ⁽¹⁾ | 03/27/2018 | Common Stock | 2,000 |
| Warrant (Right to Buy) | \$ 6 | 10/10/2013 | | X | | 2,000 | | ⁽¹⁾ | 03/27/2018 | Common Stock | 2,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| ALFORD DONALD C 200 SOUTH PARK ROAD SUITE 350 HOLLYWOOD, FL 33021 | X Executive VP |

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).

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 (1) reported transactions involve a change in the exercise price of the outstanding warrant upon exercise, resulting in the deemed cancellation of the portion of the "old" warrant exercised and the grant of a replacement warrant for the number of shares exercised. The warrant was originally 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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