NV5 Holdings, Inc.
Form 10-Q
November 12, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2015

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number 001-35849

NV5 Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**45-3458017**
(State or other jurisdiction of	**(I.R.S. Employer**

incorporation or organization)	**Identification No.)**
200 South Park Road, Suite 350 **Hollywood, Florida 33021** **(Address of principal executive offices)**	**33021** **(Zip Code)**

(954) 495-2112

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer		Accelerated filer
Non-accelerated filer	(Do not check if a smaller reporting company)	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 9, 2015, there were 8,124,627 shares outstanding of the registrant's common stock, $0.01 par value.

NV5 HOLDINGS, INC.

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PART I – FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS.

NV5 Holdings, Inc. and Subsidiaries

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except share data)

	September 30, 2015 *(Unaudited)*	**December 31, 2014**
Assets		
Current assets:		
Cash and cash equivalents	$ 20,445	$ 6,872
Accounts receivable, net of allowance for doubtful accounts of $1,824 and $845 as of September 30, 2015 and December 31, 2014, respectively	52,924	27,015
Prepaid expenses and other current assets	1,300	1,224
Deferred income tax assets	1,355	358
Total current assets	76,024	35,469
Property and equipment, net	3,080	1,625
Intangible assets, net	13,114	5,221
Goodwill	22,083	11,142
Other assets	881	810
Deferred income tax assets	-	1,123
Total Assets	$ 115,182	$ 55,390
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 8,471	$ 5,335
Accrued liabilities	10,445	4,763
Income taxes payable	588	1,157
Billings in excess of costs and estimated earnings on uncompleted contracts	57	277
Client deposits	107	121
Current portion of contingent consideration	567	618
Current portion of stock repurchase obligation	-	372
Current portion of notes payable	7,135	2,878
Total current liabilities	27,370	15,521
Contingent consideration, less current portion	1,119	323
Stock repurchase obligation, less current portion	-	563
Notes payable, less current portion	6,592	3,378
Deferred income tax liabilities	2,477	-
Total liabilities	37,558	19,785

Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value; 5,000,000 shares authorized, no shares issued and outstanding	-	-
Common stock, $0.01 par value; 45,000,000 shares authorized, 8,123,432 and 5,754,959 shares issued and outstanding as of September 30, 2015 and December 31, 2014, respectively	81	58
Additional paid-in capital	61,793	25,617
Retained earnings	15,750	9,930
Total stockholders' equity	77,624	35,605
Total liabilities and stockholders' equity	$ 115,182	$ 55,390

See accompanying notes to condensed consolidated financial statements (unaudited).

NV5 Holdings, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

(UNAUDITED)

(in thousands, except share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
Gross revenues	$48,701	$31,420	$112,335	$79,642
Direct costs:				
Salaries and wages	16,856	11,458	39,122	26,970
Sub-consultant services	6,859	4,128	15,306	11,138
Other direct costs	3,455	3,116	8,120	7,517
Total direct costs	27,170	18,702	62,548	45,625
Gross Profit	21,531	12,718	49,787	34,017
Operating Expenses:				
Salaries and wages, payroll taxes and benefits	10,549	6,349	25,258	17,672
General and administrative	3,422	2,283	9,162	6,761
Facilities and facilities related	1,565	715	3,429	2,394
Depreciation and amortization	1,048	532	2,446	1,442
Total operating expenses	16,584	9,879	40,295	28,269
Income from operations	4,947	2,839	9,492	5,748
Other expense:				
Interest expense	(78)	(90)	(180)	(219)
Total other expense	(78)	(90)	(180)	(219)
Income before income tax expense	4,869	2,749	9,312	5,529
Income tax expense	(1,867)	(1,026)	(3,492)	(2,044)
Net income and comprehensive income	$3,002	$1,723	$5,820	$3,485
Earnings per share:				
Basic	$0.40	$0.34	$0.90	0.69
Diluted	$0.38	$0.31	$0.84	0.63

Weighted average common shares outstanding:				
Basic	7,516,063	5,129,161	6,454,158	5,086,711
Diluted	7,943,131	5,624,702	6,945,274	5,543,599

See accompanying notes to condensed consolidated financial statements (unaudited).

NV5 Holdings, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(UNAUDITED)

(in thousands, except share data)

	Common Stock		**Additional Paid-In**	**Retained**	
	Shares	**Amount**	**Capital**	**Earnings**	**Total**
Balance, January 1, 2015	**5,754,959**	**$ 58**	**$ 25,617**	**$ 9,930**	**$ 35,605**
Stock based compensation	-	-	1,229	-	1,229
Restricted stock issuance, net	215,340	2	(2)	-	-
Proceeds from secondary offering, net of costs	1,644,500	16	29,403	-	29,419
Proceeds from exercise of warrants, net of costs	408,412	4	2,965	-	2,969
Stock issuance for acquisitions	91,923	1	945	-	946
Payment of contingent consideration with common stock	8,298	-	100	-	100
Tax benefit from stock based compensaiton	-	-	1,536	-	1,536
Net income	-	-	-	5,820	5,820
Balance, September 30, 2015	**8,123,432**	**$ 81**	**$ 61,793**	**$ 15,750**	**$ 77,624**

See accompanying notes to condensed consolidated financial statements (unaudited).

NV5 Holdings, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

	Nine Months Ended	
	September 30, 2015	September 30, 2014
Cash Flows From Operating Activities:		
Net income	$5,820	$ 3,485
Adjustments to reconcile net income to net cash used in operating activities:		
Depreciation and amortization	2,446	1,442
Provision for doubtful accounts	263	153
Stock compensation	1,229	534
Change in fair value of contingent consideration	72	40
Loss on disposal of leasehold improvements	-	61
Excess tax benefit from stock based compensation	(1,536)	-
Deferred income taxes	383	165
Changes in operating assets and liabilities, net of impact of acquisitions:		
Accounts receivable	(10,122)	(9,503)
Prepaid expenses and other assets	427	(490)
Accounts payable	(2,016)	1,244
Accrued liabilities	1,933	2,349
Income taxes payable	967	(258)
Billings in excess of costs and estimated earnings on uncompleted contracts	(221)	(79)
Client deposits	(13)	(22)
Net cash used in operating activities	(368)	(879)
Cash Flows From Investing Activities:		
Cash paid for acquisitions, net of cash acquired	(10,427)	(4,150)
Purchase of property and equipment	(428)	(723)
Net cash used in investing activities	(10,855)	(4,873)
Cash Flows From Financing Activities:		
Proceeds from secondary offering	32,068	-
Payments of secondary offering costs	(2,649)	-
Payments on note payable	(7,660)	(1,592)
Payments of contingent consideration	(533)	(233)
Excess tax benefit from stock based compensation	1,536	-
Payments of debt issuance costs	-	(26)
Proceeds from exercise of warrants	3,186	4
Payment of warrants exercise costs	(217)	-

Payments on stock repurchase obligation	(935)	(554)
Net cash provided by (used in) financing activities	24,796	(2,401)
Net increase (decrease) in Cash and Cash Equivalents	13,573	(8,153)
Cash and cash equivalents – beginning of period	6,872	13,868
Cash and cash equivalents – end of period	$20,445	$ 5,715

(Continued)

NV5 Holdings, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(UNAUDITED)

(in thousands)

	Nine Months Ended September 30, 2015	September 30, 2014
Supplemental disclosures of cash flow information:		
Cash paid for interest	$164	$ 161
Cash paid for income taxes	$2,114	$ 1,867
Non-cash investing and financing activities:		
Contingent consideration (earn-out)	$1,307	$ 286
Notes and stock payable for acquisitions	$9,250	$ 3,710
Stock issuance for acquisitions	$900	$ 865
Payment of contingent consideration with common stock	$100	$ 100
Landlord-funded leasehold improvements	$-	$ 137

See accompanying notes to condensed consolidated financial statements (unaudited).

NV5 Holdings, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(in thousands, except share data)

Note 1 - Organization and Nature of Business Operations

Business

NV5 Holdings, Inc. and its subsidiaries (collectively, the "Company" or "NV5 Holdings") is a provider of professional and technical engineering and consulting solutions in the infrastructure, energy, construction, real estate and environmental markets, operating through a network of 42 locations in Arizona, California, Colorado, Connecticut, Florida, Massachusetts, Maryland, New Jersey, New Mexico, New York, Ohio, Pennsylvania, Utah, Washington and Wyoming. The Company's clients include the U.S. federal, state and local governments, and the private sector. NV5 Global, Inc. (formerly known as NV5, Inc.)("NV5 Global") was incorporated as a Delaware corporation in 2009. NV5, Inc. (formerly known as Nolte Associates, Inc.) ("NV5"), which began operations in 1949, was incorporated as a California corporation in 1957 and was acquired by NV5 Global in 2010. In March 2010, NV5 Global acquired the construction quality assurance operations of Bureau Veritas North America, Inc. In October 2011, NV5 Global and NV5 completed a reorganization transaction in which NV5 Holdings, Inc. was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 Global and NV5, and, as a result, became the holding company under which NV5, NV5 Global and the Company's other subsidiaries conduct business. NV5 Holdings provides a wide range of services, including, but not limited to, planning, design, consulting, permitting, inspection and field supervision, management oversight, forensic engineering, litigation support, condition assessment and compliance certification.

Equity Transactions

Secondary offering

On May 22, 2015, the Company priced a secondary offering of 1,430,000 shares of the Company's common stock. Each share was sold at an offering price of $19.50 per share. The shares sold were registered under the Securities Act of 1933, as amended (the "Securities Act"), on an effective registration statement on Form S-3 and an effective registration statement filed with the SEC on Form S-3MEF (Registration Nos. 333-198113 and 333-204362) pursuant

to Rule 462(b) under the Securities Act. On May 28, 2015, the underwriters of the offering exercised their option to purchase up to an additional 214,500 shares, solely to cover over-allotments. The closing of the offering occurred, and was recorded, on May 28, 2015, upon which we received net proceeds of approximately $29,400 after deducting the underwriting discount and estimated offering expenses payable by the Company and issued 1,644,500 shares.

Warrant exercise

On January 5, 2015, in accordance with the amended and restated warrant agreements, the Company notified the holders of its outstanding public warrants that the Company had called its warrants for redemption. Each public warrant entitled the holder to purchase one share of the Company's common stock at an exercise price of $7.80 per share. The public warrant holders had until February 4, 2015 to exercise their public warrants at $7.80 per share. The redemption resulted in 408,412, or approximately 99%, of the Company's outstanding public warrants being exercised prior to the expiration time and generated cash proceeds of approximately $3,200. The remaining 4,002 public warrants that were not exercised by the expiration time were cancelled and redeemed for the sum of $0.01 per public warrant. In connection with the redemption of all outstanding public warrants, the trading of the Company's public warrants was suspended and the warrants were delisted from NASDAQ.

Acquisitions

On July 1, 2015, the Company acquired all of the outstanding equity interests of the RBA Group, Inc. ("RBA"), a New Jersey based infrastructure engineering firm focused on the provision of transportation engineering, planning, and construction inspection, environmental engineering, civil engineering, surveying, and architecture services to public and private clients throughout the East Coast for a purchase price of up to $13,000 consisting of cash, notes and a non-interest bearing earn-out subject to the achievement of certain agreed upon financial metrics for the years ended 2016 and 2017 (see Note 4).

NV5 Holdings, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(in thousands, except share data)

On June 24, 2015, the Company acquired certain assets of Allwyn Priorities, LLC. ("Allwyn"), an environmental services firm based in Phoenix, AZ, that specializes in environmental assessment, radon mitigation, NEPA planning and permitting, NQA-1 compliance, geotechnical engineering, construction materials testing and inspection, and water resources projects, for a purchase price of up to $1,300, consisting of cash and notes (see Note 4).

On April 22, 2015, the Company acquired all of the outstanding equity interests of Richard J. Mendoza, Inc. ("Mendoza"), a program management firm based in San Francisco, CA, that specializes in the provision of construction program consulting services to public and private clients in the transportation and clean water/wastewater industries, for a purchase price of up to $4,000, consisting of cash and notes (see Note 4).

On January 30, 2015, the Company acquired all of the outstanding equity interests of Joslin, Lesser & Associates, Inc., a Massachusetts corporation ("JLA"), a program management and owner's representation consulting firm that primarily services government owned facilities and public K through 12 school districts in the Boston, MA area, for a purchase price of up to $5,500, consisting of cash, notes and common stock (see Note 4).

These acquisitions expanded the Company's infrastructure, environmental and project management services and allow NV5 Holdings to offer these services on a broader scale within its existing network. In addition, these acquisitions strengthen NV5 Holdings' geographic diversification and allow the Company to continue expanding its national footprint.

Note 2 - Summary of Significant Accounting Policies

Basis of Presentation and Principles of Consolidation

The consolidated financial statements of the Company are presented in U.S. dollars in conformity with accounting principles generally accepted in the United States of America ("U.S. GAAP") and have been prepared pursuant to the

rules and regulations of the Securities and Exchange Commission (the "SEC") for reporting of interim financial information. Pursuant to such rules and regulations, certain information and footnote disclosures normally included in financial statements prepared in accordance with U.S. GAAP have been condensed or omitted. The consolidated financial statements include the accounts of NV5 Holdings, Inc. and those of its wholly owned subsidiaries. All intercompany transactions and balances have been eliminated in consolidation.

In the opinion of management, the accompanying unaudited interim consolidated financial statements of the Company contain all adjustments (consisting of only normal recurring adjustments) necessary to present fairly the financial position and results of operations of the Company as of the dates and for the periods presented. Accordingly, these statements should be read in conjunction with the financial statements and notes contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2014. The accompanying consolidated balance sheet as of December 31, 2014 has been derived from those financial statements. The results of operations and cash flows for the interim periods presented are not necessarily indicative of the results to be expected for any future interim period or for the full 2015 fiscal year.

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Concentration of Credit Risk

Trade receivable balances carried by the Company are comprised of accounts from a diverse client base across a broad range of industries and are not collateralized. However, approximately 43% and 45% of the Company's gross revenues for each of the nine months ended September 30, 2015 and 2014, respectively, are from California-based projects. Furthermore, approximately 54% and 38% of the Company's accounts receivable as of September 30, 2015 and December 31, 2014, respectively, are from government and government-related contracts. As management continually evaluates the creditworthiness of these and future clients, the risk of credit default is considered limited.

NV5 Holdings, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(in thousands, except share data)

Fair Value of Financial Instruments

The Company considers cash and cash equivalents, accounts receivable, cash surrender value of officers' life insurance, accounts payable, income taxes payable, accrued liabilities and debt obligations to meet the definition of financial instruments. As of September 30, 2015 and December 31, 2014, the carrying amount of each financial instrument, with the exception of contingent consideration liabilities recognized in connection with business combinations, approximated the instrument's respective fair value due to the short-term nature and maturity of these instruments.

The carrying amounts of debt obligations approximate their fair values as the terms are comparable to terms currently offered by local lending institutions for arrangements with similar terms to industry peers with comparable credit characteristics.

The Company applies the provisions of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 805, *Business Combinations*, in the accounting for its acquisitions, which requires recognition of the assets acquired and the liabilities assumed at their acquisition date fair values, separately from goodwill. Goodwill as of the acquisition date is measured as the excess of consideration transferred and the net of the acquisition date fair values of the tangible and identifiable intangible assets acquired and liabilities assumed. The allocation of the purchase price to identifiable intangible assets (customer relationships, customer backlog, trade name and non-compete) is based on valuations performed to determine the fair values of such assets as of the acquisition dates. The Company engaged a third-party independent valuation specialist to determine the fair values of tangible and intangible assets acquired and liabilities assumed for the 2015 and 2014 acquisitions, except for the 2015 acquisition of Allwyn and the 2014 acquisition of the Buric Companies, which were internally valued. The fair values of earn-out arrangements are included as part of the purchase price of the acquired companies on their respective acquisition dates. The Company estimates the fair value of contingent earn-out payments as part of the initial purchase price and records the estimated fair value of contingent consideration as a liability on the consolidated balance sheet.

Several factors are considered when determining contingent earn-out liabilities as part of the purchase price, including whether (i) the valuation of the acquisitions is not supported solely by the initial consideration paid, and the contingent earn-out formula is a critical and material component of the valuation approach to determining the purchase price; and

(ii) the former owners of the acquired companies that remain as key employees receive compensation other than contingent earn-out payments at a reasonable level compared with the compensation of other key employees. The contingent earn-out payments are not affected by employment termination.

The Company measures contingent consideration liabilities recognized in connection with business combinations at fair value on a recurring basis using significant unobservable inputs classified within Level 3, as defined in the accounting guidance. The Company uses a probability-weighted discounted cash flow approach as a valuation technique to determine the fair value of the contingent consideration on the acquisition date and at each reporting period. The significant unobservable inputs used in the fair value measurements are projections over the earn-out period, and the probability outcome percentages that are assigned to each scenario. Significant increases or decreases to either of these inputs in isolation could result in a significantly higher or lower liability with a higher liability capped by the contractual maximum of the contingent earn-out obligation. Ultimately, the liability will be equivalent to the amount paid, and the difference between the fair value estimate on the acquisition date and amount paid will be recorded in earnings.

Goodwill and Intangible Assets

Goodwill is the excess of consideration paid for an acquired entity over the amounts assigned to assets acquired, including other identifiable intangible assets, and liabilities assumed in a business combination. To determine the amount of goodwill resulting from a business combination, the Company performs an assessment to determine the acquisition date fair value of the acquired company’s tangible and identifiable intangible assets and liabilities.

NV5 Holdings, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(in thousands, except share data)

Goodwill is required to be evaluated for impairment on an annual basis or whenever events or changes in circumstances indicate the asset may be impaired. An entity has the option to first assess qualitative factors to determine whether the existence of events or circumstances leads to a determination that it is more likely than not that the fair value of a reporting unit is less than its carrying amount. These qualitative factors include: macroeconomic and industry conditions, cost factors, overall financial performance and other relevant entity-specific events. If the entity determines that this threshold is met, then performing the two-step quantitative impairment test is unnecessary. The two-step impairment test requires a comparison of the carrying value of the assets and liabilities associated with a reporting unit, including goodwill, with the fair value of the reporting unit. The Company determines fair value through multiple valuation techniques, and weights the results accordingly. NV5 Holdings is required to make certain subjective and complex judgments in assessing whether an event of impairment of goodwill has occurred, including assumptions and estimates used to determine the fair value of its reporting units. If the carrying value of a reporting unit exceeds the fair value of the reporting unit, the Company would calculate the implied fair value of its reporting unit goodwill as compared to the carrying value of its reporting unit goodwill to determine the appropriate impairment charge, if any. The Company has elected to perform its annual goodwill impairment review on August 1 of each year. NV5 Holdings has historically conducted its annual impairment tests using the quantitative method of evaluating goodwill.

Identifiable intangible assets primarily include customer backlog, customer relationships, trade names and non-compete agreements. Amortizable intangible assets are amortized on a straight-line basis over their estimated useful lives and reviewed for impairment whenever events or changes in circumstances indicate that the assets may be impaired. If an indicator of impairment exists, the Company compares the estimated future cash flows of the asset, on an undiscounted basis, to the carrying value of the asset. If the undiscounted cash flows exceed the carrying value, no impairment is indicated. If the undiscounted cash flows do not exceed the carrying value, then impairment, if any, is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model.

See Note 7 for further information on goodwill and identified intangibles.

Earnings per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur if securities or other contracts to issue common stock were exercised or converted into common stock or resulted in the issuance of common stock that then shared in the earnings of the Company. In accordance with the FASB ASC 260, *Earnings per Share*, the effect of potentially dilutive securities is not considered during periods of loss or if the effect is anti-dilutive. The weighted average number of shares outstanding in calculating basic earnings per share for the three and nine months ended September 30, 2015 and 2014 exclude 411,893 and 605,357 non-vested restricted shares, respectively, issued since 2010. These non-vested restricted shares are not included in basic earnings per share until the vesting requirement is met. The weighted average number of shares outstanding in calculating diluted earnings per share for the three and nine months ended September 30, 2015 and 2014 includes, if outstanding, non-vested restricted shares and units, issuable shares related to acquisitions, and the warrants associated with the Company's initial public offering. In calculating diluted earnings per share for the three and nine months ended September 30, 2015 and 2014, there were no potentially dilutive securities that were not considered.

The following table represents a reconciliation of the net income and weighted average shares outstanding for the calculation of basic and diluted earnings per share for the three and nine months ended September 30, 2015 and 2014:

	Three Months Ended		**Nine Months Ended**	
	September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
Numerator:				
Net income – basic and diluted	$3,002	$1,722	$5,820	$3,485
Denominator:				
Basic weighted average shares outstanding	7,516,063	5,129,161	6,454,158	5,086,711
Effect of dilutive non-vested restricted shares and units	314,930	330,092	379,429	316,417
Effect of issuable shares related to acquisitions	18,205	28,064	11,723	34,584
Effect of warrants	93,933	137,385	99,964	105,887
Diluted weighted average shares outstanding	7,943,131	5,624,702	6,945,274	5,543,599

NV5 Holdings, Inc. and Subsidiaries

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(UNAUDITED)

(in thousands, except share data)

Note 3 – Recent Accounting Pronouncements

In April 2015, the FASB issued ASU No. 2015-03 *"Interest-Imputation of Interest,"* which is intended to simplify the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this ASU. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. In August 2015, FASB issued ASU 2015-15 *"Interest - Imputation of Interest (Subtopic 835-30)"*, to provide further clarification to ASU 2015-03 as it relates to the presentation and subsequent measurement of debt issuance costs associated with line of credit arrangements. The Company does not expect ASU 2015-03 and ASU 2015-15 to materially impact the Company's results of operations and cash flows.

In May 2014, the FASB issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers.* This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU was originally effective for annual reporting periods beginning after December 15, 2016 and early adoption is permitted as of the original effective date. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU, and the Company has not yet determined which method it will apply. The Company is currently evaluating the impact of adopting ASU 2014-09 on the Company's consolidated net income, financial position and cash flows. In July 2015, the FASB voted to defer the effective date of ASU 2014-09 by one year. As a result, ASU 2014-09 will become effective for us in the first quarter of our fiscal year ending December 31, 2018.

Note 4 – Business Acquisitions

On July 1, 2015, the Company acquired all of the outstanding equity interests of the RBA Group, Inc. (“RBA”), a New Jersey based infrastructure engineering firm focused on the provision of transportation engineering, planning, and construction inspection, environmental engineering, civil engineering, surveying, and architecture services to public and private clients throughout the East Coast. The purchase price of up to $13,000 included $8,000 in cash, less

$1,900 held back to cover liabilities associated with RBA's deferred compensation plan which was paid to the RBA stockholders in July 2015, $4,000 promissory notes (bearing interest at the rate of 3.0% per annum), payable in four installments of $1,000, due on the first, second, third and fourth anniversaries of July 1, 2015, the effective date of the acquisition (see Note 9). The purchase price also included a non-interest bearing earn-out of up to $1,000 payable in cash or the Company's common stock, subject to the achievement of certain agreed upon financial metrics for the years ended 2016 and 2017. The earn-out of $1,000 is non-interest bearing and was recorded at its estimated fair value of $406, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. As of September 30, 2015, the fair value of this contingent consideration is approximately $406. Furthermore, at closing the Company assumed and paid off approximately $4,000 of RBA's indebtedness.

On June 24, 2015, the Company acquired certain assets of Allwyn Priorities, LLC. ("Allwyn"), an environmental services firm based in Phoenix, AZ, that specializes in environmental assessment, radon mitigation, NEPA planning and permitting, NQA-1 compliance, geotechnical engineering, construction materials testing and inspection, and water resources projects. The purchase price of up to $1,300 included up to $800 in cash and a $500 promissory note (bearing interest at 3.5%), payable in three installments of $167, due on the first, second and third anniversaries of June 24, 2015, the effective date of the acquisition (see Note 9).

On April 22, 2015, the Company acquired all of the outstanding equity interests of Richard J. Mendoza, Inc., ("Mendoza"), a San Francisco based program management firm, with seven offices throughout California, that specializes in the provision of construction program consulting services to public and private clients in the transportation and clean water/wastewater industries. The purchase price of up to $4,000 included up to $500 in cash, a $3,000 short-term promissory note, based on the collection of acquired accounts receivable and work in process, payable within one year, and a $500 promissory note (bearing interest at 3%), payable in two installments of $250, due on the first and second anniversaries of April 22, 2015, the effective date of the acquisition (see Note 9).

NV5 Holdings, Inc. and Subsidiaries

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On January 30, 2015, the Company acquired all of the outstanding equity interests of Joslin, Lesser & Associates, Inc., a Massachusetts corporation ("JLA"), a program management and owner's representation consulting firm that primarily services government owned facilities and public K through 12 school districts in the Boston, MA area. The purchase price of up to $5,500 included $2,250 in cash, a $1,250 promissory note (bearing interest at 3.5%), payable in four installments of $313, due on the first, second, third, and fourth anniversaries of January 30, 2015, the effective date of the acquisition (see Note 9), and $1,000 of the Company's common stock (89,968 shares) as of the closing date of the acquisition. The purchase price also included a non-interest bearing earn-out of up to $1,000 payable in cash, notes and the Company's common stock, subject to the achievement of certain agreed upon metrics for calendar year 2015. The earn-out of $1,000 is non-interest bearing and was recorded at its estimated fair value of $901, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. As of September 30, 2015, the fair value of this contingent consideration is approximately $950.

In order to determine the fair values of tangible and intangible assets acquired and liabilities assumed for the RBA, JLA and Mendoza acquisitions, the Company engaged a third party independent valuation specialist. During the nine and three months ended September 30, 2015, the Company recorded a deferred tax liability of approximately $3,150 and $1,751 in conjunction with the purchase price allocation of JLA and RBA as a result of the intangibles acquired in the acquisition. The third party independent valuation specialist completed a preliminary purchase price allocation for the RBA acquisition based on historical inputs and data as of September 30, 2015; however as of the date of this report, the valuation was not complete. The preliminary allocation of the purchase price is based on the best information available and is pending, amongst other things: (i) the finalization of the valuation of the fair values and useful lives of property and equipment acquired; (ii) finalization of the valuations and useful lives for intangible assets; (iii) finalization of the valuation of accounts payable and accrued expenses; and (iv) finalization of deferred tax balances. During the measurement period (which is the period required to obtain all necessary information that existed at the acquisition date, or to conclude that such information is unavailable, not to exceed one year), additional assets or liabilities may be recognized, or there could be changes to the amounts of assets or liabilities previously recognized on a preliminary basis, if new information is obtained about facts and circumstances that existed as of the acquisition date that, if known, would have resulted in the recognition of those assets or liabilities as of that date. The Company expects to finalize the purchase price allocation with respect to this transaction by December 31, 2015.

On January 31, 2014, the Company acquired certain assets of AQC located in Tampa, Florida, which specializes in occupational health, safety and environmental consulting. The purchase price of up to $815 consisted of $250 in cash, a $300 non-interest bearing promissory note and $150 of the Company's common stock (18,739 shares) as of the closing date. The purchase price also included a non-interest bearing earn-out of $115 payable in cash, subject to the achievement of a certain agreed upon metric for calendar year 2014, and was payable on April 1, 2015. The earn-out

was recorded at an estimated fair value of $54, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. AQC did not meet the agreed upon metric and as of December 31, 2014, the estimated fair value of this contingent consideration was $0. The purchase price included a $300 uncollateralized non-interest bearing promissory note, with an imputed interest rate of 3.75%. The note is payable in two equal payments of $150 due on the first and second anniversaries of January 31, 2014, the effective date of the acquisition (see Note 9). The carrying value of this note was approximately $150 and $294 as of September 30, 2015 and December 31, 2014, respectively.

On March 21, 2014, the Company acquired all of the outstanding equity interests of NV5, LLC (formerly known as AK Environmental, LLC), a natural gas pipeline inspection, construction management and environmental consulting firm, primarily servicing the Northeast, Mid-Atlantic and Southeast United States. The purchase price of $7,000 included $3,500 in cash, a $3,000 promissory note (bearing interest at 3.0%), payable in three installments of $1,000 due on the first, second and third anniversaries of March 21, 2014, the effective date of the acquisition (see Note 9), and $500 of the Company’s common stock (64,137 shares) as of the closing date of the acquisition.

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On June 30, 2014, the Company acquired certain assets of ORSI, a program management firm specializing in healthcare facilities development and construction projects. The purchase price of up to $1,300 consisted of $400 in cash, a $450 non-interest bearing promissory note, and $150 of the Company's common stock (14,918 shares) as of the closing date, which were issued in July 2014. The purchase price also included a non-interest bearing earn-out of $300 payable in cash or the Company's common stock, subject to the achievement of certain agreed upon metric for calendar year 2014, which was paid in cash in April 2015. The purchase price also included a $450 uncollateralized non-interest bearing promissory note, with an imputed interest rate of 3.75%. This note is payable in two equal payments of $225 due on the first and second anniversaries of June 30, 2014, the effective date of the acquisition (see Note 9). The carrying value of this note was approximately $221 and $434 as of September 30, 2015 and December 31, 2014, respectively.

On November 3, 2014, the Company acquired certain assets of the Buric Companies. The Buric Companies are based in Cleveland, Ohio with a total of 15 engineering and construction management professionals. The Buric Companies provide program management and construction claims consulting services, as well as building information modeling, critical path scheduling, surety consulting, and litigation support. The purchase price was $1,000 consisting of $500 cash, a $300 uncollateralized 3% interest bearing promissory note which is payable in three equal payments of $100 each, due on the first, second and third anniversaries of the closing date of November 3, 2014, and $200 of the Company's common stock (21,978 shares).

The Company reviews and re-assesses the estimated fair value of its contingent consideration on a quarterly basis, and the updated fair value could differ materially from the initial estimates. Adjustments to the estimated fair value related to changes in all other unobservable inputs are reported in operating income. During the three and nine months ended September 30, 2015, the Company recorded a change in fair value of $20 and $72, respectively, related to contingent consideration obligations due to the increased probability of achieving the earn-out metric defined at the time of acquisition.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date for acquisitions closed during 2015 and 2014:

	September 30, 2015	**December 31, 2014**

Cash	$ 1,033	$ -
Accounts receivable	16,050	2,567
Property and equipment	793	116
Prepaid expenses	469	41
Other assets	106	7
Intangible assets:		
Customer relationships	5,833	2,505
Trade name	1,035	369
Customer backlog	1,510	315
Non-compete	613	466
Favorable lease	778	-
Total Assets	28,220	6,386
Liabilities	(13,943)	(576)
Deferred tax liabilities	(2,220)	-
Net assets acquired	12,057	5,810
Consideration paid (Cash, Notes and stock)	21,691	9,560
Contingent earn-out liability (Cash and stock)	1,307	286
Total Consideration	22,998	9,846
Excess consideration over the amounts assigned to the net assets acquired (Goodwill)	$ 10,941	$ 4,036

Goodwill was recorded based on the amount by which the purchase price exceeded the fair value of the net assets acquired and the amount is attributable to the reputation of the business acquired, the workforce in place and the synergies to be achieved from this acquisition. Goodwill of approximately $2,640 is expected to be deductible for income tax purposes.

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The consolidated financial statements of the Company for the three and nine months ended September 30, 2015 include the results of operations from the businesses acquired during 2015 as of their respective dates of acquisition to September 30, 2015. For the three and nine months ended September 30, 2015, the results include gross revenues of $16,504 and $22,630, respectively, and pre-tax income of $2,147 and $3,659, respectively, from the businesses acquired during 2015. Included in general and administrative expense for the three and nine months ended September 30, 2015 is $327 and $716, respectively, of acquisition-related costs pertaining to the Company's acquisition activities.

The following table presents the unaudited, pro forma consolidated results of operations (in thousands, except per share amounts) for the three and nine months ended September 30, 2015 as if the NV5, LLC, JLA and RBA acquisitions had occurred as of January 1, 2014. The pro forma information provided below is compiled from the financial statements of the combined companies and includes pro forma adjustments for amortization expense, reduction in certain agreed on expenses, interest expense and the income tax impact of these adjustments. The pro forma results are not necessarily indicative of (i) the results of operations that would have occurred had the NV5, LLC, JLA and RBA operations actually been acquired on January 1, 2014; or (ii) future results of operations:

	For the three months ended		**For the Nine months ended**	
	September 30, 2015	**September 30, 2014**	**September 30, 2015**	**September 30, 2014**
Gross revenues	$48,701	$ 43,340	$130,872	$ 119,482
Comprehensive income	$3,002	$ 2,592	$5,601	$ 5,348
Basic earnings per share	$0.43	$ 0.49	$0.87	$ 1.02
Diluted earnings per share	$0.41	$ 0.45	$0.81	$ 0.94

The Company determined that neither the Mendoza, Allwyn, AQC, ORSI, or Buric acquisitions constitute significant business combinations individually or in the aggregate. Therefore, pro forma financial statements are not required to be disclosed.

Note 5 – Accounts Receivable, net

Accounts receivable, net, consists of the following:

	September 30, 2015	December 31, 2014
Billed	$ 37,507	$ 18,897
Unbilled	16,452	8,336
Contract retentions	789	627
	54,748	27,860
Less: allowance for doubtful accounts	(1,824)	(845)
Accounts receivable, net	$ 52,924	$ 27,015

Billed accounts receivable represents amounts billed to clients that remain uncollected as of the balance sheet date. Unbilled accounts receivable represents recognized amounts pending billing pursuant to contract terms or accounts billed after period end, and are expected to be billed and collected within the next 12 months.

NV5 Holdings, Inc. and Subsidiaries

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Note 6 – Property and Equipment, net

Property and equipment, net, consists of the following:

	September 30, 2015	December 31, 2014
Office furniture and equipment	$ 431	$ 341
Computer equipment	3,036	1,571
Survey and field equipment	1,220	1,027
Leasehold improvements	1,137	1,096
	5,824	4,035
Accumulated depreciation	(2,744)	(2,410)
Property and equipment – net	$ 3,080	$ 1,625

Depreciation expense was $257 and $140 for the three months ended September 30, 2015 and 2014, respectively and $569 and $420 for the nine months ended September 30, 2015 and 2014, respectively.

Note 7 – Goodwill and Intangible Assets

Goodwill

On August 1, 2015, the Company conducted its annual impairment tests using the quantitative method of evaluating goodwill. Based on the quantitative analyses, the Company determined the fair value of each of the reporting units exceeded its carrying value. Therefore, the goodwill was not impaired and the Company did not recognize an impairment charge relating to goodwill as of August 1, 2015. There were no indicators, events or changes in

circumstances that would indicate goodwill was impaired during the period from August 2, 2015 through September 30, 2015.

The table set forth below shows the change in goodwill during the nine months ended September 30, 2015:

	September 30, 2015
Balance as of the beginning of the year	$ 11,142
Acquisitions	10,941
Balance as of the end of the period	$ 22,083

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Intangible Assets

Intangible assets, net, as of September 30, 2015 and December 31, 2014 consist of the following:

	September 30, 2015			December 31, 2014		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Customer relationships	$12,614	$ (3,302)	$ 9,312	$6,780	$ (2,449)	$ 4,331
Trade name	2,262	(1,460)	802	1,227	(1,048)	179
Customer backlog	2,709	(1,301)	1,408	1,200	(952)	248
Favorable lease	778	(22)	756	-	-	-
Non-compete	1,286	(450)	836	672	(209)	463
Total	$19,649	$ (6,535)	$ 13,114	$9,879	$ (4,658)	$ 5,221

Trade names are amortized on a straight-line basis over their estimated lives ranging from 1 to 3 years. Customer backlog and customer relationships are amortized based on the future expected revenues, with weighted average amortization periods ranging from 1 to 9 years. Non-compete agreements are amortized on a straight-line basis over their contractual lives ranging from 4 to 5 years. Favorable lease is amortized on a straight-line basis over the remaining lease term of 9 years.

Amortization expense was $791 and $392 for the three months ended September 30, 2015 and 2014, respectively and $1,877 and $1,022 for the nine months ended September 30, 2015 and 2014.

As of September 30, 2015, the future estimated aggregate amortization related to intangible assets is as follows:

Period ending September 30,	
2016	$2,715
2017	2,084
2018	1,617
2019	1,476
2020	1,268
Thereafter	3,954
Total	$13,114

Note 8 – Accrued Liabilities

Accrued liabilities consist of the following:

	September 30, 2015	**December 31, 2014**
Stock payable for acquisitions	$ -	$ 46
Deferred rent	605	530
Payroll and related taxes	2,304	1,507
Professional liability reserve	206	136
Benefits	1,191	123
Accrued vacation	3,391	1,386
Other	2,748	1,035
Total	$ 10,445	$ 4,763

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Note 9 – Notes Payable

Notes payable consists of the following:

	September 30, 2015	December 31, 2014
Term Loan	$ -	$ 318
Note Payable	874	1,231
Uncollateralized promissory notes	12,853	4,707
Total Debt	13,727	6,256
(Less current maturities)	(7,135)	(2,878)
Long-term debt, net of current maturities	$ 6,592	$ 3,378

Credit Facility

On January 31, 2014, the Company entered into a Business Loan Agreement with Western Alliance Bank, an Arizona corporation ("Western Alliance"), as lender, which was amended on September 3, 2014 and provides for a two-year, $8,000 revolving credit facility (the "Credit Facility"). The interest rate is prime rate plus 0.50%, with a minimum of 3.75%, which was the interest rate as of September 30, 2015. The Credit Facility contains a cross default and cross collateralization provision with the Term Loan described below. The Credit Facility contains certain financial covenants, including an annual maximum debt to tangible net worth ratio of 3.0:1.0 as of December 31, 2014 and for each annual period ending on the last day of each fiscal year thereafter. In addition, the Credit Facility contains an annual minimum debt service coverage ratio equal to 1.5:1.0 for each annual period ending on the last day of the fiscal year beginning December 31, 2013. The Credit Facility also contains financial reporting covenant provisions and other covenants, representations, warranties, indemnities, and events of default that are customary for facilities of this type. The Credit Facility is guaranteed by (i) NV5 Global, (ii) NV5, (iii) NV5, LLC, (iv) JLA, and (v) RBA Group, Inc. As of September 30, 2015 and December 31, 2014, the Company is in compliance with the financial and reporting covenants. The Credit Facility is secured by a first priority lien on substantially all of the assets of NV5 Holdings Inc., NV5 Global and NV5. On July 20, 2015, we amended the Credit Facility to add additional subsidiary guarantors, establish a within-line facility of up to $1,000 for the issuance of standby letters of credit and extend the

maturity date of the Credit Facility to May 31, 2016 from January 31, 2016. As of September 30, 2015 and December 31, 2014, the outstanding balance on the Credit Facility was $0.

Term Loan

The Company had a note payable to Western Alliance, which was paid and matured on February 1, 2015 (the "Term Loan"). As of September 30, 2015 and December 31, 2014, the outstanding balance on the Term Loan was approximately $0 and $318, respectively.

Note Payable

The note held by the seller of Nolte Associates Inc. (the "Nolte Note") is currently outstanding with a maturity date of July 29, 2017. The Nolte Note bears interest at the prime rate plus 1%, subject to a maximum rate of 7.0%. As of September 30, 2015 and December 31, 2014, the actual interest rate was 4.25%. Under the terms of the Nolte Note, as amended, the Company pays quarterly principal installments of approximately $100 plus interest. The Nolte Note is unsecured and is subordinated to the Term Loan, although the Company is permitted to make periodic principal and interest payments. As of September 30, 2015 and December 31, 2014, the outstanding balance on the Nolte Note was approximately $874 and $1,231, respectively.

Uncollateralized Promissory Notes

On July 1, 2015, the Company acquired all of the outstanding equity interests of RBA. The purchase price included $4,000 promissory notes bearing interest at 3.0% (the "RBA Note") payable in four equal payments of $1,000 each due on the first, second, third, and fourth anniversaries of July 1, 2015, the effective date of the acquisition. The outstanding balance of the RBA Note was $4,000 as of September 30, 2015.

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On June 24, 2015, the Company acquired certain assets of Allwyn. The purchase price included a $500 promissory note bearing interest at 3.5% (the "Allwyn Note") that is payable in three equal payments of $167 each due on the first, second and third anniversaries of June 24, 2015, the effective date of the acquisition. The outstanding balance of the Allwyn Note was $500 as of September 30, 2015.

On April 22, 2015, the Company acquired all of the outstanding equity interests of Mendoza. The purchase price included a $3,000 short-term promissory note, based on the collection of acquired accounts receivable and work in process, payable within one year, and a $500 promissory note bearing interest at 3% (the "Mendoza Note") that is payable in two equal payments of $250 each due on the first and second anniversaries of April 22, 2015, the effective date of the acquisition. The outstanding balance of the short-term promissory note was $3,000 and of the Mendoza Note was $500, as of September 30, 2015.

On January 30, 2015, the Company acquired all of the outstanding equity interests of JLA. The purchase price included a $1,250 promissory note bearing interest at 3.5% (the "JLA Note") that is payable in four equal payments of $313 each due on the first, second, third, and fourth anniversaries of January 30, 2015, the effective date of the acquisition. The outstanding balance of the JLA Note was $1,250 as of September 30, 2015.

On November 3, 2014, the Company acquired certain assets of the Buric Companies. The purchase price included an uncollateralized, 3% interest bearing promissory note in the aggregate principal amount of $300 (the "Buric Note"). The note is payable in three equal payments of $100 due on the first, second and third anniversaries of November 3, 2014, the effective date of the acquisition. The carrying value of the Buric Note was approximately $300 as of September 30, 2015 and December 31, 2014.

On June 30, 2014, the Company acquired certain assets of ORSI. The purchase price included an uncollateralized non-interest bearing promissory note in the aggregate principal amount of $450 (the "ORSI Note") for which the Company has imputed interest at a rate of 3.75%. This note is payable in two equal payments of $225 due on the first and second anniversaries of June 30, 2014, the effective date of the acquisition. The carrying value of the ORSI Note was approximately $221 and $434 as of September 30, 2015 and December 31, 2014, respectively.

On March 21, 2014, the Company acquired all of the outstanding equity interests of NV5, LLC. The purchase price included a $3,000 promissory note bearing interest at 3.0% (the “AK Note”) that is payable in three equal payments of $1,000 each due on the first, second and third anniversaries of March 21, 2014, the effective date of the acquisition. The outstanding balance of the AK Note was $2,000 and $3,000 as of September 30, 2015 and December 31, 2014, respectively.

On January 31, 2014, the Company acquired certain assets of AQC. The purchase price included an uncollateralized non-interest bearing promissory note in the aggregate principal amount of $300 (the “AQC Note”) for which the Company has imputed interest at a rate of 3.75%. This note is payable in two equal payments of $150 each, due on the first and second anniversaries of January 31, 2014, the effective date of the acquisition. As of September 30, 2015 and December 31, 2014, the carrying value of the AQC Note was approximately $150 and $294, respectively.

On August 12, 2013, the Company acquired certain assets and assumed certain liabilities of Dunn Environmental, Inc. The purchase price consisted of an uncollateralized promissory note in the aggregate principal amount of approximately $92, bearing interest at 4.0%, payable in two equal payments of approximately $46 each due on the first and second anniversaries of August 12, 2013, the effective date of the acquisition. The outstanding balance of this note was $0 and $46 as of September 30, 2015 and December 31, 2014, respectively.

On April 30, 2013, the Company acquired certain assets and assumed certain liabilities of Consilium Partners. The purchase price included an uncollateralized promissory note in the aggregate principal amount of $200, bearing interest at 4.0%, payable in three equal payments of approximately $67 each, and due on the first, second and third anniversaries of April 30, 2013, the effective date of the acquisition. The outstanding balance of this note was approximately $67 and $133, as of September 30, 2015 and December 31, 2014, respectively.

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On July 27, 2012, the Company acquired certain assets and assumed certain liabilities of Kaderabek Company ("Kaco"). The purchase price included a note in the aggregate principal amount of $2,000 (the "Kaco Note"), bearing interest at 3.0% for the first year and 200 basis points over the one-year LIBOR for the years thereafter, which is payable as follows: $500 due by (and paid on) December 28, 2012 and three equal payments of $500 each due on the first, second and third anniversaries of July 27, 2012, the effective date of the acquisition. As of September 30, 2015 and 2014, the actual interest rate was 2.58%. The outstanding balance of the Kaco Note was $0 and $500 as of September 30, 2015 and December 31, 2014, respectively.

Future contractual maturities of long-term debt as of September 30, 2015, are as follows:

Period ending September 30,	
2016	$7,135
2017	3,701
2018	1,579
2019	1,312
Total	$13,727

Note 10 – Stock Repurchase Obligation

The stock repurchase obligation at September 30, 2015 and December 31, 2014 represented notes payable for the repurchase of common stock of certain former non-controlling interests in NV5. These notes were unsecured and subordinated to bank debt and the maintenance of related debt covenants, and bear interest from 3.25% to 4.25%. The rates adjusted annually based on the prime rate. The notes required quarterly interest and principal payments through their maturity dates. During the third quarter of 2015, the Company opted to pay the remaining principal and accrued interest related to these obligations. The outstanding balance of the stock repurchase obligation was $0 and $935 as of September 30, 2015 and December 31, 2014, respectively.

Note 11 – Commitments and Contingencies

Litigation, Claims and Assessments

From time to time the Company may become subject to threatened and/or asserted claims arising in the ordinary course of business. Management is not aware of any matters, either individually or in the aggregate, that are reasonably possible to have a material adverse effect on the Company's consolidated financial condition, results of operations or liquidity.

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Note 12 – Stock-Based Compensation

In October 2011, the Company's stockholders approved the 2011 Equity Incentive Plan, which was subsequently amended and restated in March 2013 (as amended, the "2011 Equity Plan"). The 2011 Equity Plan provides directors, executive officers, and other employees of the Company with additional incentives by allowing them to acquire ownership interest in the business and, as a result, encouraging them to contribute to the Company's success. The Company may provide these incentives through the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and units, and other cash-based or stock-based awards. As of September 30, 2015, 520,774 shares of common stock are authorized and reserved for issuance under the 2011 Equity Plan. This reserve automatically increases on each January 1 from 2014 through 2023, by an amount equal to the smaller of (i) 3.5% of the number of shares issued and outstanding on the immediately preceding December 31, or (ii) an amount determined by the Company's Board of Directors. The restricted shares of common stock granted generally provide for service-based vesting after two to four years following the grant date. A summary of the changes in unvested shares of the restricted stock during the nine months ended September 30, 2015 is presented below.

	Number of Unvested Restricted Shares of Common Stock and Restricted Stock Units	**Weighted Average Grant Date Fair Value**
Unvested shares as of January 1, 2015	622,412	$ 4.53
Granted	222,383	$ 17.34
Vested	(406,923)	$ 2.41
Forfeited	(8,251)	$ 10.70
Unvested shares as of September 30, 2015	429,621	$ 13.06

Share-based compensation expense relating to restricted stock awards during the three months ended September 30, 2015 and 2014 was $563 and $187, respectively, and for the nine months ended September 30, 2015 and 2014 was $1,229 and $534, respectively. Approximately $3,967 of deferred compensation, which is expected to be recognized over the remaining weighted average vesting period of 2.5 years, is unrecognized at September 30, 2015.

Note 13 – Income Taxes

As of September 30, 2015, the Company had net current deferred income tax assets of $1,355 and non-current deferred tax liabilities of $2,477. As of December 31, 2014, the Company had net current and net non-current deferred income tax assets of $358 and $1,123, respectively. No valuation allowance against the Company's net deferred income tax assets is needed as of September 30, 2015 or December 31, 2014. Deferred income tax liabilities primarily relate to intangible assets and accounting basis adjustments where the Company has a future obligation for tax purposes. During the nine and three months ended September 30, 2015, the Company recorded a deferred tax liability of approximately $3,150 and $1,751 in conjunction with the purchase price allocation of JLA and RBA as a result of the intangibles acquired in the acquisition.

The Company's consolidated effective income tax rate was 38.3% and 37.5% for the three and nine months ended September 30, 2015. The difference between the effective income tax rate and the combined statutory federal and state income tax rate of approximately 39.0% is principally due to the federal domestic production activities deduction. The effective income tax rate for the three and nine months ended September 30, 2014 was 37.3% and 37.0%. The difference between the effective tax rate and the combined statutory federal and state income tax rate of 39.0% was principally due to the domestic production activities deduction.

In 2011, the California Franchise Tax Board ("CFTB") initiated an examination of the state of California tax filings and raised questions about certain research and development tax credits generated and included on the tax returns of an acquired company for the years 2005 to 2009. The Company has been responding to inquiries generated by the CFTB regarding their agreed upon sample of contracts. During the fourth quarter of 2014, the Company received in writing some correspondence from the CFTB on this matter. There has been no final determination from the CFTB as to their acceptance of the filed tax credit. An extension was executed in March 2015, which extended the statute of limitations through September 2016 on the exam period. The Company has concluded it would be appropriate to maintain a reserve of $550 at September 30, 2015.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

The following discussion and analysis of the financial condition and results of operations of NV5 Holdings, Inc. and its subsidiaries (collectively, the "Company," "we," "our" or "NV5 Holdings") should be read in conjunction with the financial statements included elsewhere in this Quarterly Report and the audited financial statements for the year ended December 31, 2014, included in our Annual Report on Form 10-K. This Quarterly Report contains, in addition to unaudited historical information, forward-looking statements, which involve risk and uncertainties. The words "believe," "expect," "estimate," "may," "will," "could," "plan," or "continue" and similar expressions are intended to identify forward-looking statements. Our actual results could differ significantly from the results discussed in such forward-looking statements. Factors that could cause or contribute to such differences in results and outcomes include, without limitation, those discussed under the headings "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2014 and this Quarterly Report on Form 10-Q, if any. Readers are urged not to place undue reliance on these forward-looking statements, which speak only as of the date of this Quarterly Report on Form 10-Q. We undertake no obligation to (and we expressly disclaim any obligation to) revise or update any forward-looking statement, whether as a result of new information, subsequent events, or otherwise (except as may be required by law), in order to reflect any event or circumstance which may arise after the date of this Quarterly Report on Form 10-Q.

Overview

We are a provider of professional and technical engineering and consulting solutions to public and private sector clients. We focus on the infrastructure, energy, construction, real estate, and environmental markets. We primarily focus on five business verticals - Construction quality assurance, infrastructure, energy, program management, and environmental solutions. Our primary clients include U.S. federal, state, municipal, and local governments; military and defense clients; and public agencies. We also serve quasi-public and private sector clients from the education, healthcare, energy, and utilities fields, including schools, universities, hospitals, health care providers, insurance providers, large utility service providers, and large and small energy producers.

NV5 Global, Inc. (formerly known as NV5, Inc.)("NV5 Global") was incorporated as a Delaware corporation in 2009. NV5, Inc. (formerly known as Nolte Associates, Inc.) ("NV5"), which began operations in 1949, was incorporated as a California corporation in 1957, and was acquired by NV5 Global in 2010. In March 2010, NV5 Global acquired the construction quality assurance operations of Bureau Veritas North America, Inc. In October 2011, NV5 Global and NV5 completed a reorganization transaction in which NV5 Holdings, Inc. was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 Global and NV5, and, as a result, became the holding company under which NV5, NV5 Global and the Company's other subsidiaries conduct business.

Recent Acquisitions

The aggregate value of all consideration for our acquisition consummated during the three and nine months ended September 30, 2015 was approximately $13,000 and $23,800, respectively.

On July 1, 2015, we acquired all of the outstanding equity interests of the RBA Group, Inc. (“RBA”), a New Jersey based infrastructure engineering firm focused on the provision of transportation engineering, planning, and construction inspection, environmental engineering, civil engineering, surveying, and architecture services to public and private clients throughout the East Coast for a purchase price of up to $13,000. At closing, we (i) paid the RBA Stockholders an aggregate of $8,000 in cash, less $1,900 held back to cover liabilities associated with RBA’s deferred compensation plan which was paid to the RBA stockholders in July 2015, and (ii) issued the RBA Stockholders promissory notes in the aggregate principal amount of $4,000 (the “Notes”). The Notes are payable in four equal annual installments of $1,000 each beginning on July 1, 2016. The Notes bear interest at the rate of 3.0% per annum, payable at the time the principal payments are due, and contain such other terms as are customary for promissory notes of this type. In addition, we may also pay as consideration a non-interest bearing earn-out of up to $1,000, subject to the achievement of certain agreed upon financial metrics for the years ended 2016 and 2017. This additional earn-out consideration will be payable in cash or a combination of cash and shares of our common stock. Furthermore, at closing we assumed and paid off approximately $4,000 of RBA’s indebtedness.

On June 24, 2015, we acquired certain assets of Allwyn Priorities, LLC. (“Allwyn”), an environmental services firm based in Phoenix, AZ, that specializes in environmental assessment, radon mitigation, NEPA planning and permitting, NQA-1 compliance, geotechnical engineering, construction materials testing and inspection, and water resources projects. The purchase price of up to $1,300 included up to $800 in cash and a $500 promissory note (bearing interest at 3.5%), payable in three installments of $167, due on the first, second and third anniversaries of June 24, 2015, the effective date of the acquisition.

On April 22, 2015, we acquired all of the outstanding equity interests of Richard J. Mendoza, Inc. ("Mendoza"), a San Francisco based program management firm, with seven offices throughout California, that specializes in the provision of construction program consulting services to public and private clients in the transportation and clean water/wastewater industries. The purchase price of up to $4,000 included up to $500 in cash, a $3,000 short- term promissory note, based on the collection of acquired accounts receivable and work in process, payable within one year, and a $500 promissory note (bearing interest at 3%), payable in two installments of $250, due on the first and second anniversaries of April 22, 2015, the effective date of the acquisition. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for Mendoza, we engaged a third party independent valuation specialist.

On January 30, 2015, we acquired all of the outstanding equity interests of Joslin, Lesser & Associates, Inc., a Massachusetts corporation ("JLA"), a program management and owner's representation consulting firm that primarily services government owned facilities and public K through 12 school districts in the Boston, MA area. The purchase price of up to $5,500 included $2,250 in cash, a $1,250 promissory note (bearing interest at 3.5%), payable in four installments of $313, due on the first, second, third, and fourth anniversaries of January 30, 2015, the effective date of the acquisition, and $1,000 of our common stock (89,968 shares) as of the closing date of the acquisition. The purchase price also included a non-interest bearing earn-out of up to $1,000 payable in cash, notes and the Company's common stock, subject to the achievement of certain agreed upon metrics for calendar year 2015. The earn-out of $1,000 is non-interest bearing and was recorded at its estimated fair value of $901, based on a probability-weighted approach valuation technique used to determine the fair value of the contingent consideration on the acquisition date. As of September 30, 2015, the fair value of this contingent consideration is approximately $950.

These acquisitions expanded the Company's infrastructure, environmental and project management services and allow NV5 Holdings to offer these services on a broader scale within its existing network. In addition, these acquisitions strengthen NV5 Holdings' geographic diversification and allow the Company to continue expanding its national footprint.

Key Trends, Developments and Challenges

Secondary offering

On May 22, 2015, the Company priced a secondary offering of 1,430,000 shares of the Company's common stock. Each share was sold at an offering price of $19.50 per share. The shares sold were registered under the Securities Act of 1933, as amended (the "Securities Act"), on an effective registration statement on Form S-3 and an effective registration statement filed with the SEC on Form S-3MEF (Registration Nos. 333-198113 and 333-204362) pursuant to Rule 462(b) under the Securities Act. On May 28, 2015, the underwriters of the offering exercised their option to

purchase up to an additional 214,500 shares, solely to cover over-allotments. The closing of the offering occurred, and was recorded, on May 28, 2015, upon which we received net proceeds of approximately $29,400 after deducting the underwriting discount and estimated offering expenses payable by the Company and issued 1,644,500 shares.

Warrant exercise.

On January 5, 2015, in accordance with the amended and restated warrant agreements, we notified the holders of our outstanding public warrants that we had called our warrants for redemption. Each public warrant entitled the holder to purchase one share of the Company's common stock at an exercise price of $7.80 per share. The public warrant holders had until February 4, 2015 to exercise their public warrants at $7.80 per share. The redemption resulted in 408,412, or approximately 99%, of our outstanding public warrants being exercised prior to the expiration time and generated cash proceeds of approximately $3,200. The remaining 4,002 public warrants that were not exercised by the expiration time were cancelled and redeemed for the sum of $0.01 per public warrant. In connection with the redemption of all outstanding public warrants, the trading of the Company's public warrants was suspended and the warrants were delisted from the NASDAQ.

Tax credit dispute.

In 2011, the California Franchise Tax Board ("CFTB") initiated an examination of the state of California tax filings and raised questions about certain research and development tax credits generated and included on the tax returns of an acquired company for the years 2005 to 2009. We have been responding to inquiries generated by the CFTB regarding their agreed upon sample of contracts. During the fourth quarter of 2014, we received in writing some correspondence from the CFTB on this matter. There has been no final determination from the CFTB as to their acceptance of the filed tax credit. An extension was executed in March 2015, which extended the statute of limitations through September 2016 on the exam period. The Company has concluded it would be appropriate to maintain a reserve of $550 at September 30, 2015.

Backlog.

As of September 30, 2015, we had approximately $151,000 of gross revenue backlog compared to gross revenue backlog of approximately $82,100 as of December 31, 2014. Our backlog is an estimate of gross revenues expected to be recognized over the next 12 months. We cannot guarantee that the revenue projected in our backlog will be realized or, if realized, will result in profits. In addition, project cancellations or scope adjustments may occur, from time to time, with respect to contracts reflected in our backlog. For example, certain of our contracts with the U.S. federal government and other clients are terminable at the discretion of the client, with or without cause. These types of backlog reductions could adversely affect our revenue and margins. Accordingly, our backlog as of any particular date is an uncertain indicator of our future earnings.

Components of Income and Expense

Revenues

We enter into contracts with our clients that contain two principal types of pricing provisions: cost-reimbursable and fixed-price. The majority of our contracts are cost-reimbursable contracts that fall under the relatively low-risk subcategory of time and materials contracts.

Cost-reimbursable contracts

Cost-reimbursable contracts consist of two similar contract types: time and materials contracts and cost-plus contracts.

- Time and materials contracts are common for smaller scale professional and technical consulting and certification services projects. Under these types of contracts, there is no predetermined fee. Instead, we negotiate hourly billing rates and charge our clients based upon actual hours expended on a project. In addition, any direct project expenditures are passed through to the client and are typically reimbursed. These contracts may have a fixed-price element in the form of an initial not-to-exceed or guaranteed maximum price provision.
- Cost-plus contracts are the predominant contracting method used by U.S. federal, state, and local governments. These contracts provide for reimbursement of the actual costs and overhead (predetermined rates) we incur, plus a predetermined fee. Under some cost-plus contracts, our fee may be based on quality, schedule, and other performance factors.

For the nine months ended September 30, 2015 and 2014, cost-reimbursable contracts represented approximately 93% and 93%, respectively, of our total revenues.

Fixed-price contracts

Fixed-price contracts also consist of two contract types: lump-sum contracts and fixed-unit price contracts.

- Lump-sum contracts typically require the performance of all of the work under the contract for a specified lump-sum fee, subject to price adjustments if the scope of the project changes or unforeseen conditions arise. Many of our lump-sum contracts are negotiated and arise in the design of projects with a specified scope and project deliverables.
- Fixed-unit price contracts typically require the performance of an estimated number of units of work at an agreed price per unit, with the total payment under the contract determined by the actual number of units performed.

For the nine months ended September 30, 2015 and 2014, fixed-price contracts represented approximately 7% and 7%, respectively, of our total revenues.

Revenues from engineering services are recognized in accordance with the accrual basis of accounting. Revenues under cost-reimbursable contracts are recognized when services are performed and revenues from fixed-price contracts are recognized on the percentage-of-completion method, generally measured by the direct costs incurred to date as compared to the estimated total direct costs for each contract.

Direct Costs of Revenues

Direct costs of revenues, excluding depreciation and amortization, consist primarily of that portion of technical and non-technical salaries and wages incurred in connection with fee generating projects. Direct costs of revenues also include production expenses, subconsultant services, and other expenses that are incurred in connection with our fee generating projects. Direct costs of revenues exclude that portion of technical and non-technical salaries and wages related to marketing efforts, vacations, holidays, and other time not spent directly generating fees under existing contracts. Such costs are included in operating expenses. Additionally, payroll taxes, bonuses, and employee benefit costs for all of our personnel, facilities costs, and depreciation and amortization are included in operating expenses since no allocation of these costs is made to direct costs of revenues. We expense direct costs of revenues when incurred.

Operating Expenses

Operating expenses include the costs of the marketing and support staffs, other marketing expenses, management and administrative personnel costs, payroll taxes, bonuses and employee benefits for all of our employees and the portion of salaries and wages not allocated to direct costs of revenues for those employees who provide our services. Operating expenses also include facility costs, depreciation and amortization, professional services, legal and accounting fees, and administrative operating costs. We expense operating costs when incurred.

Factors Affecting Comparability

We have set forth below selected factors that we believe have had, or can be expected to have, a significant effect on the comparability of recent or future results of operations:

Acquisitions

On July 1, 2015, we acquired all the outstanding equity interests of RBA. As a result of this acquisition, we commenced recognizing the RBA's results of operations during the third quarter of 2015, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same period in 2014.

On June 24, 2015, we acquired certain assets of Allwyn. As a result of this acquisition, we commenced recognizing the Allwyn results of operations during the second quarter of 2015, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same periods in 2014.

On April 22, 2015, we acquired all of the outstanding equity interests of Mendoza. As a result of this acquisition, we commenced recognizing the Mendoza's results of operations during the second quarter of 2015, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same periods in 2014.

On January 30, 2015, we acquired all the outstanding equity interests of JLA. As a result of this acquisition, we commenced recognizing the JLA's results of operations during the first quarter of 2015, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same period in 2014.

On November 3, 2014, we acquired certain assets and assumed certain liabilities of the Buric Companies. As a result of this acquisition, we commenced recognizing the Buric Companies' results of operations during the fourth quarter of 2014, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same periods in 2014.

On June 30, 2014, we acquired certain assets and assumed certain liabilities of ORSI. As a result of this acquisition, we commenced recognizing ORSI's results of operations during the third quarter of 2014, primarily affecting the comparability of the three and nine months ended September 30, 2015 compared to the same periods in 2014.

On January 31, 2014 and March 21, 2014, we acquired certain assets and assumed certain liabilities of AQC and NV5, LLC, respectively. As a result of these acquisitions, we commenced recognizing the acquired companies' results of operations during the first quarter of 2014, primarily affecting the comparability of the nine months ended September 30, 2015 compared to the same period in 2014.

Stock-Based Compensation

In October 2011, our stockholders approved the Company's 2011 Equity Incentive Plan, which was subsequently amended and restated in March 2013 (as amended, the "2011 Equity Plan"). The 2011 Equity Plan provides directors, executive officers, and other employees of the Company with additional incentives by allowing them to acquire an ownership interest in the business and, as a result, encouraging them to contribute to the Company's success. We may provide these incentives through the grant of stock options, stock appreciation rights, restricted stock, restricted stock units, performance shares and units, and other cash-based or stock-based awards. As of September 30, 2015, 520,774 shares of common stock are authorized and reserved for issuance under the 2011 Equity Plan. This reserve automatically increases on each January 1 from 2014 through 2023, by an amount equal to the smaller of (i) 3.5% of the number of shares issued and outstanding on the immediately preceding December 31, or (ii) an amount determined by the Company's Board of Directors.

During the nine months ended September 30, 2015, we granted under the 2011 Equity Plan 222,383 restricted shares of common stock and restricted stock units, respectively, to management, employees, and non-employee directors with an aggregate deferred compensation amount of approximately $3,856 at a weighted-average fair value of $17.34 per share. The restricted shares of our common stock granted provide for service-based vesting after two to four years following the grant date.

Share-based compensation expense relating to restricted stock awards during the nine months ended September 30, 2015 and 2014 was $1,229 and $534, respectively. As of September 30, 2015, 406,923 shares have vested since the 2011 Equity Plan inception. Approximately $3,967 of deferred compensation, which is expected to be recognized over the remaining weighted average vesting period of 2.5 years, was unrecognized at September 30, 2015.

Jumpstart Our Business Startups Act of 2012 (the "JOBS Act")

We currently qualify as an emerging growth company within the meaning of the rules under the Securities Act, and will utilize certain exemptions from various reporting requirements that are applicable to public companies that are not emerging growth companies. For example, as an emerging growth company, we are not required to provide an

auditor's attestation report on our internal controls in future annual reports on Form 10-K as otherwise required by Section 404(b) of the Sarbanes-Oxley Act. The JOBS Act also permits us, as an "emerging growth company," to take advantage of an extended transition period to comply with new or revised accounting standards applicable to public companies. We are choosing to "opt out" of this provision and, as a result, we will comply with new or revised accounting standards when they are required to be adopted by issuers. This decision to opt out of the extended transition period under the JOBS Act is irrevocable.

Critical Accounting Policies and Estimates

The discussion of our financial condition and results of operations is based upon our financial statements, which have been prepared in accordance with U.S. GAAP. During the preparation of these financial statements, we are required to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues, costs and expenses, and related disclosures. On an ongoing basis, we evaluate our estimates and assumptions, including those discussed below. We base our estimates on historical experience and on various other assumptions that we believe are reasonable under the circumstances. The results of our analysis form the basis for making assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions, and the impact of such differences may be material to our financial statements. Our estimates and assumptions are evaluated periodically and adjusted when necessary. The more significant estimates affecting amounts reported in our consolidated financial statements relate to the revenue recognition on the percentage-of-completion method, reserves for professional liability claims, allowances for doubtful accounts, valuation of our intangible assets, contingent consideration and income taxes. During the three and nine months ended September 30, 2015, we did not experience any significant changes in estimates or judgments inherent in the preparation of our consolidated financial statements. A summary of our significant accounting policies is contained in Note 2 to our consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2014.

Results of Operations

The following table represents our condensed results of operations for the periods indicated (in thousands of dollars and as a percentage of gross revenues):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2015		2014		2015		2014	
Gross revenues	$48,701	100.0%	$31,420	100.0%	$112,335	100.0%	$79,642	100.0%
Direct costs	27,170	55.8%	18,702	59.5%	62,548	55.7%	45,625	57.3%
Gross profit	21,531	44.2%	12,718	40.5%	49,787	44.3%	34,017	42.7%
Operating expenses	16,584	34.0%	9,879	31.4%	40,295	35.9%	28,269	35.5%
Income from operations	4,947	10.2%	2,839	9.0%	9,492	8.4%	5,748	7.2%
Other expense (net)	(78)	-0.2%	(90)	-0.3%	(180)	-0.1%	(219)	-0.2%
Income tax expense	(1,867)	-3.8%	(1,026)	-3.3%	(3,492)	-3.1%	(2,044)	-2.6%
Net income	$3,002	6.2%	$1,723	5.5%	$5,820	5.2%	$3,485	4.4%

Three and Nine Months Ended September 30, 2015 compared to the Three and Nine Months Ended September 30, 2014

Gross revenues.

Our revenues increased approximately $17,281 and $32,693, or approximately 55.0% and 41.0%, for the three and nine months ended September 30, 2015, compared to the same periods in 2014. The increase in revenues is due primarily to organic growth from our existing platform as well as the contribution from various acquisitions completed in 2014 and during the nine months of 2015. Excluding acquisitions closed subsequent to September 30, 2014, our revenues increased approximately $8,955 or approximately 11% for the nine months ended September 30, 2015, compared to the same period in 2014. We are currently unaware of delays in current projects and therefore are not anticipating such to influence future revenues. Such revenues could be affected by changes in economic conditions

and the impact thereof on our public and quasi-public sector funded projects.

Direct costs.

Our direct costs increased approximately $8,468 and $16,923, or approximately 45.3% and 37.1%, for the three and nine months ended September 30, 2015, compared to the same periods in 2014. The increase in direct costs compared to the same periods in 2014 is primarily due to an increase in our utilization of billable employees in 2015 and direct costs incurred during the three and nine months ended September 30, 2015 from operations of businesses acquired after September 30, 2014. Excluding acquisitions closed subsequent to September 30, 2014, our direct costs increased by $5,340 for the nine months ended September 30, 2015, compared to the same period in 2014. Direct costs of contracts include direct labor and all costs incurred in connection with and directly for the benefit of client contracts. The level of direct costs of contracts may fluctuate between reporting periods due to a variety of factors, including the amount of sub-consultant costs we incur during a period. On those projects where we are responsible for subcontract labor or third-party materials and equipment, we reflect the amounts of such items in both gross revenues and costs. To the extent that we incur a significant amount of pass-through costs in a period, our direct costs of contracts are likely to increase as well.

As a percentage of gross revenues, direct costs of contracts were 55.8% and 55.7% for the three and nine months ended September 30, 2015, respectively, compared to 59.5% and 57.3% for the three and nine months ended September 30, 2014, respectively. The relationship between direct costs of contracts and revenues will fluctuate between reporting periods depending on a variety of factors, including the mix of business during the reporting periods being compared as well as the level of margins earned from the various types of services provided. As revenues from sub-consultant costs typically have lower margin rates associated with them, it is not unusual for us to experience an increase or decrease in such revenues without experiencing a corresponding increase or decrease in our gross margins and income from operations.

Operating expenses.

Our operating expenses increased approximately $6,705 and $12,026, or 67.9% and 42.5%, for the three and nine months ended September 30, 2015, respectively, compared to the same periods in 2014. The increase in operating expenses was primarily due to integration costs from businesses acquired subsequent to September 30, 2014. During the three and nine months ended September 30, 2015, acquisition related expenses were $327 and $716, respectively. Operating expenses include the costs of the marketing and support staffs, other marketing expenses, management and administrative personnel costs, payroll taxes, bonuses and all employee benefits and the portion of salaries and wages not allocated to direct costs of revenues. Operating expenses also include facility costs, depreciation and amortization, professional services, legal and accounting fees, and administrative operating costs. We expense operating costs when incurred. Operating expenses typically fluctuate as a result of changes in headcount (both corporate and field locations) and the amount of spending required to support our professional services activities, which normally require additional overhead costs. Therefore, when our professional services revenues increase or decrease, it is not unusual to see a corresponding change in operating expenses.

Income taxes.

Our consolidated effective income tax rate was 38.3% and 37.5% for the three and nine months ended September 30, 2015. The difference between the effective income tax rate and the combined statutory federal and state income tax rate of approximately 39.0% is principally due to the federal domestic production activities deduction. The effective income tax rate during the three and nine months ended September 30, 2015 does not include the impact of research and development credits as these credits expired effective January 1, 2015. Our consolidated effective income tax rate was 37.3% and 37.0% for the three and nine months ended September 30, 2014. The difference between the effective income tax rate and the combined statutory federal and state income tax rate of 39.0% is principally due to the domestic production activities deduction. The effective rate during the three and nine months ended September 30, 2014 does not include the impact of research and development credits as these credits expired effective January 1, 2014.

Liquidity and Capital Resources

Our principal sources of liquidity are our cash and cash equivalents balances, cash flow from operations, lines of credit, and access to financial markets. Our principal uses of cash are operating expenses, working capital requirements, capital expenditures, repayment of debt, and acquisition expenditures. We believe our sources of liquidity, including cash flow from operations, existing cash and cash equivalents, which include proceeds from our

initial public offering, proceeds from the exercise of warrants issued in connection therewith, proceeds from our recent secondary offering, and borrowing capacity under our credit facility will be sufficient to meet our projected cash requirements for at least the next twelve months. This includes the increased operating expenses we began to incur in April 2013 and will continue to incur in connection with becoming a publicly traded company, such as financial and accounting personnel we have hired or will hire and our planned strategic acquisition activity for at least the next twelve months. We will monitor our capital requirements thereafter to ensure our needs are in line with available capital resources.

We believe our experienced employees and management team are our most valuable resources. Attracting, training, and retaining key personnel have been and will remain critical to our success. To achieve our human capital goals, we intend to remain focused on providing our personnel with entrepreneurial opportunities to increase client contact within their areas of expertise and to expand our business within our service offerings.

Cash Flows

As of September 30, 2015, our cash and cash equivalents totaled $20,445 and accounts receivable, net of allowance for doubtful accounts, totaled $52,924, compared to $6,872 and $27,015, respectively, on December 31, 2014. As of September 30, 2015, our accounts payable and accrued liabilities were $8,471 and $10,445, respectively, compared to $5,335 and $4,763, respectively, on December 31, 2014. Also, as of September 30, 2015, we had notes payable, stock repurchase obligations, and contingent considerations of $13,727, $0, and $1,686, respectively, compared to $6,256, $935 and $941, respectively, on December 31, 2014.

Operating activities.

For the nine months ended September 30, 2015, net cash used in operating activities amounted to $368, primarily attributable to net income of $5,820, which included non-cash charges of $2,446 from depreciation and amortization, and decreases of $83 in accounts payable and accrued liabilities partially offset by increases of $10,122 in accounts receivable. During 2015, we made income tax payments of approximately $2,114.

For the nine months ended September 30, 2014, net cash used by operating activities amounted to $879, primarily attributable to net income of $3,485, which included non-cash charges of $1,442 from depreciation and amortization, and increases of $3,593 in accounts payable and accrued liabilities partially offset by increases of $9,503 in accounts receivable. During 2014, we made income tax payments of approximately $1,900.

Investing activities.

For the nine months ended September 30, 2015, net cash used in investing activities amounted to $10,855, primarily resulting from cash used for our acquisitions during 2015 of $10,427 and the purchase of property and equipment of $428 for our ongoing operations.

For the nine months ended September 30, 2014, net cash used in investing activities amounted to $4,873, primarily resulting from cash used for our acquisitions during 2014 of $4,150 and the purchase of property and equipment of $723 for our ongoing operations.

Financing activities.

For the nine months ended September 30, 2015, net cash provided by financing activities amounted to $24,796, primarily due to the net proceeds from the secondary offering of $29,419 and the warrant exercise of $3,186 offset by principal repayments of $7,660 towards long-term debt, $533 towards the contingent obligation and $935 in stock repurchase obligations.

For the nine months ended September 30, 2014, net cash used by financing activities amounted to $2,401, primarily from scheduled repayments of $1,592 towards long-term debt, $554 in stock repurchase obligations and payment of contingent consideration of $233.

Financing

Credit Facility

On January 31, 2014, we entered into a Business Loan Agreement with Western Alliance Bank, an Arizona corporation ("Western Alliance"), as lender, which was amended on September 3, 2014 and provides for a two-year, $8,000 revolving credit facility (the "Credit Facility"). The interest rate is prime rate plus 0.50%, with a minimum of 3.75%, which was the interest rate as of December 31, 2014. The Credit Facility contains a cross default and cross collateralization provision with the Term Loan described below. The Credit Facility contains certain financial covenants, including an annual maximum debt to tangible net worth ratio of 3.0:1.0 as of December 31, 2014 and for each annual period ending on the last day of each fiscal year thereafter. In addition, the Credit Facility contains an annual minimum debt service coverage ratio equal to 1.5:1.0 for each annual period ending on the last day of the fiscal year beginning December 31, 2013. The Credit Facility also contains financial reporting covenant provisions and other covenants, representations, warranties, indemnities, and events of default that are customary for facilities of this type. As of September 30, 2015 and December 31, 2014, the Company is in compliance with the financial and reporting covenants. The Credit Facility is guaranteed by (i) NV5 Global, (ii) NV5, (iii) NV5, LLC, (iv) JLA, and (v) RBA. The Credit Facility is secured by a first priority lien on substantially all of the assets of NV5 Holdings Inc., NV5 Global and NV5. On July 20, 2015, we amended the Credit Facility to add additional subsidiary guarantors, establish a within-line facility of up to $1,000 for the issuance of standby letters of credit and extend the maturity date of the Credit Facility to May 31, 2016 from January 31, 2016. As of September 30, 2015 and December 31, 2014, the outstanding balance on the Credit Facility was $0.

Term Loan

We had a note payable to Western Alliance, which matured on February 1, 2015 (the "Term Loan"). As of September 30, 2015 and December 31, 2014, the outstanding balance on the Term Loan was approximately $0 and $318, respectively.

Uncollateralized Promissory Notes

The note held by the seller of Nolte Associates Inc. (the "Nolte Note") is currently outstanding with a maturity date of July 29, 2017. The Nolte Note bears interest at the prime rate plus 1%, subject to a maximum rate of 7.0%. As of September 30, 2015 and December 31, 2014, the actual interest rate was 4.25%. Under the terms of the Nolte Note, as amended, we pay quarterly principal installments of approximately $100 plus interest. The Nolte Note is unsecured and is subordinated to the Term Loan, although we are permitted to make our periodic principal and interest payments. The outstanding balance of the Nolte Note was approximately $874 and $1,200 as of September 30, 2015 and December 31, 2014, respectively.

The stock repurchase obligations at September 30, 2015 and December 31, 2014 represented notes payable for the repurchase of common stock of certain former non-controlling interests in NV5. These notes were unsecured and subordinated to bank debt and the maintenance of related debt covenants, and bear interest from 3.25% to 4.25%. The rates adjusted annually based on the prime rate. The notes required quarterly interest and principal payments through their maturity dates, which range between 2014 and 2019. During the third quarter of 2015, the Company opted to pay the remaining principal and accrues interest related to these obligations. The outstanding balance of the stock repurchase obligation was $0 and $935 as of September 30, 2015 and December 31, 2014, respectively, including the current portions.

On January 30, 2015, we acquired all of the outstanding equity interests of JLA. The purchase price included a $1,250 promissory note bearing interest at 3.5% (the "JLA Note") that is payable in four equal payments of $313 each, due on the first, second, third, and fourth anniversaries of January 30, 2015, the effective date of the acquisition. The outstanding balance of the JLA Note was $1,250 as of September 30, 2015.

On April 22, 2015, we acquired all of the outstanding equity interests of Mendoza. The purchase price included a $3,000 short- term promissory note, based on the collection of acquired accounts receivable and work in process, payable within one year and a $500 promissory note bearing interest at 3.0% (the "Mendoza Note") that is payable in two equal payments of $250 each, due on the first and second anniversaries of April 22, 2015, the effective date of the acquisition. The outstanding balance of the short-term promissory note was $3,000 and of the Mendoza Note was $500 as of September 30, 2015.

On June 24, 2015, we acquired certain assets of Allwyn. The purchase price included a $500 promissory note bearing interest at 3.5% (the "Allwyn Note") that is payable in three equal payments of $167 each, due on the first, second and third anniversaries of June 24, 2015, the effective date of the acquisition. The outstanding balance of the Allwyn Note was $500 as of September 30, 2015.

On July 1, 2015, we acquired all of the outstanding equity interests of RBA. The purchase price included a $4,000 promissory note bearing interest at 3.0% (the “RBA Note”) that is payable in four equal payments of $1,000 each due on the first, second, third, and fourth anniversaries of July 1, 2015, the effective date of the acquisition. The outstanding balance of the RBA Note was $4,000 as of September 30, 2015.

On January 31, 2014, we acquired certain assets of AQC. The purchase price included an uncollateralized non-interest bearing promissory note in the aggregate principal amount of $300 for which we have imputed interest at a rate of 3.75% (the “AQC Note”). This note is payable in two equal payments of $150 each, due on the first and second anniversaries of the effective date of January 31, 2014. The carrying value of the AQC Note was approximately $150 and $294 as of September 30, 2015 and December 31, 2014, respectively.

On March 21, 2014, we acquired all of the outstanding equity interests of NV5, LLC. The purchase price included a $3,000 promissory note bearing interest at 3.0% (the “AK Note”) that is payable in three equal payments of $1,000 each due on the first, second and third anniversaries of the effective date of March 21, 2014. The outstanding balance of the AK Note was approximately $2,000 and $3,000 as of September 30, 2015 and December 31, 2014, respectively.

On June 30, 2014, we acquired certain assets of ORSI. The purchase price included an uncollateralized non-interest bearing promissory note in the principal amount of $450 (the “ORSI Note”), which has an imputed interest rate of 3.75%. The ORSI Note is payable in two equal payments of $225 each due on the first and second anniversaries of the effective date of June 30, 2014. The outstanding balance of the ORSI Note was $221 and $434 as of September 30, 2015 and December 31, 2014, respectively.

On November 3, 2014, we acquired certain assets of the Buric Companies. The purchase price included a $300 uncollateralized 3% interest bearing promissory note. The note is payable in three equal payments of $100 due on the first, second and third anniversaries of November 3, 2014, the effective date of the acquisition. The outstanding balance of the Buric Note was $300 as of September 30, 2015 and December 31, 2014.

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaderabek Company ("Kaco"). The purchase price included a note in the aggregate principal amount of $2,000 (the "Kaco Note"), bearing interest at 3.0% for the first year and 200 basis points over the one-year LIBOR for the years thereafter, which is payable as follows: $500 due by (and paid on) December 28, 2012 and three equal payments of $500 each due on the first, second and third anniversaries of the effective date of July 27, 2012. As of September 30, 2015 and December 31, 2014, the actual interest rate was 2.58%. The outstanding balance of the Kaco Note was $0 and $500 as of September 30, 2015 and December 31, 2014, respectively.

On April 30, 2013, we acquired certain assets and assumed certain liabilities of Consilium. The purchase price included an uncollateralized promissory note in the aggregate principal amount of $200, bearing interest at 4.0%, payable in three equal payments of $67 each due on the first, second and third anniversaries of the effective date of April 30, 2013. The outstanding balance of this note was $67 and $133 as of September 30, 2015 and December 31, 2014, respectively.

On August 12, 2013, the Company acquired certain assets and assumed certain liabilities of Dunn. The purchase price consisted of an uncollateralized promissory note in the aggregate principal amount of approximately $92 (bearing interest at 4.0%), payable in two equal payments of approximately $46 each due on the first and second anniversaries of the effective date of August 12, 2013. The outstanding balance of this note was $0 and $46 as of September 30, 2015 and December 31, 2014, respectively.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of September 30, 2015.

Effects of Inflation

Based on our analysis of the periods presented, we believe that inflation has not had a material effect on our operating results. There can be no assurance that future inflation will not have an adverse impact on our operating results and financial condition.

Recent Accounting Pronouncements

In April 2015, the FASB issued ASU No. 2015-03 *"Interest-Imputation of Interest,"* which is intended to simplify the presentation of debt issuance costs. The amendments require that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by this ASU. ASU 2015-03 is effective for financial statements issued for fiscal years beginning after December 15, 2015, and interim periods within those fiscal years. In August 2015, FASB issued ASU 2015-15 *"Interest - Imputation of Interest (Subtopic 835-30)"*, to provide further clarification to ASU 2015-03 as it relates to the presentation and subsequent measurement of debt issuance costs associated with line of credit arrangements. The Company does not expect ASU 2015-03 and ASU 2015-15 to materially impact the Company's results of operations and cash flows.

In May 2014, the Financial Accounting Standards Board issued Accounting Standards Update ("ASU") 2014-09, *Revenue from Contracts with Customers.* This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. This ASU was originally effective for annual reporting periods beginning after December 15, 2016 and early adoption is permitted as of the original effective date. Companies may use either a full retrospective or a modified retrospective approach to adopt this ASU and management has not yet determined which method it will apply. The Company is currently evaluating the impact of adopting ASU 2014-09 on the Company's consolidated net income, financial position and cash flows. In July 2015, the FASB voted to defer the effective date of ASU 2014-09, by one year. As a result, ASU 2014-09 will become effective for us in the first quarter of our fiscal year ending December 31, 2018.

Cautionary Statement about Forward-Looking Statements

Our disclosure and analysis in this Quarterly Report on Form 10-Q, including all documents incorporated by reference contain "forward-looking" statements within the meaning of Section 27A of the Securities Act Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the Private Securities Litigation Reform Act of 1995. From time to time, we also provide forward-looking statements in other materials we release to the public, as well as oral forward-looking statements. Forward-looking statements include, but are not limited to, statements regarding our "expectations," "hopes," "beliefs," "intentions," or "strategies" regarding the future. In addition, any statements that refer to projections, forecasts, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. We have tried, wherever possible, to identify such statements by using words such as, "anticipate," "believe," "expect," "intend," "estimate," "predict," "project," "may," "might," "would," "will," "likely," "will likely result," "continue," "could," "future," "plan," "possible," "potential," "target," "forecast," "seek," "strategy" and other words and terms of similar meaning, but the absence of these words does not mean that a statement is not forward-looking. The forward-looking statements in this Quarterly Report on Form 10-Q reflect the Company's current views with respect to future events and financial performance.

Forward-looking statements are not historical facts and should not be read as a guarantee or assurance of future performance or results, and will not necessarily be accurate indications of the times at, or by, or if which such performance or results will be achieved. Forward-looking statements are based on information available at the time those statements are made or management's good faith beliefs, expectations and assumptions as of that time with respect to future events. Because forward-looking statements relate to the future, they are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in or suggested by the forward-looking statements. Important factors that could cause such differences include:

Our ability to retain the continued service of our key professionals and to identify, hire and retain additional qualified professionals;

changes in demand from the local and state government and private clients that we serve;

general economic conditions, nationally and globally, and their effect on the demand and market for our services;

fluctuations in our results of operations;

the government's funding and budgetary approval process;

the possibility that our contracts may be terminated by our clients;

our ability to win new contracts and renew existing contracts;

our dependence on a limited number of clients;

our ability to complete projects timely, in accordance with our customers' expectations, or profitability;

our ability to successfully execute our mergers and acquisitions strategy, including the integration of new companies into our business;

our ability to successfully manage our growth strategy;

our ability to raise capital in the future;

competitive pressures and trends in our industry and our ability to successfully compete with our competitors;

our ability to avoid losses under fixed-price contracts;

the credit and collection risks associated with our clients;

our ability to comply with procurement laws and regulations;

changes in laws, regulations, or policies;

the enactment of legislation that could limit the ability of local, state and federal agencies to contract for our privatized services;

our ability to complete our backlog of uncompleted projects as currently projected;

the risk of employee misconduct or our failure to comply with laws and regulations;

our ability to control, and operational issues pertaining to, business activities that we conduct with business partners and other third parties; and

significant influence by our principal stockholder and the existence of certain anti-takeover measures in our governing documents.

The forward-looking statements contained or incorporated by reference in this report are based on our current expectations and beliefs concerning future developments and their potential effects on us. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties, or assumptions, many of which are beyond our control, that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include those factors described in “Item 1A. Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2014. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise, except as may be required under applicable securities laws. You are advised, however, to consult any further disclosures we make on related subjects in our Form 10-Q, 8-K and 10-K reports filed with the SEC. Our Annual Report on Form 10-K filing for the fiscal year ended December 31, 2014 listed various important factors that could cause actual results to differ materially from expected and historic results. We note these factors for investors as permitted by the Private Securities Litigation Reform Act of 1995, as amended. You may obtain a copy of our Annual Report on Form 10-K through our website, www.nv5.com. Information contained on our website is not incorporated into this report. In addition to visiting our website, you may read and copy any document we file with the SEC at the SEC’s Public Reference Room at 100 F. Street, NE, Washington, D.C. 20549 or at www.sec.gov. Please call the SEC at 1-800-SEC-0330 for information on the Public Reference Room.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Not applicable.

ITEM 4. CONTROLS AND PROCEDURES.

Disclosure Controls and Procedures

As of the end of the period covered by this Quarterly Report on Form 10-Q, we carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of the end of the period covered by this Quarterly Report on Form 10-Q, the Company's disclosure controls and procedures, were effective such that the information relating to the Company required to be disclosed in our SEC reports (i) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to the Company's management, including our Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) that occurred during our most recently completed fiscal quarter. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that there have not been any changes in our internal control over financial reporting during our most recently completed fiscal quarter that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS.

From time to time, we are subject to various legal proceedings that arise in the normal course of our business activities. As of the date of this Quarterly Report on Form 10-Q, we are not a party to any litigation the outcome of which, if determined adversely to us, would individually or in the aggregate be reasonably expected to have a material adverse effect on our results of operations or financial position.

ITEM 1A. RISK FACTORS.

During the nine months ended September 30, 2015, there have been no material changes to any of the risk factors disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.

Recent Sales of Unregistered Securities

For a description of our acquisitions closed during the nine months ended September 30, 2015, see Note 4, Business Acquisitions, to the Condensed Consolidated Financial Statements. We issued the shares set forth in Note 4 in reliance upon Section 4(a)(2) of the Securities Act as transactions by an issuer not involving a public offering.

Issuer Purchase of Equity Securities

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES.

None.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

ITEM 5. OTHER INFORMATION.

None.

ITEM 6. EXHIBITS.

Number	Description
2.1	Stock Purchase Agreement, dated as of July 1, 2015, by and among The RBA Group, Inc., Engineers, Architects and Planners ("RBA"), each of the stockholders of RBA, the stockholder representative and NV5 Holdings, Inc. (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on July 6, 2015)
10.1	Second Amendment to Business Loan Agreement (Loan Number 0309136049), dated July 20, 2015, between NV5 Holdings, Inc., as borrower, and Western Alliance Bank, as lender (Incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on July 24, 2015)
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934, as adopted pursuant to § 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document

* Filed herewith.

** Furnished herewith. This certification is being furnished solely to accompany this report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Exchange Act of 1934, as amended, and is not to be incorporated by reference into any filings of the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NV5 HOLDINGS, INC.

By: /s/ Michael P. Rama
Michael P. Rama

Vice President and Chief Financial Officer

Date: November 12, 2015 (Principal Financial and Accounting Officer)