

NV5 Holdings, Inc.  
Form 4/A  
September 11, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Tong Richard

2. Issuer Name and Ticker or Trading Symbol  
NV5 Holdings, Inc. [NVEE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

200 SOUTH PARK RD., SUITE 350

08/24/2015

Exec VP and General Counsel

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)  
08/26/2015

6. Individual or Joint/Group Filing (Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

HOLLYWOOD, FL 33021

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	08/24/2015		S		10,000 (1) D \$ 19.59 (2) 66,819	D	
Common Stock	08/25/2015		S		10,000 (1) D \$ 19.4 (3) 56,819	D	
Common Stock	08/26/2015		S		5,100 (1) D \$ 18.697 (4) 51,719	D	
Common Stock	08/26/2015		S		100 (1) D \$ 18 51,619	D	
Common Stock	08/26/2015		S		100 (1) D \$ 18.12 51,519	D	

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Common Stock	08/26/2015	S	100 <sup>(1)</sup>	D	\$ 18.13	51,419	D
Common Stock	08/26/2015	S	200 <sup>(1)</sup>	D	\$ 18.19	51,219	D

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Tong Richard  
200 SOUTH PARK RD.  
SUITE 350  
HOLLYWOOD, FL 33021

Director    10% Owner    Officer    Other

Exec VP and General Counsel

## Signatures

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

09/11/2015

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The shares set forth in Column 4 of this Form 4 reflect shares sold by the reporting person to cover taxes associated with the vesting of restricted shares.

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(2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.50 to \$19.99, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (2) to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.40 to \$19.50, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.21 to \$19.21, inclusive. The reporting person undertakes to provide to NV5 Holdings, Inc., any security holder of NV5 Holdings, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

### Remarks:

This form is being amended to reflect the correct number of shares of common stock sold by the reporting person on August 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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