UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

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

Date of Report (Date of earliest event reported) **October 25, 2016**

NV5 GLOBAL, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**001-35849**	**45-3458017**
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

200 South Park Road, Suite 350 Hollywood, Florida	**33021**
(Address of Principal Executive Offices)	(Zip Code)

(954) 495-2112
(Registrant's Telephone Number, Including Area Code)

n/a
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

[_] Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

[_] Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

[_] Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

[_] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Explanatory Note

This Current Report on Form 8-K/A (Amendment No. 1) amends the Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") by NV5 Global, Inc. (the "Company") on October 28, 2016 (the "Original 8-K") announcing the completion of the acquisition of all of the outstanding shares of capital stock of J.B.A. Consulting Engineers, Inc., a Nevada corporation ("JBA"), a Las Vegas, Nevada-based MEP engineering, acoustics, technology, and fire protection consulting firm, pursuant to the Stock Purchase Agreement by and among the Company, JBA, each of the holders of issued and outstanding shares of JBA, and Carl Von Hake, solely in his capacity as the stockholder representative, dated October 25, 2016 (the "Acquisition").

In the Original 8-K, the Company indicated that it would file the historical and pro forma financial information required under Item 9.01 with respect to the Acquisition within 71 days of the due date of the Original 8-K, as permitted by the SEC rules. The Company is now filing this Amendment No. 1 to include the required financial statements and pro forma financial information as a result of the completion of the Acquisition. Except as indicated above and below, all other information in the Original 8-K remains unchanged.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited historical financial statements of JBA for the year ended December 31, 2015 and the unaudited financial statements of JBA for the three and nine months ended September 30, 2016 and 2015 are filed herewith as Exhibit 99.1, and incorporated herein by reference.

(b) Pro Forma Financial Information.

The unaudited pro forma financial information for the Company, after giving effect to the Acquisition and adjustments described in such pro forma information, are attached hereto as Exhibit 99.2, and incorporated herein by reference.

(d) Exhibits.

Exhibit No.	Description
2.1†	Stock Purchase Agreement, dated as of October 25, 2016, by and among J.B.A. Consulting Engineers, Inc., a Nevada corporation, each of the stockholders of J.B.A. Consulting Engineers, Inc., Carl Von Hake, as the sole stockholder representative of J.B.A. Consulting Engineers, Inc. and NV5 Global, Inc.*
23.1	Consent of Deloitte & Touche LLP
99.1	The audited historical financial statements of J.B.A. Consulting Engineers, Inc. for the year ended December 31, 2015 and unaudited financial statements of J.B.A. Consulting Engineers, Inc. for the three and nine months ended September 30, 2016 and 2015.
99.2	The unaudited pro forma financial information for the Company, after giving effect to the Acquisition, and adjustments described in such pro forma information.

† Filed with the Original 8-K.

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however that NV5 Global, Inc. may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules or exhibits so furnished.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: January 10, 2017

NV5 GLOBAL, INC.

By: /s/ Michael P. Rama
Name: Michael P. Rama
Title: Vice President and Chief Financial Officer

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in Registration Statement No. 333-212149 on Form S-3 and Registration Statements Nos. 333-187963, 333-212150 and 333-212159 on Form S-8 of our report dated January 9, 2017 relating to the financial statements of J.B.A. Consulting Engineers, Inc. appearing in this Form 8-K/A for the year ended December 31, 2015.

/s/ Deloitte & Touche LLP
Certified Public Accountants
Miami, FL

January 9, 2017

Exhibit 99.1

INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

INDEPENDENT AUDITORS' REPORT

To the Board of Directors of
J.B.A. Consulting Engineers, Inc. and Subsidiaries
Hollywood, FL 33021

We have audited the accompanying consolidated financial statements of J.B.A. Consulting Engineers, Inc. and Subsidiaries (the "Company"), which comprise the consolidated balance sheet as of December 31, 2015, and the related consolidated statements of comprehensive income, stockholders' equity and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of J.B.A. Consulting Engineers, Inc. and Subsidiaries as of December 31, 2015, and the results of its operations and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

/s/ DELOITTE & TOUCHE LLP
Certified Public Accountants
Miami, Florida
January 9, 2017

J.B.A. Consulting Engineers, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 31, 2015	September 30, 2016 (Unaudited)
Assets		
Current assets:		
Cash and cash equivalents	$ 7,650	$ 9,995
Accounts receivable, net of allowance for doubtful accounts of $176 and $174 as of December 31, 2015 and September 30, 2016, respectively	6,814	7,145
Prepaid expenses and other current assets	680	543
Total current assets	15,144	17,683
Property and equipment, net	7,529	2,730
Other assets	506	794
Total Assets	$ 23,179	$ 21,207
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 829	$ 1,457
Accrued liabilities	2,220	2,513
Current portion of mortgage and installment notes payable	1,032	861
Total current liabilities	4,081	4,831
Mortgage and installment notes payable, less current portion	5,781	2,822
Deferred income tax liabilities	1,823	1,823
Total liabilities	11,685	9,476
Commitments and contingencies		
Stockholders' equity:		
Common stock, $1 par value; 25,000 shares authorized and outstanding	25	25
Retained earnings	18,894	21,017
	18,919	21,042
Treasury stock, at cost	(7,371)	(8,392)
Notes receivable	(908)	(902)
Total JBA stockholders' equity	10,640	11,748
Noncontrolling interests	854	(17)
Total equity	11,494	11,731
Total liabilities and stockholders' equity	$ 23,179	$ 21,207

See accompanying notes to consolidated financial statements.

J.B.A. Consulting Engineers, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands, except share data)

	Year Ended	Three Months Ended		Nine Months Ended	
	December 31, 2015	**September 30, 2015**	**September 30, 2016**	**September 30, 2015**	**September 30, 2016**
		(unaudited)		*(unaudited)*	
Gross revenues	$ 34,550	$ 8,273	$ 8,791	$ 23,238	$ 28,617
Direct costs:					
Salaries and wages	7,834	2,041	2,203	6,008	6,498
Sub-consultant services	4,060	1,051	675	2,845	2,347
Other direct costs	1,577	140	451	886	1,375
Total direct costs	13,471	3,232	3,329	9,739	10,220
Gross Profit	21,079	5,041	5,462	13,499	18,397
Operating Expenses:					
Salaries and wages, payroll taxes and benefits	11,006	2,224	3,152	7,151	8,987
General and administrative	3,525	953	1,265	2,483	3,851
Facilities and facilities related	1,355	358	470	998	1,175
Depreciation and amortization	776	164	217	491	546
Total operating expenses	16,662	3,699	5,104	11,123	14,559
Income from operations	4,417	1,342	358	2,376	3,838
Other income (expense):					
Interest expense	(80)	(22)	(32)	(64)	(68)
Other income (expense)	(617)	(4)	220	(5)	162
Total other expense (income)	(697)	(26)	188	(69)	94
Income before income tax expense	3,720	1,316	546	2,307	3,932
Income tax (expense) benefit	7	(148)	(113)	(252)	(868)
Net income	3,727	1,168	433	2,055	3,064
Less: Net income attributable to noncontrolling interests	(15)	(6)	(42)	(18)	(53)
Net income atttributable to JBA	$ 3,712	$ 1,162	$ 391	$ 2,037	$ 3,011

See accompanying notes to consolidated financial statements.

J.B.A. Consulting Engineers, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Common Stock		**Retained**	**Treasury Stock**		**Notes**	**Non-controlling**	
	Shares	**Amount**	**Earnings**	**Shares**	**Amount**	**Receivable**	**Interest**	**Total**
Balance, January 1, 2015	**25,000**	**$ 25**	**$ 15,582**	**8,825**	**$ (3,974)**	**$ (981)**	**$ 800**	**$ 11,452**
Repurchase treasury stock	-	-	-	4,700	(3,397)	-	-	(3,397)
Payment of common stock	-	-	-	-	-	73	-	73
Dividends	-	-	(400)	-	-	-	-	(400)
Net income	-	-	3,712	-	-	-	15	3,727
Distribution and other	-	-	-	-	-	-	39	39
Balance, December 31, 2015	**25,000**	**$ 25**	**$ 18,894**	**13,525**	**$ (7,371)**	**$ (908)**	**$ 854**	**$ 11,494**
Repurchase treasury stock	-	-	-	250	(1,021)	-	-	(1,021)
Payment of common stock	-	-	-	-	-	6	-	6
Dividends	-	-	(600)	-	-	-	-	(600)
Net income	-	-	3,011	-	-	-	53	3,064
Distribution and other	-	-	(288)	-	-	-	(924)	(1,212)
Balance, September 30, 2016 (unaudited)	**25,000**	**$ 25**	**$ 21,017**	**13,775**	**$ (8,392)**	**$ (902)**	**$ (17)**	**$ 11,731**

See accompanying notes to consolidated financial statements.

J.B.A. Consulting Engineers, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Year Ended	Nine Months Ended	
	December 31, 2015	September 30, 2015	September 30, 2016
		(unaudited)	
Cash Flows From Operating Activities:			
Net income including noncontrolling interests	$ 3,727	$ 2,055	$ 3,064
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	776	491	546
Provision for doubtful accounts	130	(230)	(188)
Loss on disposal of property and equipment	3	3	-
Deferred income taxes	(493)	-	-
Changes in operating assets and liabilities:			
Accounts receivable	1,426	1,482	(143)
Prepaid expenses and other current assets	(47)	273	137
Accounts payable	(311)	141	628
Accrued liabilities	223	(833)	(402)
Other assets	560	(257)	(327)
Net cash provided by operating activities	5,994	3,125	3,315
Cash Flows From Investing Activities:			
Proceeds from sale of property and equipment	-	-	6,110
Purchase of property and equipment	(619)	(563)	(1,161)
Net cash (used in) provided by investing activities	(619)	(563)	4,949
Cash Flows From Financing Activities:			
Proceeds from issuance of common stock from treasury	225	208	273
Payments for treasury stock	(27)	(27)	(980)
Payments on installment notes payable	(1,010)	(757)	(2,006)
Payments on mortgage payable	(298)	(235)	(1,394)
Cash dividends paid	(400)	-	(600)
Distributions and other	39	198	(1,212)
Net cash used in financing activities	(1,471)	(613)	(5,919)
Net increase in Cash and Cash Equivalents	3,904	1,949	2,345
Cash and cash equivalents – beginning of period	3,746	3,746	7,650
Cash and cash equivalents – end of period	$ 7,650	$ 5,695	$ 9,995
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 102	$ 79	$ 51
Cash paid for income taxes	$ 857	$ 252	$ 498
Non-cash investing and financing activities:			
Installment notes payable issued for repurchase of common stock	$ 3,522	$ 3,522	$ 308

See accompanying notes to consolidated financial statements.

December 31, 2015 and September 30, 2016 (Information pertaining to the Three and nine months ended September 30, 2015 and 2016 is unaudited)
(Dollars in Thousands)

Note 1 - Organization and Nature of Business Operations

Business

J.B.A. Consulting Engineers, Inc. (collectively, the "Company or "JBA"), is a Las Vegas, Nevada-based MEP engineering, acoustics, technology, and fire protection consulting firm. JBA clients include various major theme parks, as well as casinos and entertainment groups internationally. In addition to its corporate headquarters in Las Vegas, JBA has 12 offices in California, Arizona, Massachusetts, Louisiana, Georgia, New York, Florida, and abroad in Hong Kong, Shanghai, Vietnam, and Macau. On October 26, 2016, 100% of the outstanding stock of the Company was sold to NV5 Global, Inc. (see Note 12).

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 ("GAAP") and include the accounts of JBA and its majority-owned and controlled subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

The Company enters into relationships or investments with other entities that may be a variable interest entity (VIE). A VIE is consolidated in the financial statements if the Company has the power to direct activities that most significantly impact the economic performance of the VIE and has the obligation to absorb losses or the right to receive benefits from the VIE that could potentially be significant to the VIE (as defined by ASC 810-10-25-38). JBA owns a 79% interest in JBA Properties, LLC ("JBA, LLC"). JBA, LLC is a limited liability corporation that owns the land and building in Las Vegas where JBA's corporate office is located. JBA Properties, LLC. is a VIE whereby JBA is the primary beneficiary. During 2016, JBA, LLC sold the land and building to an unrelated third party and JBA entered into an operating lease for their Las Vegas location (see Note 8 – Leases).

The accompanying September 30, 2016 and 2015 consolidated financial statements are unaudited; however, 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. The results of operations and cash flows for the interim periods presented are not necessarily indicative of the results to be expected for a future year or any future period.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts in the consolidated financial statements and accompanying notes. These estimates and assumptions are based on management's most recent assessment of underlying facts and circumstances using the most recent information available. Actual results could differ significantly from these estimates and assumptions, and the differences could be material.

Cash and Cash Equivalents

Cash and cash equivalents include cash on deposit with financial institutions and investments in high quality overnight money market funds, all of which have maturities of three months or less when purchased. The Company from time to time may be exposed to credit risk with its bank deposits in excess of the Federal Deposit Insurance Corporation insurance limits and with uninsured money market investments. JBA also maintains cash and cash equivalents in foreign accounts.

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 32% and 37% of the Company's gross revenues for the year ended December 31, 2015 and for the nine months ended September 30, 2016, respectively, are from one client.

Fair Value of Financial Instruments

A financial instrument's categorization within the valuation hierarchy is based upon the lowest level of input that is significant to the fair value measurement. The three levels of valuation hierarchy are defined as follows:

Level 1 - inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level 2 - inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level 3 - inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The Company considers cash and cash equivalents, accounts receivable, accounts payable, income taxes payable, accrued liabilities and debt obligations to meet the definition of financial instruments. As of December 31, 2015 and September 30, 2016, the carrying amount of cash and cash equivalents, accounts receivable, accounts payable, income taxes payable and accrued liabilities approximate their fair value due to the relatively short period of time between their origination and their expected realization or payment. 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.

Property and Equipment

Property, equipment and improvements are carried at cost. Depreciation and amortization is computed primarily by using the straight-line method over the estimated useful lives of the assets. The cost of leasehold improvements is amortized using the straight-line method over the lesser of the estimated useful life of the asset or the remaining term of the related lease. Buildings and building improvements are depreciated over periods not exceeding 40 years. Estimated useful lives range from 3 to 10 years for computer equipment, office furniture, and vehicles; and from 5 to 15 years for leasehold improvements. Normal repair and maintenance costs are expensed as incurred.

Revenue Recognition

The Company enters into contracts with its clients that contain two principal types of pricing provisions: cost-reimbursable and fixed-price.

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 the Company's 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.

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 services projects. Under these types of contracts, there is no predetermined fee. Instead, the Company negotiates hourly billing rates and charges the 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 provide for reimbursement of the actual costs and overhead (at predetermine rates) incurred, plus a predetermined fee. Under some cost-plus contracts, the Company's fee may be based on quality, schedule, and other performance factors.

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. The Company includes other direct costs (for example, third party field labor, subcontractors, or the procurement of materials or equipment) in revenues and cost of revenue when the costs of these items are incurred, and the Company is responsible for the ultimate acceptability of such costs. Recognition of revenue under this method is dependent upon the accuracy of a variety of estimates, including engineering progress, materials quantities, achievement of milestones, labor productivity and cost estimates. Due to uncertainties inherent in the estimation process, it is possible that actual completion costs may vary from estimates.

If estimated total costs on contracts indicate a loss or reduction to the percentage of total contract revenues recognized to date, these losses or reductions are recognized in the period in which the revisions are known. The cumulative effect of revisions to revenues, estimated costs to complete contracts, including penalties, incentive awards, change orders, claims, anticipated losses and others are recorded in the period in which the revisions are identified and the loss can be reasonably estimated. Such revisions could occur in any reporting period and the effects on the results of operations for that reporting period may be material depending on the size of the project or the adjustment.

Unbilled work results when the appropriate contract revenues have been recognized when services are performed or based on the percentage-of-completion accounting method but the revenue recorded has not been billed due to the billing terms defined in the contract. Unbilled amounts as of the reporting date are included within accounts receivable in the accompanying consolidated balance sheets. In certain circumstances, the contract may allow for billing terms that result in the cumulative amounts billed in excess of revenues recognized.

Advertising

Advertising costs are charged to expense in the period incurred and amounted to $171 for the year ended December 31, 2015 and $332 and $96 for the nine months ended September 30, 2016 and 2015, respectively.

Allowance for Doubtful Accounts

The Company records billed and unbilled receivables net of an allowance for doubtful accounts. The allowance is estimated based on management’s evaluation of the contracts involved and the financial condition of clients. Factors the Company considers include, but are not limited to: client type, historical performance, historical collection trends and general economic conditions. The allowance is increased by the Company’s provision for doubtful accounts which is charged against income. All recoveries on receivables previously charged off are credited to the accounts receivable recovery account are included in income, while direct charge-offs of receivables are deducted from the allowance.

Leases

The Company’s office leases are classified as operating leases and rent expense is included in facilities and facilities related expense in the Company’s consolidated statements of comprehensive income. Some lease terms include rent and other concessions and rent escalation clauses which are included in computing minimum lease payments. Minimum lease payments are recognized on a straight-line basis over the minimum lease term. The variance of rent expense recognized from the amounts contractually due pursuant to the underlying leases is included in accrued liabilities in the Company’s consolidated balance sheets.

Treasury Stock

The Company accounts for repurchased common stock using the cost method.

Income Taxes

The Company accounts for income taxes in accordance with ASC Topic No. 740 "*Income Taxes*" ("Topic No. 740"). Deferred income taxes reflect the impact of temporary differences between amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws. A valuation allowance against the Company's deferred tax assets is recorded when it is more likely than not that some portion or all of the deferred tax assets will not be realized. In determining the need for a valuation allowance, management is required to make assumptions and to apply judgment, including forecasting future earnings, taxable income, and the mix of earnings in the jurisdictions in which the Company operates. Management periodically assesses the need for a valuation allowance based on the Company's current and anticipated results of operations. The need for and the amount of a valuation allowance can change in the near term if operating results and projections change significantly.

The Company recognizes the consolidated financial statement benefit of a tax position only after determining that the relevant tax authority would more likely than not sustain the position following an audit. For tax positions meeting the more likely-than-not threshold, the amount recognized in the consolidated financial statements is the largest benefit that has a greater than 50 percent likelihood of being realized upon ultimate settlement with the relevant tax authority. The Company applies the uncertain tax position guidance to all tax positions for which the statute of limitations remains open. The Company's policy is to classify interest and penalties as income tax expense.

Note 3 –Recent Accounting Pronouncement

In February 2016, FASB issued ASU 2016-02, *Leases*. ASU 2016-02 requires lessees to recognize, in the balance sheet, a liability to make lease payments and a right-of-use asset representing the right to use the underlying asset over the lease term. The amendments in this accounting standard update are to be applied using a modified retrospective approach and are effective for fiscal years beginning after December 15, 2018. The Company is currently evaluating the requirements of ASU 2016-02 and has not yet determined its impact on our consolidated financial statements.

In November 2015, FASB issued ASU 2015-17— *Balance Sheet Classification of Deferred Taxes*. As part of FASB's accounting simplification initiative, ASU 2015-17 removes the requirement to separate deferred income tax liabilities and assets into current and noncurrent amounts in a classified statement of financial position. Instead, the update requires that deferred tax liabilities and assets be classified as noncurrent in a classified statement of financial position. ASU 2015-17 is effective for entities for fiscal years beginning after December 15, 2016, with prospective or retrospective application to all periods presented. Early application is permitted. The Company does not expect the impact of this ASU to be material to its consolidated financial statements.

In May 2014, the FASB issued 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. In July 2015, FASB voted to approve a one-year deferral of the effective date to December 31, 2017 for interim and annual reporting periods beginning after that date and permitted early adoption of the standard, but not before the original effective date of December 15, 2016. As a result, ASU 2014-09 will become effective for the Company in the first quarter of our fiscal year ending December 31, 2019. 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 thousands, except share data)

Note 4 – Accounts Receivable, net

Accounts receivable, net consists of the following:

	December 31, 2015	September 30, 2016
Billed	$ 5,235	$ 5,860
Unbilled	1,342	1,179
Other	413	280
	6,990	7,319
Less: allowance for doubtful accounts	(176)	(174)
Accounts receivable, net	$ 6,814	$ 7,145

Accounts receivable consists of billed and unbilled accounts receivable represent amounts billed to clients that remain uncollected as of the balance sheet date. Unbilled accounts receivable represent recognized revenues 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.

Note 5 – Property and Equipment, net

Property and equipment, net consists of the following:

	December 31, 2015	September 30, 2016
Land and land improvements	$ 2,916	$ -
Building and building improvements	3,410	-
Office furniture and equipment	1,910	2,039
Computer equipment	2,615	2,439
Vehicles and equipment	562	283
Leasehold improvements	2,240	2,307
	13,653	7,068
Accumulated depreciation	(6,124)	(4,338)
Property and equipment – net	$ 7,529	$ 2,730

Depreciation expense for the year ended December 31, 2015 was $776. Depreciation expense was $217 and $164 for the three months ended September 30, 2016 and 2015, respectively, and $545 and $491 for the nine months ended September 30, 2016 and 2015, respectively.

On July 13, 2016, the Company and JBA, LLC entered into a sale-leaseback agreement with a third party for its headquarters located in Las Vegas, Nevada. The sales price was $6,110. The transaction resulted in a gain of $695 net of fees in the third quarter of 2016 which is deferred and amortized as a reduction of rent expense over the initial lease term. Rent expense is included in facilities and facilities related expense in the Company's consolidated statements of comprehensive income. The leaseback has a 15-year term and is classified as an operating lease (see Note 8 – Leases).

(in thousands, except share data)

Note 6 – Accrued Liabilities

Accrued liabilities consist of the following:

	December 31, 2015	September 30, 2016
Deferred rent	$ -	$ 687
Payroll and related taxes	1,520	1,081
Accrued vacation	634	753
Other	66	(8)
Total	$ 2,220	$ 2,513

Note 7 – Mortgage and Installment Notes Payable

Mortgage and installment notes payable consists of the following:

	December 31, 2015	September 30, 2016
Mortgage Payable	$ 1,394	$ -
Installment Notes Payable	5,419	3,683
Total Mortgage and Installment Notes Payable	6,813	3,683
Current portion of mortgage and installment notes payable	(1,032)	(861)
Mortgage and installment notes payable, less current portion	$ 5,781	$ 2,822

Mortgage Payable

On October 7, 2014, JBA, LLC entered into a 7-year mortgage loan secured by the land and building where the JBA headquarters is located in Las Vegas, Nevada. The interest rate is fixed at 3.24% per annum. This mortgage payable matures on October 7, 2021. The outstanding balance was $1,394 as of December 31, 2015. The mortgage payable was repaid in July 2016.

Installment Notes Payable

The installment notes payable at December 31, 2015 and September 30, 2016 represents notes payable for the repurchase of common stock of certain former stockholders of the Company. These notes are unsecured and bear interest from 0% to 4%. The notes require monthly or annual interest and principal payments though their maturity dates, which range between 2018 and 2028. The outstanding balance was $5,419 and $3,683 as of December 31, 2015 and September 30, 2016, respectively.

(in thousands, except share data)

Future contractual maturities of long-term debt as of December 31, 2015 and September 30, 2016 are as follows:

Period ending December 31,			Period ending September 30,		
2016	$	1,032	2017	$	861
2017		1,040	2018		861
2018		1,048	2019		861
2019		1,024	2020		748
2020		1,033	2021		352
Thereafter		1,636	Thereafter		-
Total	$	6,813	Total	$	3,683

As of December 31, 2015 and September 30, 2016, the carrying amount of debt obligations approximates their fair values based on Level 2 inputs 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.

Note 8 – Leases

The Company leases various office facilities from unrelated parties. These leases expire through 2031 and, in certain cases, provide for escalating rental payments and reimbursement for operating costs.

On July 13, 2016, the Company and JBA, LLC entered into a sale-leaseback agreement for its headquarters located in Las Vegas, Nevada. The sales price was $6,110. The transaction resulted in a gain of $695 net of fees in the third quarter of 2016 which is deferred and amortized as a reduction of rent expense over the initial lease term. This deferred gain is classified as Accrued Liabilities on the accompanying balance sheet as of September 30, 2016. The leaseback has a 15-year term and is classified as an operating lease. The Company's base rent is $425 annually.

Future minimum payments under the non-cancelable operating leases as of December 31, 2015 are as follows:

Period ending December 31,		Amount
2016	$	650
2017		518
2018		281
2019		250
2020		166
Thereafter		32
Total minimum lease payments	$	1,897

Note 9 – Commitments and Contingencies

Litigation, Claims and Assessments

The Company is subject to certain claims and lawsuits typically filed against the engineering, consulting and construction profession, alleging primarily professional errors or omissions. The Company carries professional liability insurance, subject to certain deductibles and policy limits, against such claims. However, in some actions, parties are seeking damages that exceed our insurance coverage or for which we are not insured. While management does not believe that the resolution of these claims will have a material adverse effect, individually or in aggregate, on its financial position, results of operations or cash flows, management acknowledges the uncertainty surrounding the ultimate resolution of these matters and such estimate cannot be made.

(in thousands, except share data)

The Company's office leases are classified as operating leases and rent expense is included in facilities and facilities related expense in the Company's consolidated statements of comprehensive income. Some lease terms include rent and other concessions and rent escalation clauses which are included in computing minimum lease payments. Minimum lease payments are recognized on a straight-line basis over the minimum lease term. The variance of rent expense recognized from the amounts contractually due pursuant to the underlying leases is included in accrued liabilities in the Company's consolidated balance sheets.

Note 10 – Employee Benefit Plan

The Company sponsors the JBA Consulting Engineers, Inc. 401(k) Plan (the "401(k) Plan"). The 401(k) Plan is a defined contribution plan. Employees must complete three months of service before being eligible to enter into the plan. Minimum age is not required of employees to participate in the plan. Once eligibility is met, employees may enter the plan. Participants may contribute up to 100% of pre-tax compensation. The 401(k) Plan allows for the Company to make matching contributions into the 401(k) Plan. During 2015, the matching contributions were limited to 6% of an eligible participants qualified wages and the Company matched 50%. During the year ended December 31, 2015, the Company contributed $208 to the 401(k) Plan.

Note 11 – Income Taxes

Income tax expense (benefit) for the year ended December 31, 2015 consists of the following:

	Year Ended December 31, 2015
Current:	
Federal	$ 186
State	13
Foreign	287
Total current income tax expense	486
Deferred:	
Federal	(493)
State	-
Foreign	-
Total deferred income tax (benefit)	(493)
Total income tax expense (benefit)	$ (7)

(in thousands, except share data)

Temporary differences comprising the net deferred income tax liability shown in the Company's consolidated balance sheets were as follows:

	December 31, 2015
Deferred tax asset:	
Accrued expenses	$ 336
Accrued compensation	188
Consultant payable	153
Total deferred tax asset	677
Deferred tax liability:	
Accounts receivable	(2,116)
Leasehold improvements	(81)
Depreciation and amortization	(245)
Other	(58)
Total deferred tax liability	(2,500)
Net deferred tax liability	$ (1,823)

As of December 31, 2015, the Company had a net deferred tax liability of $1,823. No valuation allowance against the Company's net deferred income tax assets is needed as of December 31, 2015 as it is more-likely-than-not that these assets will be realized. Deferred income tax liabilities primarily relate to accounting basis adjustments where the Company has a future obligation for tax purposes

The Company's consolidated effective income tax rate was (0.2%) for the year ended December 31, 2015. The difference between the effective income tax rate and the combined statutory rate is principally due to domestic production credits and research and development credits. The Company's consolidated effective income tax rate was 20.7% and 11.2% for the three months ended September 30, 2016 and 2015, respectively, and 22.1% and 10.9% for the nine months ended September 30, 2016 and 2015, respectively. The difference between the effective tax rate and the combined statutory is principally due to domestic production credits and research and development credits.

The Company evaluates tax positions for recognition using a more-likely-than-not recognition threshold, and those tax positions eligible for recognition are measured as the largest amount of tax benefit that is greater than 50% likely of being realized upon the effective settlement with a taxing authority that has full knowledge of all relevant information. Fiscal years 2013 through 2015 are considered open tax years in the U.S. federal jurisdiction and other state jurisdictions.

Note 12 – Subsequent Events

On October 26, 2016, in connection with a stock purchase agreement (the "Agreement"), all the outstanding stock of the Company was sold to NV5 Global, Inc. (the "Buyer"). As a result, the Company became a wholly-owned subsidiary of the Buyer at that date.

Exhibit 99.2

UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL DATA

On October 26, 2016, NV5 Global, Inc., a Delaware corporation ("we", "us", the "Company", or "NV5 Global"), completed its acquisition (the "Acquisition") of all of the outstanding shares of capital stock of J.B.A. Consulting Engineers, Inc., a Nevada corporation ("JBA"), a Las Vegas, Nevada-based MEP engineering, acoustics, technology, and fire protection consulting firm, pursuant to the Stock Purchase Agreement by and among the Company, JBA, each of the holders of issued and outstanding shares of JBA, and Carl Von Hake, solely in his capacity as the stockholder representative (the "Stock Purchase Agreement"), for an aggregate purchase price consideration of $23.0 million, subject to adjustments in accordance with the terms of the Agreement.

The following tables set forth certain unaudited pro forma condensed combined financial data giving effect to NV5 Global, Inc.'s acquisition of JBA.

The following unaudited pro forma condensed consolidated combined financial statements reflect the historical consolidated results of the Company and JBA, on a pro forma basis to give effect to the following transactions, which are described in further detail below, as if they had occurred on September 30, 2016 for pro forma balance sheet purposes, and on January 1, 2015 for pro forma statements of income purposes.

The pro forma statements of income and the pro forma balance sheet are hereafter collectively referred to as the "Pro Forma Financial Data". The Pro Forma Financial Data is unaudited and does not purport to represent what the combined results of operations would have been if the Acquisition had occurred on January 1, 2015, or what those results will be for any future periods, or what the combined balance sheet would have been if the Acquisition had occurred on September 30, 2016.

The Pro Forma Financial Data is based upon the historical financial statements of the Company and JBA and certain adjustments which we believe are reasonable to give effect to the Acquisition. The pro forma adjustments and Pro Forma Financial Data included herein were prepared using the acquisition method of accounting for the business combination. The pro forma adjustments are based on preliminary estimates and certain assumptions that we believe are reasonable under the circumstances. The fair value amounts assigned to the identifiable assets acquired and liabilities assumed in connection with the Acquisition are considered preliminary and subject to change once the Company receives certain information it believes is necessary to finalize its purchase accounting of JBA. The Pro Forma Financial Data has been compiled from the following sources:

- U.S. Generally Accepted Accounting Principles ("U.S. GAAP") financial information for the Company has been derived without adjustments from the Company's audited consolidated balance sheet and statement of operations as of and for the year ended December 31, 2015, contained in the Company's Annual Report on Form 10−K filed with the Securities and Exchange Commission ("SEC") on March 11, 2016;

- U.S. GAAP financial information for the Company has been derived without adjustments from the Company's audited consolidated balance sheet and statement of operations as of and for the nine months ended September 30, 2016, contained in the Company's Quarterly Report on Form 10−Q filed with the SEC on November 3, 2016;

- U.S. GAAP financial information for JBA has been derived without adjustments from JBA's audited consolidated balance sheet and statement of comprehensive income as of and for the year ended December 31, 2015, contained in this Form 8−K/A.

- U.S. GAAP financial information for JBA has been derived without adjustments from JBA's unaudited consolidated balance sheet and statement of comprehensive income as of and for the nine months ended September 30, 2016, contained in this Form 8−K/A.

The Pro Forma Financial Data should be read in conjunction with:

- The accompanying notes to the Pro Forma Financial Data;
- The audited consolidated financial statements of the Company as of and for the year ended December 31, 2015 and the related notes relating thereto as presented in the Company's Annual Report on Form 10-K filed with the SEC on March 11, 2016;
- The unaudited consolidated financial statements of the Company as of and for the nine months ended September 30, 2016 and the related notes relating thereto as presented in the Company's Quarterly Report on Form 10-Q filed with the SEC on November 3, 2016;
- The audited consolidated financial statements of JBA as of and for the year ended December 31, 2015 and the related notes thereto included in this Form 8-K/A, and;
- The unaudited consolidated financial statements of JBA as of and for the nine months ended September 30, 2016 and the related notes thereto included in this Form 8-K/A.

NV5 GLOBAL, INC. AND SUBSIDIARIES
CONDENSED COMBINED PRO FORMA BALANCE SHEET
(UNAUDITED)
AS OF SEPTEMBER 30, 2016
(in thousands)

	(1) NV5 Global, Inc.	(2) JBA	Pro forma Adjustments		Pro forma Combined
Assets					
Current assets:					
Cash and cash equivalents	$ 53,066	$ 9,995	$ (21,995)	(A)(C)	$ 41,066
Accounts receivable, net of allowance for doubtful accounts	64,102	7,145	-		71,247
Prepaid expenses and other current assets	1,195	543	-		1,738
Deferred income tax assets	1,496	-	-		1,496
Total current assets	119,859	17,683	(21,995)		115,547
Property and equipment, net	3,762	2,730			6,492
Intangible assets, net	22,740	-	8,528	(B)	31,268
Goodwill	37,472	-	8,653	(B)	46,125
Other assets	1,014	794	-		1,808
Total assets	$ 184,847	$ 21,207	$ (4,814)		$ 201,240
Liabilities and Stockholders' Equity					
Current liabilities:					
Accounts payable	$ 11,632	$ 1,457	$ -		$ 13,089
Accrued liabilities	13,013	2,513	-		15,526
Income taxes payable	755	-	-		755
Billings in excess of costs and estimated earnings on uncompleted contracts	215	-	-		215
Client deposits	109	-	-		109
Current portion of contingent consideration	442	-	-		442
Current portion of notes payable and other obligations	6,192	861	1,839	(A)(C)	8,892
Total current liabilities	32,358	4,831	1,839		39,028
Contingent consideration, less current portion	467	-	-		467
Deferred income taxes, less current portion	1,727	1,823	-		3,550
Note payable and other obligations, less current portion	9,963	2,822	3,818	(A)(C)	16,603
Total liabilities	44,515	9,476	5,657		59,648
Commitments and contingencies					
Stockholders' equity:					
Common stock	104	25	(11)	(D)	118
Additional paid-in capital	113,488	-	1,246	(D)	114,734
Retained Earnings	26,740	21,017	(21,017)	(D)	26,740
Noncontrolling interests	-	(17)	17	(D)	-
Notes Receivable	-	(902)	902	(D)	-
Treasury Stock	-	(8,392)	8,392	(D)	-
Total stockholders' equity	140,332	11,731	(10,471)		141,592
Total liabilities and stockholders' equity	$ 184,847	$ 21,207	$ (4,814)		$ 201,240

See accompanying notes to unaudited condensed combined pro forma financial information

(1) As reported in NV5's Quarterly Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities and Exchange Commission ("SEC") on November 3, 2016.
(2) Derived from the unaudited historical financial statements for JBA included in Exhibit 99.1 to this Form 8-K/A.

NV5 GLOBAL, INC. AND SUBSIDIARIES
CONDENSED COMBINED PRO FORMA STATEMENT OF INCOME
(UNAUDITED)
FOR THE YEAR ENDED DECEMBER 31, 2015
(in thousands, except share data)

	(1) NV5 Global, Inc.	(2) JBA	Pro forma Adjustments		Pro forma Combined
Gross Revenues	$ 154,655	$ 34,550	$ -		$ 189,205
Direct costs:					
Salaries and wages	53,687	7,834	-		61,521
Sub-consultant services	21,394	4,060	-		25,454
Other direct costs	10,796	1,577	-		12,373
Total direct costs	85,877	13,471	-		99,348
Gross Profit	68,778	21,079	-		89,857
Operating Expenses:					
Salaries and wages, payroll taxes and benefits	34,731	11,006	-		45,737
General and administrative	11,930	3,525	-		15,455
Facilities and facilities related	4,950	1,355	-		6,305
Depreciation and amortization	3,468	776	1,901	(E)	6,145
Total operating expenses	55,079	16,662	1,901		73,642
Income from operations	13,699	4,417	(1,901)		16,215
Other (expense) income:					
Interest expense	(212)	(80)	(130)	(F)	(422)
Other, net	-	(632)	632	(G)	-
Total other (expense) income	(212)	(712)	502		(422)
Income (loss) before income tax expense	13,487	3,705	(1,399)		15,793
Income tax (expense) benefit	(4,995)	7	490	(H)	(4,498)
Net income and comprehensive income	$ 8,492	$ 3,712	$ (909)		$ 11,295
Earnings per share:					
Basic	$ 1.25				$ 1.62
Diluted	$ 1.18				$ 1.52
Weighted-average common shares outstanding:					
Basic	6,773,135		200,000	(I)	6,973,135
Diluted	7,215,898		200,000	(I)	7,415,898

See accompanying notes to unaudited condensed combined pro forma financial information.

(1) As reported in NV5's Annual Report on Form 10-K for the year ended December 31, 2015 filed with the Securities and Exchange Commission ("SEC") on March 11, 2016.
(2) Derived from the audited historical financial statements included in Exhibit 99.1 to this Form 8-K/A.

NV5 GLOBAL, INC. AND SUBSIDIARIES
CONDENSED COMBINED PRO FORMA STATEMENT OF INCOME
(UNAUDITED)
FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2016
(in thousands, except share data)

	(1) NV5 Global, Inc.	(2) JBA	Pro forma Adjustments		Pro forma Combined
Gross Revenues	$ 160,888	$ 28,617	$ -		$ 189,505
Direct costs:					
Salaries and wages	53,744	6,498	-		60,242
Sub-consultant services	22,246	2,347	-		24,593
Other direct costs	8,209	1,375	-		9,584
Total direct costs	84,199	10,220	-		94,419
Gross Profit	76,689	18,397	-		95,086
Operating Expenses:					
Salaries and wages, payroll taxes and benefits	40,575	8,987	-		49,562
General and administrative	12,640	3,851	-		16,491
Facilities and facilities related	5,803	1,175	-		6,978
Depreciation and amortization	4,285	546	1,426	(E)	6,257
Total operating expenses	63,303	14,559	1,426		79,288
Income from operations	13,386	3,838	(1,426)		15,798
Other (expense) income:					
Interest expense	(221)	(68)	(90)	(F)	(379)
Other, net	-	109	(109)	(G)	-
Total other (expense) income	(221)	41	(199)		(379)
Income (loss) before income tax expense	13,165	3,879	(1,625)		15,419
Income tax expense	(4,847)	(868)	569	(H)	(5,146)
Net income and comprehensive income	$ 8,318	$ 3,011	$ (1,056)		$ 10,273
Earnings per share:					
Basic	$ 0.94				$ 1.14
Diluted	$ 0.90				$ 1.09
Weighted-average common shares outstanding:					
Basic	8,826,090		200,000	(I)	9,026,090
Diluted	9,215,365		200,000	(I)	9,415,365

See accompanying notes to unaudited condensed combined pro forma financial information.

(1) As reported in NV5's Quarterly Report on Form 10-Q for the period ended September 30, 2016 filed with the Securities and Exchange Commission ("SEC") on November 3, 2016.
(2) Derived from the unaudited historical financial statements for JBA included in Exhibit 99.1 to this Form 8-K/A.

NOTES TO CONDENSED COMBINED PRO FORMA FINANCIAL INFORMATION
(dollars in thousands)
(UNAUDITED)

1. Basis of Pro Forma Presentation

On October 26, 2016, NV5 Global, Inc. ("NV5" or "the Company") acquired all the outstanding shares of capital stock of J.B.A. Consulting Engineers, Inc., a Nevada corporation ("JBA"), a Nevada corporation ("JBA"), a Las Vegas, Nevada-based MEP engineering, acoustics, technology, and fire protection consulting firm (the "Acquisition"). The purchase price was up to $23,000 consisting of $12,000 in cash, $7,000 in promissory notes (bearing interest at a rate of 3.0% per annum) that are payable in five equal payments of $1,400 (plus accrued and unpaid interest) due on the first, second, third, fourth and fifth anniversaries of the closing date of October 26, 2016. The purchase price also included $1,400 in shares of common stock at closing (44,947 shares) and for the payment of $2,600 in shares of the Company's common stock or a combination of cash and shares of the Company's stock, at our discretion, payable in two installments of $1,300, due on the first and second anniversaries of October 26, 2016.

2. Pro Forma Adjustments

The accompanying unaudited pro forma combined statements of income have been prepared as if the Acquisition was completed on January 1, 2015 for statement of income purposes and as of September 30, 2016 for balance sheet purposes and reflects the following pro forma adjustments:

(A) The total purchase price of up to $23,000 for the Acquisition, consisted of the following components (in thousands):

Purchase price:		
Initial cash paid at closing	$	12,000
Promissory note		7,000
Closing shares		1,400
Future payments in common stock		2,600
		23,000
Less: Fair value estimated adjustment		(400)
Fair value of consideration	$	22,600

(B) The Acquisition has been accounted for under the acquisition method of accounting. Under the acquisition method of accounting, the total acquisition consideration price was allocated to the assets acquired and liabilities assumed based on their preliminary estimated fair values. The fair value measurements utilize estimates based on key assumptions of the Acquisition, and historical and current market data. The excess of the purchase price over the total of preliminary estimated fair values assigned to tangible and identifiable intangible assets acquired and liabilities assumed is recognized as goodwill. In order to ultimately determine the fair values of tangible and intangible assets acquired and liabilities assumed for JBA, we engaged a third party independent valuation specialist to assist in the determination of fair values of tangible and intangible assets acquired and liabilities, however as of the date of this report, the valuation was not complete. For purposes of these pro forma financial statements, the Company has estimated the preliminary purchase price allocations based on historical inputs and data as of September 30, 2016. The actual purchase price allocation will be based on data as of October 26, 2016, once the third party independent valuation specialist has completed the final purchase price allocation. The table below shows the preliminary purchase price allocations for goodwill and intangible assets based on the Company's estimates:

Non-compete	$	525
Trade Name		856
Customer Relationships		5,840
Backlog		1,307
Total Intangibles		8,528
Goodwill (including assembled workforce)		8,653
Grand Total	$	17,181

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; (iv) finalization of deferred tax balances and; (v) finalization of the fair value of noncash consideration. 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 the purchase price allocations for the acquisition of JBA to be completed by the end of the second quarter of 2017.

(C) The Acquisition provided for JBA's payoff of all indebtedness and distribution of remaining cash to its shareholders prior to the consummation of the transaction. Therefore, these pro forma adjustments to the Condensed Consolidated Balance Sheets represent the payoff of indebtedness and elimination of JBA's cash and cash equivalents, in accordance with Stock Purchase Agreement. This adjustment also includes recognition of indebtedness related to the Acquisition as discussed in (A) above.

(D) These pro forma adjustment to the Condensed Consolidated Balance Sheets represent the reversal of the Equity of JBA which were not included as part of the Acquisition.

(E) Trade names are amortized on a straight-line basis over their estimated lives of one year. Customer backlog and customer relationships are amortized based on the future expected revenues, with weighted average amortization periods ranging from three to eight years. Non-compete agreements are amortized over their contractual lives of approximately three years.

This pro forma adjustment to the Condensed Combined Pro forma Statement of Income reflects the recording of amortization expense for the intangible assets acquired in the Acquisition, based on the preliminary estimates of the fair values of the intangible assets acquired, and the estimated amortization periods:

NOTES TO CONDENSED COMBINED PRO FORMA FINANCIAL INFORMATION
(dollars in thousands)
(UNAUDITED)

		Year ended December 31, 2015
Non-compete	$	198
Trade Name		680
Customer Relationships		680
Backlog		343
Total		1,901

		Nine months ended September 30, 2016
Non-compete	$	149
Trade Name		510
Customer Relationships		510
Backlog		257
Total		1,426

(F) This pro forma adjustment reflects interest expense on the $7,000 uncollateralized promissory note issued to the former owners of JBA (bearing interest at a rate of 3.0% per annum), payable in five equal payments of $1,400 plus accrued and unpaid interest each and due on the first, second, third, fourth and fifth anniversaries of the closing date of October 26, 2016.

(G) This pro forma adjustment reflects the impact of non-recurring other income/(expense) items as a result of the Acquisition.

(H) This pro forma adjustment reflects the income tax effect of the operations of JBA and of the pro forma adjustments using the statutory income tax rate of NV5 of 35%.

(I) This pro forma adjustment reflects the issuance of common stock for consideration assuming all were issued at the acquisition date using an estimated common stock price of $35 per share.