

National Bank Holdings Corp
Form SC 13G/A
February 12, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934 (Amendment No. 1)*

National Bank Holdings Corp (Name of Issuer)

Common Stock (Title of Class of Securities)

633707104 (CUSIP Number)

December 31, 2014 (Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☒ Rule 13d-1(b) ☐ Rule 13d-1(c) ☐ Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see Instructions).

CUSIP No.: 633707104

1	NAME OF REPORTING PERSON Boston Partners I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY) 98-0202744
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ☐ (b) ☐
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER 853,525
	6 SHARED VOTING POWER 0
	7 SOLE DISPOSITIVE POWER 2,107,277
	8 SHARED DISPOSITIVE POWER 0

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

9 AGGREGATE AMOUNT BENEFICIALLY
OWNED BY EACH REPORTING PERSON
2,107,277

10 CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES ☐

11 PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 5.41%

12 TYPE OF REPORTING PERSON IA

CUSIP No.: 633707104

ITEM 1(a). NAME OF
ISSUER:

National Bank Holdings
Corp

ITEM 1(b). ADDRESS OF
ISSUER'S
PRINCIPAL
EXECUTIVE
OFFICES:

7800 East Orchard Suite
300Greenwood Village,
CO 80111

ITEM 2(a). NAME OF
PERSON
FILING:

Boston Partners

ITEM 2(b). ADDRESS OF
PRINCIPAL
BUSINESS
OFFICE OR, IF
NONE,
RESIDENCE:

One Beacon St.Boston,
MA 02108

ITEM 2(c). CITIZENSHIP:

Delaware

ITEM 2(d). TITLE OF
CLASS OF
SECURITIES:

Common Stock

ITEM 2(e). CUSIP
NUMBER:

633707104

- ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK WHETHER THE PERSON FILING IS A:
- (a) ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78c);
 - (b) ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) ☒ An investment adviser in accordance with 240.13d-1(b)(1)(ii)(E);
 - (f) ☐ An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F);
 - (g) ☐ A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G);
 - (h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
 - (i) ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) ☐ A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J);
 - (k) ☐ Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

ITEM 4. OWNERSHIP:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:
2,107,277
- (b) Percent of class:
5.41%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
853,525
 - (ii) Shared power to vote or to direct the vote:
0
 - (iii) Sole power to dispose or to direct the disposition of:
2,107,277
 - (iv) Shared power to dispose or to direct the disposition of:
0

ITEM 5.

OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

If this statement is
being filed to report the
fact that as of the date
hereof the reporting
person has ceased to be
the beneficial owner of
more than five percent
of the class of
securities, check the
following [].

ITEM 6. OWNERSHIP OF
 MORE THAN FIVE
 PERCENT ON
 BEHALF OF
 ANOTHER
 PERSON:

Not Applicable

ITEM 7. IDENTIFICATION
 AND
 CLASSIFICATION
 OF THE
 SUBSIDIARY
 WHICH ACQUIRED
 THE SECURITY
 BEING REPORTED
 ON BY THE
 PARENT HOLDING
 COMPANY:

Not Applicable

ITEM 8. IDENTIFICATION
 AND
 CLASSIFICATION
 OF MEMBERS OF
 THE GROUP:

Not Applicable

ITEM 9. NOTICE OF
 DISSOLUTION OF
 GROUP:

Not Applicable

ITEM 10. CERTIFICATION:

By signing below I
certify that, to the best
of my knowledge and
belief, the securities

referred to above were
acquired and are held in
the ordinary course of
business and were not
acquired and are not
held for the purpose of
or with the effect of
changing or influencing
the control of the issuer
of the securities and
were not acquired and
are not held in
connection with or as a
participant in any
transaction having that
purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 12, 2015

Date

Boston Partners

/s/ Liana Safanov

Signature

Liana Safanov, Senior Compliance Manager

Name/Title

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

SIGNATURE