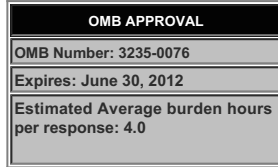


UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C.



1. Issuer's Identity

CIK (Filer ID Number) 0001532961 Previous Name(s) None Entity Type Corporation Name of Issuer NV5 Holdings, Inc. Jurisdiction of Incorporation/Organization DELAWARE Year of Incorporation/Organization Within Last Five Years (Specify Year) 2011

2. Principal Place of Business and Contact Information

Name of Issuer NV5 Holdings, Inc. Street Address 1 200 SOUTH PARK ROAD Street Address 2 SUITE 350 City HOLLYWOOD State/Province/Country FLORIDA ZIP/Postal Code 33021 Phone No. of Issuer (954) 495-2112

3. Related Persons

Last Name Wright First Name Dickerson Middle Name Street Address 1 200 South Park Road Street Address 2 Suite 350 City Hollywood State/Province/Country FLORIDA ZIP/Postal Code 33021 Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary)

Last Name Rama First Name Michael Middle Name P. Street Address 1 200 South Park Road Street Address 2 Suite 350 City Hollywood State/Province/Country FLORIDA ZIP/Postal Code 33021

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Tong"/>	<input type="text" value="Richard"/>	
Street Address 1	Street Address 2	
<input type="text" value="200 South Park Road"/>	<input type="text" value="Suite 350"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Hollywood"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="33021"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="Hockman"/>	<input type="text" value="Alexander"/>	<input type="text" value="A."/>
Street Address 1	Street Address 2	
<input type="text" value="200 South Park Road"/>	<input type="text" value="Suite 350"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Hollywood"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="33021"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
<input type="text" value="O'Brien"/>	<input type="text" value="Mary Jo"/>	
Street Address 1	Street Address 2	
<input type="text" value="200 South Park Road"/>	<input type="text" value="Suite 350"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text" value="Hollywood"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="33021"/>

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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#### 4. Industry Group

- |  |  |                                   |
|--|--|-----------------------------------|
| <input type="radio"/> Agriculture                  | <input type="radio"/> Health Care            | <input type="radio"/> Retailing   |
| <input type="radio"/> Banking & Financial Services | <input type="radio"/> Biotechnology          | <input type="radio"/> Restaurants |
| <input type="radio"/> Commercial Banking           | <input type="radio"/> Health Insurance       | <input type="radio"/> Technology  |
| <input type="radio"/> Insurance                    | <input type="radio"/> Hospitals & Physicians |                                   |

- Investing
- Investment Banking
- Pooled Investment Fund
- Other Banking & Financial Services
- Business Services
- Energy
  - Coal Mining
  - Electric Utilities
  - Energy Conservation
  - Environmental Services
  - Oil & Gas
  - Other Energy
- Pharmaceuticals
- Other Health Care
- Computers
- Telecommunications
- Other Technology
- Manufacturing
- Real Estate
  - Commercial
  - Construction
  - REITS & Finance
  - Residential
  - Other Real Estate
- Travel
  - Airlines & Airports
  - Lodging & Conventions
  - Tourism & Travel Services
  - Other Travel
- Other

### 5. Issuer Size

- |  |  |
|--|--|
| <b>Revenue Range</b>                                 | <b>Aggregate Net Asset Value Range</b>             |
| <input type="radio"/> No Revenues                    | <input type="radio"/> No Aggregate Net Asset Value |
| <input type="radio"/> \$1 - \$1,000,000              | <input type="radio"/> \$1 - \$5,000,000            |
| <input type="radio"/> \$1,000,001 - \$5,000,000      | <input type="radio"/> \$5,000,001 - \$25,000,000   |
| <input type="radio"/> \$5,000,001 - \$25,000,000     | <input type="radio"/> \$25,000,001 - \$50,000,000  |
| <input type="radio"/> \$25,000,001 - \$100,000,000   | <input type="radio"/> \$50,000,001 - \$100,000,000 |
| <input type="radio"/> Over \$100,000,000             | <input type="radio"/> Over \$100,000,000           |
| <input checked="" type="radio"/> Decline to Disclose | <input type="radio"/> Decline to Disclose          |
| <input type="radio"/> Not Applicable                 | <input type="radio"/> Not Applicable               |

### 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- Rule 504(b)(1) (not (i), (ii) or (iii))
- Rule 504 (b)(1)(i)
- Rule 504 (b)(1)(ii)
- Rule 504 (b)(1)(iii)
- Rule 505
- Rule 506
- Securities Act Section 4(6)
- Investment Company Act Section 3(c)

### 7. Type of Filing

- New Notice      Date of First Sale             First Sale Yet to Occur
- Amendment

### 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?       Yes       No

### 9. Type(s) of Securities Offered (select all that apply)

- Pooled Investment Fund Interests
- Tenant-in-Common Securities
- Mineral Property Securities
- Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- Equity
- Debt
- Option, Warrant or Other Right to Acquire Another Security
- Other (describe)

### 10. Business Combination Transaction

Is this offering being made in connection with a business

combination transaction, such as a merger, acquisition or exchange offer?  Yes  No

Clarification of Response (if Necessary)

\_\_\_\_\_

### 11. Minimum Investment

Minimum investment accepted from any outside investor \$  USD

### 12. Sales Compensation

Recipient \_\_\_\_\_ Recipient CRD Number  None

(Associated) Broker or Dealer  None (Associated) Broker or Dealer CRD Number  None

Street Address 1 \_\_\_\_\_ Street Address 2 \_\_\_\_\_

City \_\_\_\_\_ State/Province/Country \_\_\_\_\_ ZIP/Postal Code \_\_\_\_\_

State(s) of Solicitation  All States  
\_\_\_\_\_

### 13. Offering and Sales Amounts

Total Offering Amount \$  USD  Indefinite

Total Amount Sold \$  USD

Total Remaining to be Sold \$  USD  Indefinite

Clarification of Response (if Necessary)

\_\_\_\_\_

### 14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$  USD  Estimate

Finders' Fees \$  USD  Estimate

Clarification of Response (if Necessary)

\_\_\_\_\_

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for

payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$  USD  Estimate

Clarification of Response (if Necessary)

## Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
NV5 Holdings, Inc.	/s/ Richard Tong	Richard Tong	Executive Vice President and Secretary	2011-10-19