As Filed with the Securities and Exchange Commission on March 20, 2013

Registration No. 333-186229

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

Amendment No. 2
to
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NV5 Holdings, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware	**8711**	**45-3458017**
(State or Other Jurisdiction of Incorporation or Organization)	(Primary Standard Industrial Classification Code Number)	(I.R.S. Employer Identification Number)

200 South Park Road, Suite 350
Hollywood, Florida 33021
(954) 495-2112
(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

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Approximate date of commencement of proposed sale to the public : As soon as practicable after this registration statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box ☒

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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 the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

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

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act or until the registration statement shall become effective on such date as the Commission, acting pursuant

to said Section 8(a), shall determine.

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SUBJECT TO COMPLETION, DATED MARCH 20, 2013

The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

NV5

1,000,000 Units

This is the initial public offering of securities of NV5 Holdings, Inc. We are offering to sell 1,000,000 units in this offering (the "Units"), each unit consisting of one share of our common stock (each, a "Share") and a warrant to purchase our common stock (each, a "Warrant"). Each Warrant entitles the holder to purchase one Share at an initial exercise price of $. The Warrants may only be exercised for cash. The Warrants will expire on March , 2018 at 5:00 p.m., New York City time.

Prior to this offering, there has been no public market for our securities. The initial public offering price is expected to be between $5.00 and $7.00 per Unit. We have applied to list the Units, Shares and Warrants on the Nasdaq Capital Market under the symbol "NVEE", "NVEE.U" and "NVEE.W", respectively. The Warrants will trade together with the Shares only as Units until September , 2013, and thereafter each of the Shares and Warrants will trade separately.

We are an "emerging growth company" and a "smaller reporting company" under the federal securities laws and will be subject to reduced public company reporting requirements. See "Risk Factors" beginning on page 11 for a discussion of the factors you should consider before you make your decision to invest in our securities.

	Per Unit	Total
Public offering price	$	$
Underwriting discounts and commissions (1)	$	$
Proceeds, before expenses, to us	$	$

(1) See "Underwriting" beginning on page 87 for disclosure regarding compensation payable to the underwriters by us.

We have granted the underwriters a 45-day option to purchase up to a maximum of 150,000 additional Units from us at the public offering price, less the underwriting discounts and commissions, to cover over-allotments, if any.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

Delivery of the Units will be made on or about , 2013.

Sole Book-Running Manager

Roth Capital Partners

The date of this prospectus is , 2013

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ABOUT THIS PROSPECTUS

You should rely only on the information contained in this prospectus. We have not authorized anyone to provide you with information different from that contained in this prospectus. We are offering to sell, and seeking offers to buy, our securities only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our securities. Our business, financial condition, results of operations, and prospects may have changed since that date.

Through and including , 2013 (the 25th day after the date of this prospectus), all dealers effecting transactions in these securities, whether or not participating in this offering, may be required to deliver a prospectus. This is in addition to a dealer's obligation to deliver a prospectus when acting as an underwriter and with respect to an unsold allotment or subscription.

For Investors Outside the U.S.: Neither we nor any of the underwriters have done anything that would permit this offering or possession or distribution of this prospectus in any jurisdiction where action for that purpose is required, other than in the U.S. You are required to inform yourselves about and to observe any restrictions relating to this offering and the distribution of this prospectus.

Our name, our logo, and other trademarks or service marks of ours appearing in this prospectus are the property of NV5 Holdings, Inc. Trade names, trademarks, and service marks of other companies appearing in this prospectus are the property of their respective holders.

INDUSTRY DATA

We use industry and market data throughout this prospectus, which we have obtained from market research, independent industry publications, or other publicly available information. Although we believe that each such source is reliable as of its respective date, the information contained in such sources has not been independently verified. While we are not aware of any misstatements regarding any industry and market data presented herein, such data is subject to change based on various factors, including those discussed under the heading "Risk Factors" in this prospectus. We have not commissioned, nor are we affiliated with, any of the independent industry sources we cite.

PROSPECTUS SUMMARY

This summary highlights information contained elsewhere in this prospectus. This summary sets forth the material terms of the offering, but does not contain all of the information that you should consider before investing in our securities. You should read the entire prospectus carefully before making an investment decision, especially the risks of investing in our securities described under "Risk Factors." Unless otherwise indicated or the context otherwise requires, all references in this prospectus to (i) "NV5 Holdings," "we," "us," and "our" refer to NV5 Holdings, Inc., a Delaware corporation, its consolidated subsidiaries, and the business of Nolte as our historical accounting predecessor, (ii) "NV5" refers to NV5, Inc., a Delaware corporation and a wholly owned subsidiary of ours, and (iii) "Nolte" refers to Nolte Associates, Inc., a California corporation and a wholly owned subsidiary of ours.

Overview

We are an independently-owned provider of professional and technical engineering and consulting solutions to public and private sector clients. We focus on the infrastructure, construction, real estate, and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment, and compliance certification.

As the needs of our clients have evolved, we have grouped our capabilities into five core vertical service offerings:

- infrastructure, engineering, and support services;
- construction quality assurance;
- public and private consulting and outsourcing;
- asset management consulting; and
- occupational, health, safety, and environmental consulting.

Historically, substantially all of our services were concentrated on the first two service sectors. We believe, however, that our three newer service offerings will become increasingly important to our business as we continue to grow through both organic expansion and strategic acquisitions.

We operate our business through a network of over 20 locations in California, Colorado, Utah, Florida, and New Jersey. All of our offices utilize our shared services platform, which consists of human resources, marketing, finance, information technology, legal, and other resources at our corporate headquarters. Our shared services platform is intended to optimize the performance of our business as we increase our scale and scope. By maintaining a centralized, shared services platform, we believe we can better manage our business, apply universal financial and operational controls and procedures, increase efficiencies, and drive lower-cost solutions.

We currently maintain a staff of approximately 439 employees, which includes approximately 168 licensed engineers and other professionals who provide a wide range of professional and technical solutions to our customers. Combined with our support technology and software, our professionals are equipped to quickly and effectively respond to the needs of our clients.

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,

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energy, and utilities fields, including schools, universities, hospitals, health care providers, insurance providers, large utility service providers, and large and small energy producers.

During our 60 years in the engineering and consulting business, we have worked with such clients and on such well-known projects as (in alphabetical order):

- California Department of Transportation, or Caltrans, CA;
- Equatorial Guinea LNG (Liquefied Natural Gas) Facility, Africa;
- Fort Lauderdale Hollywood International Airport, FL;
- Miami International Airport, FL; and
- South Florida Water Management District, FL.

Our current representative clients and project portfolio include (in alphabetical order):

- City of Colorado Springs, CO;
- Florida Power and Light, FL;
- Princeton University, NJ;
- San Diego Gas & Electric, CA; and
- University of Miami, FL.

Industry

We provide services in the areas of engineering and consulting. Engineering and consulting applies scientific knowledge to design structures, products, and industrial processes for both the constructed and natural environment. Engineering and consulting also provides clients with technical studies, planning, engineering, design, and construction management services. Clients vary in size and scope from local public agencies and private companies to national governments and large multinational corporations.

According to IBISWorld, the industry is extremely fragmented and made up of approximately 141,000 firms in the U.S. in 2012. A large number of these firms are small-scale establishments which typically provide services to regional markets or specialized niches. The firms range from large, global, multidisciplinary suppliers of a comprehensive range of planning, design, and project delivery services to small- to medium-sized companies that tend to specialize in selected areas of the project delivery process. Clients come from all sectors and levels of society and include U.S. federal, state, municipal, and local governmental property owners, quasi-public and private clients from the education, healthcare, energy, and utilities fields, and national governments and large multinational corporations.

Competitive Strengths

We believe we have the following competitive strengths:

Organizational structure that enhances client service. We operate our business using a vertical structure grouped by service offerings rather than the geography-based structure utilized by many of our competitors. This structure ensures that clients engaging our services in any given sector, regardless of the location of the project, have access to the services of our most highly qualified professionals. Our most skilled engineers and professionals in each service sector work directly with the clients engaging those services, which facilitates

relationship-based interactions between our key employees and clients and assists in developing long-term client relationships. In addition, this structure encourages an entrepreneurial spirit among our professionals.

Expertise in local markets. To complement our vertical service model, we maintain a network of over 20 locations on both the west and east coasts of the U.S. Each of our offices is staffed with quality professionals who understand the local and regional markets in which they serve. Our local professionals are allowed to concentrate entirely on their local market client engagements while being supported by our shared services platform, under which we perform various back office functions on a centralized basis.

Strong, long-term client relationships. Our combination of local market experience and professionals with expertise in multiple vertical service sectors has enabled us to develop strong relationships with our core clients. Some of our professionals have worked with our key clients for decades. For example, we have worked with San Diego Gas & Electric for over 30 years and are recognized as a preferred source of expertise by Princeton University and Caltrans. By serving as a long-term partner with our clients, we are able to gain a deep understanding of their overall business needs as well as the unique technical requirements of their projects. This increased understanding gives us the opportunity to provide superior value to our clients by allowing us to more fully assess and better manage the risks inherent in their projects.

Experienced, talented, and motivated employees. We employ seasoned professionals with a broad array of specialties and a strong customer service orientation. Our executive officers have an average of more than 20 years of operating and management experience in or supporting the engineering and consulting industry and in analyzing potential acquisition transactions. Our corporate culture places a high priority on investing in our people, and our compensation system emphasizes the use of performance-based incentives, including opportunities for stock ownership, which we believe helps to attract, motivate, and retain top professionals.

Industry-recognized quality of service. We believe that we have developed a strong reputation for quality service based upon our industry-recognized depth of experience, ability to attract and retain quality professionals, and expertise across multiple service sectors. During the past several years, we received many industry certificates, awards, and national rankings, including:

- 2011 Engineering News-Record Top 500 Design Firms (ranked by design-specific revenue);
- 2011 Engineering News-Record Top 100 Construction Management-for-Fee Firms (ranked by construction-specific revenue);
- 2011 Sacramento Regional Transit District: Transit Oriented Design of the Year;
- 2010 Engineering News-Record: Best of the Best Government Building Award;
- 2009 Caltrans: Excellence in Transportation Design Award; and
- 2009 Construction Management Association of America, Northern California: Infrastructure Project of the Year.

Growth Strategies

We intend to pursue the following growth strategies as we seek to expand our market share and position ourselves as a preferred, single-source provider of professional and technical consulting and certification services to our clients:

Seek strategic acquisitions to enhance or expand our services offerings . We seek acquisitions that allow us to expand or enhance our capabilities in our existing service offerings. In analyzing new acquisitions, we pursue opportunities that provide either the critical mass to function as a profitable, stand-alone operation or are

geographically situated to be complementary to our existing operations. We believe that expanding our business through strategic acquisitions will enable us to exploit economies of scale in the areas of finance, human resources, marketing, administration, information technology, and legal, while also providing cross-selling opportunities among our vertical service offerings.

Continue to focus on public sector clients while building private sector client capabilities. We have historically derived the majority of our revenue from public and quasi-public sector clients. For the nine months ended September 30, 2012 and the years ended December 31, 2011 and 2010, approximately 62%, 65% and 58%, respectively, of our revenues were attributable to public and quasi-public sector clients. Even during unsteady economic periods, we have capitalized on public sector business opportunities resulting from outsourcing initiatives, continued efforts to address the challenges presented by the nation's aging infrastructure system, and the need to provide solutions for transportation, energy, water, and waste water requirements. However, we also seek to obtain additional clients in the private sector, which typically sees greater growth during times of economic expansion, by networking, participating in certain organizations, and monitoring private project databases. We will continue to pursue private sector clients when such opportunities present themselves. We believe our ability to service the needs of both public and private sector clients gives us the flexibility to seek and obtain engagements regardless of the current economic conditions.

Strengthen and support our human capital. Our experienced employees and management team are our most valuable resources. Attracting, training, and retaining key personnel has 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. We will also continue to provide our personnel with training, personal and professional growth opportunities, performance-based incentives, including opportunities for stock ownership, and other competitive benefits.

Risk Factors

An investment in our securities involves risks. Please see the section of this prospectus entitled "Risk Factors" for a discussion of the factors you should consider before deciding to invest in our securities. These risks include, among other things:

- 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 market for our services;
- the government's funding and budgetary approval process;
- our dependence on a limited number of clients;
- our ability to successfully execute our mergers and acquisitions strategy, including the integration of new companies into our business;
- competitive pressures and trends in our industry and our ability to successfully compete with our competitors;
- the enactment of legislation that could limit the ability of local, state and federal agencies to contract for our privatized services; and
- other factors identified throughout this prospectus, including those discussed under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Business."

Our History

We conduct our operations through two primary operating subsidiaries: (i) Nolte, which began operations in 1949 and was incorporated as a California corporation in 1957, and (ii) NV5, which was incorporated as a Delaware corporation in 2009. In March 2010, NV5 acquired the construction quality assurance operations of Bureau Veritas North America, Inc. In August 2010, NV5 acquired a majority of the outstanding shares of Nolte and succeeded to substantially all of Nolte's business. Because NV5's business prior to the Nolte acquisition was insignificant, Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes. In October 2011, NV5 and Nolte completed a reorganization transaction in which NV5 Holdings was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 and Nolte, and, as a result, became the holding company under which NV5 and Nolte conduct operations.

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaderabek Company ("Kaco"), a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America during the last twenty five years. The purchase price was of $3.5 million, consisting of $1.0 million in cash, a note in principal amount of $2.0 million payable over three years, and 69,330 shares of common stock with an agreed value of $7.21 per share.

Recent Developments

Set forth below are certain preliminary estimates of our results of operations that we expect to report for our fiscal year ended December 31, 2012.

- Our total contract revenue is expected to be approximately $60.6 million, or $2.8 million less than $63.4 million in 2011;
- Our gross profit is expected to be approximately $31.7 million, or $0.7 million less than $32.4 million in 2011; and
- Our net income is expected to be approximately $1.3 million, or $0.1 million less than $1.4 million in 2011.

We have provided estimates for our preliminary results described above because our financial closing procedures for our fiscal quarter and our fiscal year ended December 31, 2012 are not yet complete. We currently expect that our final results will be approximately as described above. However, the estimates described above are preliminary and represent the most current information available to management. Therefore, it is possible that our actual results may differ materially from these estimates due to the completion of our financial closing procedure, final adjustments and other developments that may arise between now and the time our financial results for our fiscal year 2012 are finalized. Accordingly, you should not place undue reliance on these estimates. The preliminary financial data for our fiscal year 2012 included in this prospectus has been prepared by, and is the responsibility of, our management and has not been reviewed or audited or subject to any other procedures by our independent registered public accounting firm. Accordingly, our independent registered public accounting firm does not express an opinion or any other form of assurance with respect to this preliminary financial data.

Corporate Information

Our principal executive offices are located at 200 South Park Road, Suite 350, Hollywood, Florida 33021 and our telephone number is (954) 495-2112. Our website address is www.nv5.com. The information on, or accessible through, our website does not constitute a part of, and is not incorporated into, this prospectus.

As a company with less than $1.0 billion in revenue during our last fiscal year, we qualify as an "emerging growth company" as defined in the Jumpstart Our Business Startups Act of 2012 (the "JOBS Act"). An emerging growth company may take advantage of specified reduced reporting and other burdens that are otherwise applicable generally to public companies. These provisions include:

- exemption from the auditor attestation requirement on the effectiveness of our internal controls over financial reporting;
- reduced disclosure about our executive compensation arrangements; and
- no non-binding advisory votes on executive compensation or golden parachute arrangements.

We may take advantage of these provisions for up to five years or until such earlier time that we are no longer an emerging growth company. We would cease to be an emerging growth company if we have more than $1.0 billion in annual revenue, have more than $700 million in market value of our capital stock held by non-affiliates, or issue more than $1.0 billion of non-convertible debt over a three-year period. We may choose to take advantage of some but not all of these reduced reporting burdens. We have taken advantage of these reduced reporting burdens in this prospectus and, accordingly, the information that we provide stockholders may be different than you may receive from other public companies in which you hold equity interests. Under Section 107(b) of the JOBS Act, "emerging growth companies" can 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 as required when they are required to be adopted by an issuer. This decision to opt out of the extended transition period under the JOBS Act is irrevocable. In addition, as a smaller reporting company, we have taken advantage of certain reduced reporting obligations available to smaller reporting companies.

OFFERING SUMMARY

Securities offered by us	1,000,000 Units (or 1,150,000 Units if the underwriters exercise their over-allotment option in full).
Over-allotment option	We have granted the underwriters a 45-day option to purchase up to a maximum of 150,000 additional Units from us at the public offering price, less the underwriting discounts and commissions, to cover over-allotments, if any.
Common stock outstanding after this offering	3,600,000 shares, including 1,000,000 Shares included as part of the Units offered hereby (or 3,750,000 and 1,150,000 shares, respectively, if the underwriters exercise their over-allotment option in full).
Warrants to be outstanding after this offering	1,000,000 Warrants included as part of the Units offered hereby. See “Description of Capital Stock” on page 80 for more information.
Terms of Warrants issued as a part of a Unit offered in the offering	Exercise price – $, which is equal to 130% of the offering price of a Unit in this offering. The Warrants do not have any price protection features or cashless exercise provisions. Exercisability – each Warrant is exercisable for one Share, subject to adjustment as described herein. Exercise period – each Warrant will be immediately exercisable beginning on September , 2013 (the “Separation Date”) and will expire on March , 2018 or earlier upon redemption.
Redemption of Warrants issued as a part of a Unit in the offering	We may call the Warrants for redemption as follows: (i) at a price of $0.01 for each Warrant at any time while the Warrants are exercisable, so long as a registration statement relating to the common stock issuable upon exercise of the Warrants is effective and current: (ii) upon not less than 30 days prior written notice of redemption to each Warrant holder; and (iii) if, and only if, the reported last sale price of the common stock equals or exceeds $ per share (200% of the offering price of a Unit in this offering) for the 20-trading-day period ending on the third business day prior to the notice of redemption to Warrant holders. If the foregoing conditions are satisfied and we call the Warrants for redemption, each Warrant holder will then be entitled to exercise his or her Warrant prior to the date scheduled for redemption. However, there can be no assurance that the price of the common stock will exceed the call price or the Warrant exercise price after the redemption call is made.

Separation Date	The Warrants will trade together with the Shares only as Units until the Separation Date. Upon their separation from the Shares, the Shares and the Warrants will each be eligible for trading on the Nasdaq Capital Market.
Use of proceeds	We estimate that the net proceeds to us from this offering will be approximately $4.6 million, or approximately $5.4 million if the underwriters exercise their over-allotment option in full, based on the midpoint of the price range set forth on the cover page of this prospectus. We intend to use the net proceeds to pay the expenses of this offering and for working capital and general corporate purposes, including funding future acquisitions.
Dividend policy	We do not anticipate declaring or paying any cash dividends on our common stock following our initial public offering.
Risk factors	You should carefully read and consider the information set forth under the heading "Risk Factors" and all other information set forth in this prospectus before deciding to invest in the Units.
Proposed Nasdaq Capital Market symbol	NVEE.U (Units) NVEE (Shares) NVEE.W (Warrants)

The number of shares of common stock to be outstanding following this offering is based on 2,600,000 shares outstanding as of February 28, 2013, and excludes 554,658 shares reserved for future issuance under our equity incentive plan.

Unless otherwise indicated, this prospectus reflects and assumes the following:

- the rounding of all fractional share amounts to the nearest whole number;
- the effectiveness of a 1.3866-for-1 forward split of our stock to be effected immediately prior to the consummation of this offering;
- no exercise by the underwriters of their over-allotment option to purchase up to 150,000 additional Units from us;
- no exercise by purchasers of Units in this offering of the Warrants included therein; and
- no exercise by Roth of the Underwriter Warrants or any Warrants included therein.

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SUMMARY FINANCIAL AND OTHER DATA

The following table sets forth the summary financial and operating data as of the dates and for the periods indicated. The consolidated statements of operations data for the years ended December 31, 2011 and 2010, and the consolidated balance sheet data as of December 31, 2011 and 2010, have been derived from the audited financial statements of NV5 Holdings, which are included elsewhere in this prospectus. The unaudited pro forma statement of operations data for the year ended December 31, 2010 combines the historical NV5 consolidated statement of operations data for such period with the historical Nolte statement of operations data for such period, which are included elsewhere in this prospectus, giving effect to the 2010 acquisition of control of Nolte as if it had occurred on January 1, 2010. The unaudited consolidated statements of operations data for the nine-month periods ended September 30, 2012 and 2011, and the unaudited consolidated balance sheet data as of September 30, 2012, are derived from our unaudited consolidated financial statements included elsewhere in this prospectus. We have prepared the unaudited financial information on a basis consistent with our audited consolidated financial statements and have included, in our opinion, all adjustments, consisting only of normal recurring adjustments, that we consider necessary for a fair presentation of the financial information set forth in those statements. Our historical results are not necessarily indicative of the results that may be expected in any future period, and our interim results are not necessarily indicative of the results to be expected for the full fiscal year. The consolidated statements of operations data for the nine months ended September 30, 2012 and 2011, and the consolidated balance sheet data as of September 30, 2012 have been derived from our unaudited consolidated financial statements, included elsewhere in this prospectus.

You should read the following financial and other data in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and related notes included elsewhere in this prospectus.

Consolidated Statements of Operations Data (dollars in thousands, except per Share data) [(1)]**:**

	Period October 2, 2009 to August 3, 2010	Year Ended December 31,		Nine-Months Ended September 30,	
		2010 (Pro Forma) [(2)]	2011	2011	2012
Gross contract revenues	$ 43,450	$ 64,660	$63,366	$48,516	$45,486
Gross profit	$ 22,796	$ 32,673	$ 32,418	$25,217	$ 23,814
Income (loss) from continuing operations	$ 201	$ 134	$ 1,916	$ 1,754	$ 781
Discontinued operations, net	$ (162)	$ (264)	$ 33	$ 33	$ —
Non-controlling interest	$ —	$ (80)	$ (530)	$ (530)	$ —
Net income (loss)	$ 39	$ (210)	$ 1,419	$ 1,257	$ 781
Earnings (loss) per Share:					
Basic	$ 0.12	$ (0.11)	$ 0.73	$ 0.68	$ 0.34
Diluted	$ 0.12	$ (0.11)	$ 0.66	$ 0.62	$ 0.31
Unaudited pro forma earnings per Share [(3)]:					
Basic	$ —	$ —	$ 0.84	$ 0.77	$ —
Diluted	$ —	$ —	$ 0.77	$ 0.71	$ —

(1) Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes, as NV5's business prior to the Nolte acquisition was insignificant and NV5 succeeded to substantially all of the business of Nolte as part of the Nolte acquisition. Nolte previously reported its financial results for the 52/53 week period ending on the Thursday closest to September 30. References to the period from October 2, 2009 to August 3, 2010 refer to the results of operations and cash flows of Nolte for the period

that began on October 2, 2009, the first day of Nolte's fiscal year, and ended August 3, 2010, the date of acquisition. The successor consolidated financial statements for the year ended December 31, 2010 include the results of Nolte for the period from the acquisition date to December 31, 2010.

(2) Represents pro forma results of operations assuming that the Nolte acquisition occurred on January 1, 2010.

(3) Represents pro forma data assuming NV5 acquired the remaining 37% of Nolte as of January 1, 2011 and the elimination of $0.5 million of earnings allocated to the non-controlling interest.

Balance Sheet Data (dollars in thousands):

	As of December 31,	As of September 30, 2012	
	2011	Actual	As Adjusted [1]
Cash and cash equivalents	$ 2,762	$ 1,568	$ 6,168
Accounts receivable	$ 15,457	$17,756	$ 17,756
Total assets	$ 28,000	$ 32,104	$ 36,704
Long-term debt and obligations	$ 5,344	$ 7,879	$ 7,789
Total liabilities	$ 17,478	$ 21,763	$ 21,763
Total stockholders' equity	$ 10,522	$ 10,341	$ 14,941

(1) As adjusted figures reflect our sale of Units in this offering at an assumed price equal to the midpoint of the price range set forth on the cover page of this prospectus and the application of the net proceeds as described under "Use of Proceeds."

RISK FACTORS

Investing in our securities involves a high degree of risk. Before making an investment in our securities, you should carefully consider the following risks and the other information contained in this prospectus, including our consolidated financial statements and related notes and "Management's Discussion and Analysis of Financial Condition and Results of Operations." The risks described below are those that we believe are the material risks we face. Any of the risks described below, and others that we did not anticipate, could significantly and adversely affect our business, prospects, financial condition, results of operations, and liquidity. As a result, the trading price of our securities could decline and you may lose all or part of your investment.

Risks Related to Our Business and Industry

The loss of key personnel or our inability to attract and retain qualified personnel could significantly disrupt our business.

As a professional and technical engineering and consulting solutions provider, our business is labor intensive and, therefore, our ability to attract, retain, and expand our senior management, sales personnel, and professional and technical staff is an important factor in determining our future success. The market for qualified scientists, engineers, and sales personnel is competitive and we may not be able to attract and retain such professionals. It may also be difficult to attract and retain qualified individuals in the timeframe demanded by our clients. Furthermore, some of our government contracts may require us to employ only individuals who have particular government security clearance levels. Our failure to attract and retain key individuals could impair our ability to provide services to our clients and conduct our business effectively. In addition, with the exception of certain of our executive officers, we do not have employment agreements with any of our employees. The loss of the services of any key personnel could adversely affect our business. We do not maintain key-man life insurance policies on any of our executive officers.

We depend on the continued services of Mr. Dickerson Wright, our Chairman, Chief Executive Officer, and President. We cannot assure you that we will be able to retain the services Mr. Wright.

We are dependent upon the efforts and services of Mr. Dickerson Wright, our Chairman, Chief Executive Officer, and President, because of his knowledge, experience, skills, and relationships with major clients and other members of our management team. The loss of the services of Mr. Wright for any reason could have an adverse effect on our operations.

Demand from our state and local government and private clients is cyclical and vulnerable to economic downturns. If the economy remains weak or client spending declines further, then our revenue, profits, and financial condition may deteriorate.

Demand for services from our state and local government and private clients is cyclical and vulnerable to economic downturns, which may result in clients delaying, curtailing, or canceling proposed and existing projects. Our business traditionally lags the overall recovery in the economy. Therefore, our business may not recover immediately when the economy improves. If the economy remains weak or client spending declines further, then our revenue, profits, and overall financial condition may deteriorate. Our state and local government clients may face budget deficits that prohibit them from funding new or existing projects. In addition, our existing and potential clients may either postpone entering into new contracts or request price concessions. Difficult financing and economic conditions may cause some of our clients to demand better pricing terms or delay payments for services we perform, thereby increasing the average number of days our receivables are outstanding and the potential of increased credit losses on uncollectible invoices. Further, these conditions may result in the inability of some of our clients to pay us for services that we have already performed. If we are not able to reduce our costs quickly enough to respond to the revenue decline from these clients, our operating results

may be adversely affected. Accordingly, these factors affect our ability to forecast our future revenue and earnings from business areas that may be adversely impacted by market conditions.

Our operating results may be adversely impacted by worldwide economic uncertainties and specific conditions in the markets we address.

Over the past several years, the general worldwide economy has experienced a downturn due, at various times, to the lack of available credit, slower economic activity, concerns about inflation and deflation, increased energy costs, decreased consumer confidence, reduced corporate profits and capital spending, and adverse business conditions. These conditions make it extremely difficult for our clients and vendors to accurately forecast future business activities, which could cause businesses to slow spending on services. Such conditions have also made it very difficult for us to predict the short-term and long-term impacts on our business. We cannot predict the timing, strength or duration of any economic slowdown or subsequent economic recovery worldwide or in our industry, and any such economic slowdown could have any adverse effect on our results of operations.

Our revenue, expenses, and operating results may fluctuate significantly.

Our revenue, expenses, and operating results may fluctuate significantly because of numerous factors, some of which may contribute to more pronounced fluctuations in an uncertain global economic environment. In addition to the other risks described in this "Risk Factors" section, the following factors could cause our operating results to fluctuate:

- delays, increased costs, or other unanticipated changes in contract performance that may affect profitability, particularly with contracts that are fixed-price or have funding limits;
- seasonality of the spending cycle of our public sector clients, notably the U.S. federal government, the spending patterns of our private sector clients, and weather conditions;
- budget constraints experienced by our federal, state, and local government clients;
- our ability to integrate any companies that we acquire;
- the number and significance of client contracts commenced and completed during a quarter;
- the continuing creditworthiness and solvency of clients;
- reductions in the prices of services offered by our competitors; and
- legislative and regulatory enforcement policy changes that may affect demand for our services.

As a consequence, operating results for a particular future period are difficult to predict and, therefore, prior results are not necessarily indicative of results to be expected in future periods. Any of the foregoing factors, or any other factors discussed elsewhere herein, could have a material adverse effect on our business, results of operations and financial condition that could adversely affect our stock price.

We derive a majority of our revenue from government agencies, and any disruption in government funding or in our relationship with those agencies could adversely affect our business.

For the nine months ended September 30, 2012 and for the year ended December 31, 2011, approximately 62% and 65%, respectively, of our revenues were attributable to public and quasi-public sector clients, of which 83% and 84% for the nine months ended September 30, 2012 and for the year ended December 31, 2011, respectively, were attributable to public and quasi-public sector clients in California. A significant amount of our revenues are derived under multi-year contracts, many of which are appropriated on an annual basis. As a result, at the beginning of a project, the related contract may be only partially funded, and additional funding is normally committed only as appropriations are made in each subsequent year. These appropriations, and the

timing of payment of appropriated amounts, may be influenced by numerous factors as noted below. Our backlog includes only the projects that have had funding appropriated.

The demand for our government-related services is generally driven by the level of government program funding. Accordingly, the success and further development of our business depends, in large part, upon the continued funding of these government programs, and upon our ability to obtain contracts and perform well under these programs. There are several factors that could materially affect our government contracting business, including the following:

- uncertainty surrounding how any remaining funds are being distributed under the American Recovery and Reinvestment Act of 2009 (“ARRA”) and into what governmental areas such funds are being used, and how much funding may remain available;
- changes in and delays or cancellations of government programs, requirements, or appropriations;
- budget constraints or policy changes resulting in delay or curtailment of expenditures related to the services we provide;
- re-competes of government contracts;
- the timing and amount of tax revenue received by federal, state, and local governments, and the overall level of government expenditures;
- curtailment in the use of government contracting firms;
- delays associated with insufficient numbers of government staff to oversee contracts;
- the increasing preference by government agencies for contracting with small and disadvantaged businesses, including the imposition of set percentages of prime and subcontracts to be awarded to such businesses for which we would not qualify;
- competing political priorities and changes in the political climate with regard to the funding or operation of the services we provide;
- the adoption of new laws or regulations affecting our contracting relationships with the federal, state, or local governments;
- a dispute with, or improper activity by, any of our subcontractors; and
- general economic or political conditions.

These and other factors could cause government agencies to delay or cancel programs, to reduce their orders under existing contracts, to exercise their rights to terminate contracts, or not to exercise contract options for renewals or extensions. Any of these actions could have a material adverse effect on our revenue or timing of contract payments from these agencies.

Each year, client funding for some of our government contracts may rely on government appropriations or public-supported financing. If adequate public funding is delayed or is not available, then our profits and revenue could decline.

Each year, client funding for some of our government contracts may directly or indirectly rely on government appropriations or public-supported financing such as the ARRA. It is possible that such appropriated funding will never be allocated to projects that represent opportunities for us to the extent that we anticipate, if at all. Legislatures may appropriate funds for a given project on a year-by-year basis, even though the project may take more than one year to perform. In addition, public-supported financing such as state and local municipal bonds may be only partially raised to support existing projects. Public funds and the timing of payment of these funds may be influenced by, among other things, the state of the economy, competing political priorities, curtailments in the use of government contracting firms, increases in raw material costs, delays associated with

insufficient numbers of government staff to oversee contracts, budget constraints, the timing and amount of tax receipts, and the overall level of government expenditures. If adequate public funding is not available or is delayed, then our profits and revenue could decline.

A delay in the completion of the budget process of the U.S. government could delay procurement of our services and have an adverse effect on our future revenue.

When the U.S. government does not complete its budget process before its fiscal year-end on September 30 in any year, government operations are typically funded by means of a continuing resolution. Under a continuing resolution, the government essentially authorizes agencies of the U.S. government to continue to operate and fund programs at the prior year end but does not authorize new spending initiatives. When the U.S. government operates under a continuing resolution, government agencies may delay the procurement of services, which could reduce our future revenue.

California state budgetary constraints may have a material adverse impact on us.

The state of California has experienced, and is continuing to experience, a significant budget shortfall and other related budgetary issues and constraints. The state of California has historically been and is considered to be a key geographic region for our business, as approximately 75% and 70% of our revenue in for the nine months ended September 30, 2012 and for fiscal year 2011, respectively, came from California-based projects. Ongoing uncertainty as to the timing and accessibility of budgetary funding, changes in state funding allocations to local agencies and municipalities, or other delays in purchasing for, or commencement of, projects have had and may continue to have a negative impact on our net sales and contract revenues and our income.

Governmental agencies may modify, curtail, or terminate our contracts at any time prior to their completion and, if we do not replace them, we may suffer a decline in revenue.

Most government contracts may be modified, curtailed, or terminated by the government either at its discretion or upon the default of the contractor. If the government terminates a contract at its discretion, then we typically are able to recover only costs incurred or committed, settlement expenses, and profit on work completed prior to termination, which could prevent us from recognizing all of our potential revenue and profits from that contract. In addition, the U.S. government has announced its intention to scale back outsourcing of services in favor of "insourcing" jobs to its employees, which could reduce the number of contracts awarded to us. The adoption of similar practices by other government entities could also adversely affect our revenues. If a government terminates a contract due to our default, we could be liable for excess costs incurred by the government in obtaining services from another source.

Our failure to win new contracts and renew existing contracts with private and public sector clients could adversely affect our profitability.

Our business depends on our ability to win new contracts and renew existing contracts with private and public sector clients. Contract proposals and negotiations are complex and frequently involve a lengthy bidding and selection process, which is affected by a number of factors. These factors include market conditions, financing arrangements, and required governmental approvals. For example, a client may require us to provide a bond or letter of credit to protect the client should we fail to perform under the terms of the contract. If negative market conditions arise, or if we fail to secure adequate financial arrangements or the required government approval, we may not be able to pursue particular projects, which could adversely affect our profitability.

Our inability to win or renew government contracts during regulated procurement processes or preferences granted to certain bidders for which we would not qualify could harm our operations and significantly reduce or eliminate our profits.

Government contracts are awarded through a regulated procurement process. The U.S. federal government has increasingly relied upon multi-year contracts with pre-established terms and conditions, such as indefinite

delivery/indefinite quantity ("IDIQ") contracts, which generally require those contractors who have previously been awarded the IDIQ to engage in an additional competitive bidding process before a task order is issued. The increased competition, in turn, may require us to make sustained efforts to reduce costs in order to realize revenue and profits under government contracts. If we are not successful in reducing the amount of costs we incur, our profitability on government contracts will be negatively impacted. The U.S. federal government has also increased its use of IDIQs in which the client qualifies multiple contractors for a specific program and then awards specific task orders or projects among the qualified contractors. As a result, new work awards tend to be smaller and of shorter duration, since the orders represent individual tasks rather than large, programmatic assignments. In addition, the U.S. government has announced its intention to scale back outsourcing of services in favor of "insourcing" jobs to its employees, which could reduce our revenue. Moreover, even if we are qualified to work on a government contract, we may not be awarded the contract because of existing government policies designed to protect small businesses and underrepresented minority contractors, which would not apply to us. The federal government has announced specific statutory goals regarding awarding prime and subcontracts to small businesses, women-owned small businesses, and small disadvantaged businesses, with the result that we may be obligated to involve such businesses as subcontractors with respect to these contracts at lower margins than when we use our own professionals. While we are unaware of any reason why our status as a public company would negatively impact our ability to compete for and be awarded government contracts, our inability to win or renew government contracts during regulated procurement processes or as a result of the policies pursuant to which these processes are implemented could harm our operations and significantly reduce or eliminate our profits.

If we fail to complete a project in a timely manner, miss a required performance standard, or otherwise fail to adequately perform on a project, then we may incur a loss on that project, which may reduce or eliminate our overall profitability.

Our engagements often involve large-scale, complex projects. The quality of our performance on such projects depends in large part upon our ability to manage the relationship with our clients and our ability to effectively manage the project and deploy appropriate resources, including third-party contractors and our own personnel, in a timely manner. We may commit to a client that we will complete a project by a scheduled date. We may also commit that a project, when completed, will achieve specified performance standards. If the project is not completed by the scheduled date or fails to meet required performance standards, we may either incur significant additional costs or be held responsible for the costs incurred by the client to rectify damages due to late completion or failure to achieve the required performance standards. The uncertainty of the timing of a project can present difficulties in planning the amount of personnel needed for the project. If the project is delayed or canceled, we may bear the cost of an underutilized workforce that was dedicated to fulfilling the project. In addition, performance of projects can be affected by a number of factors beyond our control, including unavoidable delays from government inaction, public opposition, inability to obtain financing, weather conditions, unavailability of vendor materials, changes in the project scope of services requested by our clients, industrial accidents, environmental hazards, labor disruptions, and other factors. To the extent these events occur, the total costs of the project could exceed our estimates and we could experience reduced profits or, in some cases, incur a loss on a project, which may reduce or eliminate our overall profitability. Further, any defects or errors, or failures to meet our clients' expectations, could result in claims for damages against us. Our contracts generally limit our liability for damages that arise from negligent acts, errors, mistakes, or omissions in rendering services to our clients. However, we cannot be sure that these contractual provisions will protect us from liability for damages in the event we are sued.

We depend on a limited number of clients for a significant portion of our business.

Our ten largest clients accounted for approximately 50% and 43% of our consolidated contract revenue in for the nine months ended September 30, 2012 and fiscal year 2011, respectively, with our largest client, San Diego Gas & Electric, accounting for approximately 20% and 14% of our contract revenue for the nine months

ended September 30, 2012 and in fiscal year 2011, respectively. The loss of, or reduction in orders from, these clients could have a material adverse effect on our business, financial condition, and results of operations.

We have made and expect to continue to make acquisitions that could disrupt our operations and adversely impact our business and operating results. Our ability to successfully integrate acquisitions could impede us from realizing all of the benefits of the acquisitions, which could weaken our results of operations.

A key part of our growth strategy is to acquire other companies that complement our service offerings or broaden our technical capabilities and geographic presence. Acquisitions involve certain known and unknown risks that could cause our actual growth or operating results to differ from our expectations or the expectations of securities analysts. For example:

- we may not be able to identify suitable acquisition candidates or acquire additional companies on acceptable terms;
- we may pursue international acquisitions, which inherently pose more risk than domestic acquisitions;
- we compete with others to acquire companies, which may result in decreased availability of, or increased price for, suitable acquisition candidates;
- we may not be able to obtain the necessary financing on favorable terms, or at all, to finance any of our potential acquisitions;
- we may ultimately fail to consummate an acquisition even if we announce that we plan to acquire a company; and
- acquired companies may not perform as we expect, and we may fail to realize anticipated revenue and profits.

In addition, our acquisition strategy may divert management’s attention away from our existing businesses, resulting in the loss of key clients or key employees, and expose us to unanticipated problems or legal liabilities, including responsibility as a successor-in-interest for undisclosed or contingent liabilities of acquired businesses or assets.

If we are not able to integrate acquired businesses successfully, our business could be harmed.

Our inability to successfully integrate future acquisitions could impede us from realizing all of the benefits of those acquisitions and could severely weaken our business operations. The integration process may disrupt our business and, if implemented ineffectively, may preclude realization of the full benefits expected by us and could harm our results of operations. In addition, the overall integration of the combining companies may result in unanticipated problems, expenses, liabilities, and competitive responses, and may cause our stock price to decline.

The difficulties of integrating an acquisition include, among others:

- unanticipated issues in integration of information, communications, and other systems;
- unanticipated incompatibility of logistics, marketing, and administration methods;
- maintaining employee morale and retaining key employees;
- integrating the business cultures of both companies;
- preserving important strategic client relationships;
- consolidating corporate and administrative infrastructures and eliminating duplicative operations; and
- coordinating geographically separate organizations.

In addition, even if the operations of an acquisition are integrated successfully, we may not realize the full benefits of the acquisition, including the synergies, cost savings, or growth opportunities that we expect. These benefits may not be achieved within the anticipated time frame, or at all.

Further, acquisitions may also cause us to:

- issue securities that would dilute our current stockholders' ownership percentage;
- use a substantial portion of our cash resources;
- increase our interest expense, leverage, and debt service requirements if we incur additional debt to pay for an acquisition;
- assume liabilities, including environmental liabilities, for which we do not have indemnification from the former owners, as was the case in our acquisition of Nolte, or have indemnification that may be subject to dispute or concerns regarding the creditworthiness of the former owners;
- record goodwill and non-amortizable intangible assets that are subject to impairment testing on a regular basis and potential impairment charges;
- experience volatility in earnings due to changes in contingent consideration related to acquisition liability estimates;
- incur amortization expenses related to certain intangible assets;
- lose existing or potential contracts as a result of conflict of interest issues;
- incur large and immediate write-offs; or
- become subject to litigation.

Finally, acquired companies that derive a significant portion of their revenue from the U.S. federal government and that do not follow the same cost accounting policies and billing practices that we follow may be subject to larger cost disallowances for greater periods than we typically encounter. If we fail to determine the existence of unallowable costs and do not establish appropriate reserves in advance of an acquisition, we may be exposed to material unanticipated liabilities, which could have a material adverse effect on our business.

If we are not able to successfully manage our growth strategy, our business and results of operations may be adversely affected.

Our expected future growth presents numerous managerial, administrative, operational, and other challenges. Our ability to manage the growth of our operations will require us to continue to improve our management information systems and our other internal systems and controls. In addition, our growth will increase our need to attract, develop, motivate, and retain both our management and professional employees. The inability of our management to effectively manage our growth or the inability of our employees to achieve anticipated performance could have a material adverse effect on our business.

Our ability to raise capital in the future may be limited, and our failure to raise capital when needed could prevent us from achieving our growth objectives.

We may in the future be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and our failure to raise capital when needed could harm our business. Additional equity financing may dilute the interests of our stockholders, and debt financing, if available, may involve restrictive covenants and could reduce our profitability. If we cannot raise funds on acceptable terms, we may not be able to grow our business or respond to competitive pressures.

Our industry is highly competitive, and we may not be able to compete effectively with competitors.

Our industry is highly fragmented and intensely competitive. Our competitors are numerous, ranging from small private firms to multi-billion dollar public companies. Contract awards are based primarily on quality of service, relevant experience, staffing capabilities, reputation, geographic presence, stability, and price. In addition, the technical and professional aspects of our services generally do not require large upfront capital expenditures and provide limited barriers against new competitors. Many of our competitors have achieved greater market penetration in some of the markets in which we compete and have more personnel, technical, marketing, and financial resources or financial flexibility than we do. As a result of the number of competitors in the industry, our clients may select one of our competitors on a project due to competitive pricing or a specific skill set. These competitive forces could force us to make price concessions or otherwise reduce prices for our services. If we are unable to maintain our competitiveness, our market share, revenue, and profits could decline.

Our business and operating results could be adversely affected by losses under fixed-price contracts.

Fixed-price contracts require us to either perform all work under the contract for a specified lump sum or to perform an estimated number of units of work at an agreed price per unit, with the total payment determined by the actual number of units performed. For the nine months ended September 30, 2012 and for the year ended December 31, 2011, approximately 7% and 11%, respectively, of our revenue was recognized under fixed-price contracts. Fixed-price contracts expose us to a number of risks not inherent in cost-plus and time and material contracts, including underestimation of costs, ambiguities in specifications, unforeseen costs or difficulties, problems with new technologies, delays beyond our control, failures of subcontractors to perform, and economic or other changes that may occur during the contract period. Losses under fixed-price contracts could be substantial and adversely impact our results of operations.

If our clients delay in paying or fail to pay amounts owed to us, it could have a material adverse effect on our liquidity, results of operations, and financial condition.

Accounts receivable represent the largest asset on our balance sheet. While we take steps to evaluate and manage the credit risks relating to our clients, economic downturns or other events can adversely affect the markets we serve and our clients ability to pay, which could reduce our ability to collect all amounts due from clients. If our clients delay in paying or fail to pay us a significant amount of our outstanding receivables, it could have a material adverse effect on our liquidity, results of operations, and financial condition.

If we extend a significant portion of our credit to clients in a specific geographic area or industry, we may experience disproportionately high levels of collection risk and nonpayment if those clients are adversely affected by factors particular to their geographic area or industry.

Our clients include public and private entities that have been, and may continue to be, negatively impacted by the changing landscape in the global economy. We face collection risk as a normal part of our business where we perform services and subsequently bill our clients for such services. For the nine months ended September 30, 2012 and the year ended December 31, 2011, our largest client, San Diego Gas & Electric, accounted for approximately 20% and 14%, respectively, of our revenues. In the event that we have concentrated credit risk from clients in a specific geographic area or industry, continuing negative trends or a worsening in the financial condition of that specific geographic area or industry could make us susceptible to disproportionately high levels of default by those clients. Such defaults could materially adversely impact our ability to collect our receivables and, ultimately, our revenues and results of operations.

As a government contractor, we must comply with various procurement laws and regulations and are subject to regular government audits. A violation of any of these laws and regulations or the failure to pass a government audit could result in sanctions, contract termination, forfeiture of profit, harm to our reputation, or loss of our status as an eligible government contractor and could reduce our profits and revenue.

We must comply with and are affected by U.S. federal, state, local, and foreign laws and regulations relating to the formation, administration, and performance of government contracts. For example, we must comply with defective-pricing clauses found within the Federal Acquisition Regulation ("FAR"), the Truth in Negotiations Act, Cost Accounting Standards ("CAS"), the ARRA, the Services Contract Act, and the U.S. Department of Defense security regulations, as well as many other rules and regulations. In addition, we must also comply with other government regulations related to employment practices, environmental protection, health and safety, tax, accounting, and anti-fraud measures, as well as many others regulations in order to maintain our government contractor status. These laws and regulations affect how we do business with our clients and, in some instances, impose additional costs on our business operations. Although we take precautions to prevent and deter fraud, misconduct, and non-compliance, we face the risk that our employees or outside partners may engage in misconduct, fraud, or other improper activities. Government agencies routinely audit and investigate government contractors. These government agencies review and audit a government contractor's performance under its contracts and cost structure and evaluate compliance with applicable laws, regulations, and standards. In addition, during the course of its audits, such agencies may question our incurred project costs. If such agencies believe we have accounted for such costs in a manner inconsistent with the requirements for FAR or CAS, the agency auditor may recommend to our U.S. government corporate administrative contracting officer that it disallow such costs. Historically, we have not experienced significant disallowed costs as a result of government audits. However, we can provide no assurance that such government audits will not result in a material disallowance for incurred costs in the future. In addition, government contracts are subject to a variety of other requirements relating to the formation, administration, performance and accounting for these contracts. We may also be subject to *qui tam* litigation brought by private individuals on behalf of the government under the Federal Civil False Claims Act, which could include claims for treble damages. Government contract violations could result in the imposition of civil and criminal penalties or sanctions, contract termination, forfeiture of profit, or suspension of payment, any of which could make us lose our status as an eligible government contractor. We could also suffer serious harm to our reputation. Any interruption or termination of our government contractor status could reduce our profits and revenue significantly.

State and other public employee unions may bring litigation that seeks to limit the ability of public agencies to contract with private firms to perform government employee functions in the area of public improvements. Judicial determinations in favor of these unions could affect our ability to compete for contracts and may have an adverse effect on our revenue and profitability.

Over at least the last 20 years, state and other public employee unions have challenged the validity of propositions, legislation, charters, and other government regulations that allow public agencies to contract with private firms to provide services in the fields of engineering, design, and construction of public improvements that might otherwise be provided by public employees. These challenges could have the affect of eliminating or severely restricting the ability of municipalities to hire private firms for the purpose of designing and constructing public improvements, and otherwise require them to use union employees to perform the services. If a state or other public employee union is successful in its challenge and as a result the ability of state agencies to hire private firms is severely limited, such a decision would likely lead to additional litigation challenging the ability of the state, counties, municipalities, and other public agencies to hire private engineering, architectural, and other firms, the outcome of which could affect our ability to compete for contracts and may have an adverse effect on our revenue and profitability.

Our use of the percentage-of-completion method of revenue recognition could result in a reduction or reversal of previously recorded revenue and profits.

We account for some of our contracts on the percentage-of-completion method of revenue recognition. These contracts accounted for approximately 7% and 11% of our revenue for the nine months ended September 30, 2012 and for the year ended December 31, 2011, respectively. Generally, our use of this method results in recognition of revenue and profit ratably over the life of the contract based on the proportion of costs incurred to date to total costs expected to be incurred for the entire project. The effects of revisions to revenue and estimated costs, including the achievement of award fees as well as the impact of change orders and claims, are recorded when the amounts are known and can be reasonably estimated. Such revisions could occur in any period and their effects could be material. Although we have historically made reasonably reliable estimates of the progress towards completion of long-term contracts, the uncertainties inherent in the estimating process make it possible for actual costs to vary materially from estimates, including reductions or reversals of previously recorded revenue and profit.

Our actual business and financial results could differ from the estimates and assumptions that we use to prepare our financial statements, which may significantly reduce or eliminate our profits.

To prepare financial statements in conformity with generally accepted accounting principles in the U.S. (“U.S. GAAP”), management is required to make estimates and assumptions as of the date of the financial statements. These estimates and assumptions could affect the reported values of assets, liabilities, revenue, and expenses as well as disclosures of contingent assets and liabilities. For example, we recognize revenue over the life of a contract based on the proportion of costs incurred to date compared to the total costs estimated to be incurred for the entire project. Areas requiring significant estimates by our management include:

- the application of the percentage-of-completion method of accounting and revenue recognition on contracts, change orders, and contract claims;
- provisions for uncollectible receivables and client claims and recoveries of costs from subcontractors, vendors, and others;
- provisions for income taxes, research, and experimentation credits and related valuation allowances;
- value of goodwill and recoverability of other intangible assets;
- valuations of assets acquired and liabilities assumed in connection with business combinations;
- valuation of stock-based compensation expense; and
- accruals for estimated liabilities, including litigation and insurance reserves.

Our actual business and financial results could differ from those estimates, which may significantly reduce or eliminate our profits.

We had a material weakness in our internal control over financial reporting. If we fail to develop or maintain an effective system of internal controls, we may not be able to accurately report our financial results or prevent fraud. As a result, current and potential stockholders could lose confidence in our financial reporting, which would harm our business and the trading price of our securities.

During the audit of our fiscal year 2011 financial statements, our independent registered public accounting firm identified a material weakness in our internal control over financial reporting, as defined under the standards of the Public Company Accounting Oversight Board. The weakness was noted in our process surrounding the reconciliation and review of certain general ledger account balances related to our recent acquisition of Nolte, which resulted in material adjustments to the fiscal year 2011 financial statements that were detected by their

audit procedures. The nature of the material adjustments was to record additional depreciation expense relating to tenant improvements for several offices leases and record additional incurred but not reported legal reserve.

We believe the material weakness noted was specific in nature. During the latter part of fiscal 2011 and into fiscal 2012, we implemented several significant changes and improvements in our internal control over financial reporting to address and remediate the control deficiencies that led to the material weaknesses in internal controls. Specifically, these changes included:

- hiring a new Chief Financial Officer with experience managing and working in the corporate accounting department of a publicly traded company;
- hiring additional accounting personnel;
- formalizing the monthly closing process at Nolte, including the implementation of a formal closing schedule, standard month-end closing entries, and reviews; and
- formalizing the monthly account reconciliation process and training for balance sheet accounts.

Management continues to review and assess our internal controls to ensure we have adequate internal financial and accounting controls. We believe the measures we have taken to date have remediated these material weaknesses or potential future material weaknesses. However, any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, and cause us to fail to meet our periodic reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of periodic management evaluations (and, once we no longer qualify as an "emerging growth company" under the JOBS Act or a "smaller reporting company" as defined under related Securities and Exchange Commission rules, annual audit attestation reports) regarding the effectiveness of our internal control over financial reporting that will be required under Section 404 of the Sarbanes-Oxley Act of 2002 (the "Sarbanes-Oxley Act") with respect to annual reports that we will file as a public company. The existence of a material weakness could result in errors in our financial statements that could cause us to fail to meet our reporting obligations and cause investors to lose confidence in our reported financial information, leading to a decline in our stock price.

For so long as we qualify as an "emerging growth company" under the JOBS Act, which may be up to five years following this offering, we intend to take advantage of certain exemptions from various reporting requirements that are applicable to public companies that are not emerging growth companies, including, but not limited to, not being required to comply with the auditor attestation requirements of Section 404. Once we are no longer an emerging growth company or, if prior to such date, we opt to no longer take advantage of the applicable exemption, we will be required to include an opinion from our independent registered public accounting firm on the effectiveness of our internal controls over financial reporting.

See "Management's Discussion and Analysis of Financial Condition and Results of Operations – Internal Control Over Financial Reporting."

Our profitability could suffer if we are not able to maintain adequate utilization of our workforce.

The cost of providing our services, including the extent to which we utilize our workforce, affects our profitability. The rate at which we utilize our workforce is affected by a number of factors, including:

- our ability to transition employees from completed projects to new assignments and to hire and assimilate new employees;
- our ability to forecast demand for our services and thereby maintain an appropriate headcount in each of our geographies and workforces;
- our ability to manage attrition;

- our need to devote time and resources to training, business development, professional development, and other non-chargeable activities; and
- our ability to match the skill sets of our employees to the needs of the marketplace.

If we over utilize our workforce, our employees may become disengaged, which will impact employee attrition. If we under-utilize our workforce, our profit margin and profitability could suffer.

Our backlog is subject to cancellation and unexpected adjustments, and is an uncertain indicator of future operating results.

As of December 31, 2012, we had approximately $45.0 million of gross revenue backlog expected to be recognized over the next 12 months. We include in backlog only those contracts for which funding has been provided and work authorizations have been received. 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.

Employee, agent or partner misconduct or our overall failure to comply with laws or regulations could harm our reputation, reduce our revenue and profits, and subject us to criminal and civil enforcement actions.

Misconduct, fraud, non-compliance with applicable laws and regulations, or other improper activities by one of our employees, agents, or partners could have a significant negative impact on our business and reputation. Such misconduct could include the failure to comply with government procurement regulations, regulations regarding the protection of classified information, regulations prohibiting bribery and other foreign corrupt practices, regulations regarding the pricing of labor and other costs in government contracts, regulations on lobbying or similar activities, regulations pertaining to the internal controls over financial reporting, environmental laws, and any other applicable laws or regulations. For example, the Foreign Corrupt Practices Act (the "FCPA"), and similar anti-bribery laws in other jurisdictions generally prohibit companies and their intermediaries from making improper payments to non-U.S. officials for the purpose of obtaining or retaining business. Our policies mandate compliance with these regulations and laws, and we take precautions to prevent and detect misconduct. However, since our internal controls are subject to inherent limitations, including human error, it is possible that these controls could be intentionally circumvented or become inadequate because of changed conditions. As a result, we cannot assure that our controls will protect us from reckless or criminal acts committed by our employees and agents. Our failure to comply with applicable laws or regulations or acts of misconduct could subject us to fines and penalties, loss of security clearances, and suspension or debarment from contracting, any or all of which could harm our reputation, reduce our revenue and profits, and subject us to criminal and civil enforcement actions. Historically, we have not had any material cases involving misconduct or fraud.

If our contractors and subcontractors fail to satisfy their obligations to us or other parties, or if we are unable to maintain these relationships, our revenue, profitability, and growth prospects could be adversely affected.

We depend on contractors and subcontractors in conducting our business. There is a risk that we may have disputes with our subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, client concerns about the subcontractor, or our failure to extend existing task orders or issue new task orders under a subcontract. In addition, if any of our subcontractors fail to deliver on a timely basis the agreed-upon supplies, fail to perform the agreed-upon services, go out of business, or fail to perform on a project, then our ability to fulfill our obligations as a prime contractor may be jeopardized and we may be contractually responsible for the work performed by those contractors or subcontractors. The absence of qualified

subcontractors with which we have a satisfactory relationship could adversely affect the quality of our service and our ability to perform under some of our contracts. Historically, our relationship with our contractors and subcontractors have been good, and we have not experienced any material failure of performance by our contractors and subcontractors. During the nine months ended September 30, 2012 and fiscal year 2011, the utilization of contractors or subcontractors generated approximately 17% and 19%, respectively, of our gross contract revenues.

We also rely on relationships with other contractors when we act as their subcontractor or joint venture partner. Our future revenue and growth prospects could be adversely affected if other contractors eliminate or reduce their subcontracts or teaming arrangement relationships with us or if a government agency terminates or reduces these other contractors' programs, does not award them new contracts, or refuses to pay under a contract.

Changes in resource management or infrastructure industry laws, regulations, and programs could directly or indirectly reduce the demand for our services which could in turn negatively impact our revenue.

Some of our services are directly or indirectly impacted by changes in U.S. federal, state, local, or foreign laws and regulations pertaining to resource management, infrastructure, and the environment. Accordingly, a relaxation or repeal of these laws and regulations, or changes in governmental policies regarding the funding, implementation, or enforcement of these programs, could result in a decline in demand for our services, which could in turn negatively impact our revenue.

Legal proceedings, investigations, and disputes, including those assumed in acquisitions of other businesses for which we may not be indemnified, could result in substantial monetary penalties and damages, especially if such penalties and damages exceed or are excluded from existing insurance coverage.

We engage in professional and technical consulting and certification services that can result in substantial injury or damages that may expose us to legal proceedings, investigations, and disputes. For example, in the ordinary course of our business, we may be involved in legal disputes regarding personal injury claims, employee or labor disputes, professional liability claims, and general commercial disputes involving project cost overruns and liquidated damages as well as other claims. In addition, in the ordinary course of our business, we frequently make professional judgments and recommendations about environmental and engineering conditions of project sites for our clients. We may be deemed to be responsible for these judgments and recommendations if they are later determined to be inaccurate. Any unfavorable legal ruling against us could result in substantial monetary damages or even criminal violations.

In this regard, the agreement pursuant to which we acquired Nolte did not include representations and warranties regarding the business being acquired or any indemnification provisions or other assurances from the seller regarding Nolte. In the event any unforeseen matters arise, whether regarding the permits and authorizations required to run the Nolte business, filing of tax returns and payment of associated taxes, or the existence or extent of any contingent liabilities of the Nolte business (including third-party claims to which Nolte may be subject in the future including regarding professional liability for work performed prior to our acquisition of Nolte), we would be materially adversely affected if we were required to pay damages or incur defense costs in connection with a claim for which no such indemnity has been provided. In this regard, in 2011, the California Franchise Tax Board initiated an examination of Nolte's state tax filings and raised various questions about approximately $0.7 million of research and development tax credits generated and included on Nolte's tax returns for the years 2005-2010. We responded to these inquiries, but in the fourth quarter of 2012, the California Franchise Tax Board denied these credits in full. We are vigorously defending Nolte's position and believe it has appropriate documentation to support the credits in full. Accordingly, we have not recorded a liability for uncertain tax benefits related to these state or federal research and development credits. Nolte has appealed the ruling and engaged a specialist firm to assist with the appeal.

We maintain insurance coverage as part of our overall legal and risk management strategy to minimize our potential liabilities; however, insurance coverage contains exclusions and other limitations that may not cover

our potential liabilities. Generally, our insurance program covers workers' compensation and employer's liability, general liability, automobile liability, professional errors and omissions liability, property, and contractor's pollution liability (in addition to other policies for specific projects). Our insurance program includes deductibles or self-insured retentions for each covered claim. In addition, our insurance policies contain exclusions that insurance providers may use to deny or restrict coverage. Specialty liability and professional liability insurance policies provide for coverages on a "claims-made" basis, covering only claims actually made and reported during the policy period currently in effect. Our insurance programs provide coverage for acts or omissions associated with the Nolte business prior to our acquisition. If we sustain liabilities that exceed or that are excluded from our insurance coverage or for which we are not insured, it could have a material adverse impact on our results of operations and financial condition, including our profits and revenue.

Unavailability or cancellation of third-party insurance coverage would increase our overall risk exposure as well as disrupt the management of our business operations.

We maintain insurance coverage from third-party insurers as part of our overall risk management strategy and some of our contracts require us to maintain specific insurance coverage limits. If any of our third-party insurers fail, suddenly cancel our coverage, or otherwise are unable to provide us with adequate insurance coverage, then our overall risk exposure and our operational expenses would increase and the management of our business operations would be disrupted. In addition, there can be no assurance that any of our existing insurance coverage will be renewable upon the expiration of the coverage period or that future coverage will be affordable at the required limits.

Our failure to implement and comply with our safety program could adversely affect our operating results or financial condition.

Our safety program is a fundamental element of our overall approach to risk management, and the implementation of the safety program is a significant issue in our dealings with our clients. We maintain an enterprise-wide group of health and safety professionals to help ensure that the services we provide are delivered safely and in accordance with standard work processes. Unsafe job sites and office environments have the potential to increase employee turnover, increase the cost of a project to our clients, expose us to types and levels of risk that are fundamentally unacceptable, and raise our operating costs. The implementation of our safety processes and procedures are monitored by various agencies and rating bureaus, and may be evaluated by certain clients in cases in which safety requirements have been established in our contracts. If we fail to meet these requirements or do not properly implement and comply with our safety program, there could be a material adverse effect on our business, operating results, or financial condition.

We may be subject to liabilities under environmental laws and regulations, including liabilities assumed in acquisitions for which we may not be indemnified.

We must comply with a number of laws that strictly regulate the handling, removal, treatment, transportation and disposal of toxic and hazardous substances. Under the Comprehensive Environmental Response Compensation and Liability Act of 1980, as amended ("CERCLA"), and comparable state laws, we may be required to investigate and remediate regulated hazardous materials. CERCLA and comparable state laws typically impose strict joint and several liabilities without regard to whether a company knew of or caused the release of hazardous substances. The liability for the entire cost of clean-up could be imposed upon any responsible party. Other principal federal environmental, health, and safety laws affecting us include, among others, the Resource Conversation and Recovery Act, the National Environmental Policy Act, the Clean Air Act, the Occupational Safety and Health Act, the Toxic Substances Control Act, and the Superfund Amendments and Reauthorization Act. Our business operations may also be subject to similar state and international laws relating to environmental protection. Liabilities related to environmental contamination or human exposure to hazardous substances, or a failure to comply with applicable regulations, could result in substantial costs to us, including clean-up costs, fines and civil or criminal sanctions, third-party claims for property damage or personal injury, or

cessation of remediation activities. Our continuing work in the areas governed by these laws and regulations exposes us to the risk of substantial liability.

Weather conditions and seasonal revenue fluctuations could have an adverse impact on our results of operations.

Due primarily to inclement weather conditions, which lead to project delays and slower completion of contracts, and a higher number of holidays, our operating results during December, January, and February are generally lower in comparison to other months. As a result, our revenue and net income for the first and fourth quarters of a fiscal year may be lower than our results for the second and third quarters of a fiscal year. If we were to experience lower-than-expected revenue during any such periods, our expenses may not be offset, which could have an adverse impact on our results of operations.

Catastrophic events may disrupt our business.

Force majeure or extraordinary events beyond the control of the contracting parties, such as natural and man-made disasters as well as terrorist actions, could negatively impact the economies in which we operate by causing the closure of offices, interrupting projects, and forcing the relocation of employees. We typically remain obligated to perform our services after a terrorist action or natural disaster unless the contract contains a force majeure clause that relieves us of our contractual obligations in such an extraordinary event. If we are not able to react quickly to force majeure, our operations may be affected significantly, which would have a negative impact on our financial condition, results of operations, or cash flows.

Further, we rely on our network and third-party infrastructure and enterprise applications, internal technology systems, and our website for our development, marketing, operational, support, hosted services, and sales activities. Despite our implementation of network security measures, we are vulnerable to disruption, infiltration, or failure of these systems or third-party hosted services in the event of a major earthquake, fire, power loss, telecommunications failure, cyber-attack, war, terrorist attack, or other catastrophic event could cause system interruptions, reputational harm, loss of intellectual property, lengthy interruptions in our services, breaches of data security, and loss of critical data and could harm our future operating results.

We have only a limited ability to protect our intellectual property rights, and our failure to protect our intellectual property rights could adversely affect our competitive position.

Our success depends, in part, upon our ability to protect our proprietary information and other intellectual property. We rely principally on trade secrets to protect much of our intellectual property where we do not believe that patent or copyright protection is appropriate or obtainable. However, trade secrets are difficult to protect. Although our employees are subject to confidentiality obligations, this protection may be inadequate to deter or prevent misappropriation of our confidential information. In addition, we may be unable to detect unauthorized use of our intellectual property or otherwise take appropriate steps to enforce our rights. Failure to obtain or maintain trade secret protection would adversely affect our competitive business position. In addition, if we are unable to prevent third parties from infringing or misappropriating our trademarks or other proprietary information, our competitive position could be adversely affected.

We rely on third-party internal and outsourced software to run our critical accounting, project management, and financial information systems. As a result, any sudden loss, disruption, or unexpected costs to maintain these systems could significantly increase our operational expense and disrupt the management of our business operations.

We rely on third-party software to run our critical accounting, project management, and financial information systems. We also depend on our software vendors to provide long-term software maintenance support for our information systems. Software vendors may decide to discontinue further development,

integration, or long-term software maintenance support for our information systems, in which case we may need to abandon one or more of our current information systems and migrate some or all of our accounting, project management, and financial information to other systems, thus increasing our operational expense as well as disrupting the management of our business operations.

Risks Related to this Offering

Our Chairman, Chief Executive Officer, and President will continue to own a large percentage of our voting stock after this offering, which may allow him to have a significant influence on all matters requiring stockholder approval.

Mr. Dickerson Wright, our Chairman, Chief Executive Officer, and President, will beneficially own approximately 1,821,610 shares, or 50.6% of our common stock on a fully diluted basis (or 48.6% if the underwriters exercise their over-allotment in full), upon completion of this offering. Accordingly, Mr. Wright has the power to influence or control the outcome of important corporate decisions or matters submitted to a vote of our stockholders, including decisions regarding mergers, going private transactions, and other extraordinary transactions, and to influence or control the terms of any of these transactions. Although Mr. Wright owes us and our stockholders certain fiduciary duties as a director and an executive officer, Mr. Wright could take actions to address his own interests, which may be different from those of our other stockholders, including investors in this offering.

There is no existing market for our securities, and we do not know if one will develop to provide you with adequate liquidity.

Immediately prior to this offering, there has been no public market for our securities. An active and liquid public market for our securities may not develop or be sustained after this offering. The price of our securities in any such market may be higher or lower than the price you pay. If you purchase Units in this offering, you will pay a price that was not established in a competitive market. Rather, you will pay the price that we negotiated with the representatives of the underwriters and such price may not be indicative of prices that will prevail in the open market following this offering.

The price of our securities may fluctuate significantly, and you could lose all or part of your investment.

Volatility in the market price of our securities may prevent you from being able to sell your Units, Shares or Warrants at or above the price you paid. The market price of our securities could fluctuate significantly for various reasons, which include, among other things:

- our quarterly or annual earnings or earnings of other companies in our industry;
- our operating performance and the results of our collection efforts and portfolio performance;
- the public's reaction to our press releases, our other public announcements and our filings with the Securities and Exchange Commission;
- changes in earnings estimates or recommendations by research analysts who track our securities or the stocks of other companies in our industry;
- new laws or regulations or new interpretations of laws or regulations applicable to our business;
- changes in accounting standards, policies, guidance, interpretations, or principles;
- changes in general conditions in the U.S. and global economies or financial markets, including those resulting from war, incidents of terrorism, or responses to such events;
- litigation involving our company or investigations or audits by regulators into the operations of our company or our competitors; and
- sales of common stock by our directors, executive officers, and significant stockholders.

In addition, the stock market can at times, and for extended periods of time, experience extreme price and volume fluctuations. This volatility has a significant impact on the market price of securities issued by many companies, including companies in our industry. The changes frequently appear to occur without regard to the operating performance of these companies. The price of our securities could fluctuate based upon factors that have little or nothing to do with our company, and these fluctuations could materially reduce our stock price.

***As an emerging growth company within the meaning of the Securities Act of 1933, as amended (the "Securities Act"), we will utilize certain modified disclosure requirements, and we cannot be certain whether these reduced requirements will make our securities less attractive to investors*.**

We are an emerging growth company within the meaning of the rules under the Securities Act. We have in this prospectus utilized, and we plan in future filings with the SEC to continue to utilize, the modified disclosure requirements available to emerging growth companies, including reduced disclosure about our executive compensation and omission of compensation discussion and analysis, and an exemption from the requirement of holding a nonbinding advisory vote on executive compensation. In addition, we will not be subject to certain requirements of Section 404 of the Sarbanes-Oxley Act, including the additional testing of our internal control over financial reporting as may occur when outside auditors attest as to our internal control over financial reporting. As a result, our stockholders may not have access to certain information they may deem important.

We could remain an "emerging growth company" for up to five years, or until the earliest of (i) the last day of the first fiscal year in which our annual gross revenue exceed $1 billion, (ii) the date that we become a ''large accelerated filer'' as defined in Rule 12b-2 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), which would occur if the market value of our common stock that is held by non-affiliates exceeds $700 million as of the last business day of our most recently completed second fiscal quarter or (iii) the date on which we have issued more than $1 billion in non-convertible debt during the preceding three-year period.

Your percentage ownership in us may be diluted by future issuances of capital stock, which could reduce your influence over matters on which stockholders vote.

Following the completion of this offering, our board of directors will have the authority, without action or vote of our stockholders, to issue all or any part of our authorized but unissued Shares, including Shares issuable upon the exercise of options, Shares that may be issued to satisfy our payment obligations under our incentive plans, or Shares of our authorized but unissued preferred stock. Issuances of common stock or voting preferred stock would reduce your influence over matters on which our stockholders vote, and, in the case of issuances of preferred stock, likely would result in your interest in us being subject to the prior rights of holders of that preferred stock.

The sale of a substantial number of Shares after this offering may cause the market price of our Shares to decline.

Sales of a substantial number of shares of common stock in the public market following this offering, or the perception that these sales could occur, could cause the market price of our common stock to decline. The shares of common stock outstanding prior to this offering will be eligible for sale in the public market at various times in the future. All of our directors and executive officers have agreed with the underwriters, subject to certain exceptions, not to dispose of or hedge any of their common stock or securities convertible into or exchangeable for shares of common stock during the period from the date of this prospectus continuing through the date 180 days after the date of this prospectus, subject to extension in some circumstances, except with the prior written consent of the representatives of the underwriters. Upon expiration of this lock-up period, up to approximately 2,600,000 shares of common stock held by affiliates and others may become eligible for sale, subject to the restrictions under Rule 144 of the Securities Act.

You will incur immediate and substantial dilution in the net tangible book value of your Shares.

If you purchase Units in this offering, the value of your Shares based on our actual book value will immediately be less than the price you paid. This reduction in the value of your equity is known as dilution. This dilution occurs in large part because our existing stockholders paid substantially less than the initial public offering price when they acquired their shares of common stock. Based upon the issuance and sale of 1,000,000 Units by us in this offering at an assumed initial public offering price of $6.00 per Unit, the midpoint of the price range set forth on the cover page of this prospectus, and assuming no value is attributed to the Warrants included in the Units we are offering by this prospectus, you will incur immediate dilution of $4.29 in the net tangible book value per Share. A $1.00 increase or decrease in the assumed initial public offering price of $6.00 per Unit would increase or decrease, as applicable, our as adjusted net tangible book value per Share by $0.26, and increase or decrease, as applicable, the dilution per Share to new investors by $0.74, assuming the number of Units offered by us, as set forth on the cover page of this prospectus, remains the same, after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us. If the underwriters exercise their over-allotment option, or if outstanding options to purchase our common stock are exercised, investors will experience additional dilution. For more information, see “Dilution.”

We may choose to redeem our outstanding Warrants at a time that is disadvantageous to our Warrant holders.

Subject to there being a current prospectus under the Securities Act with respect to the common stock issuable upon exercise of the Warrants, we may redeem the Warrants issued as a part of the units at any time after the Warrants become exercisable in whole and not in part, at a price of $0.01 per Warrant, upon a minimum of 30 days prior written notice of redemption, if and only if the last sales price of our common stock equals or exceeds $ per Share (which is equal to % of the midpoint of the offering price set forth on the cover page of this prospectus) for any 20-trading-day period ending three business days before we send the notice of redemption. In addition, we may not redeem the Warrants unless the Warrants issued as part of the units sold in this offering and the Shares underlying those Warrants are covered by an effective registration statement from the beginning of the measurement period through the date fixed for the redemption. Redemption of the Warrants could force the Warrant holders to (i) exercise the Warrants and pay the exercise price at a time when it may be disadvantageous for the holders to do so, (ii) sell the Warrants at the then current market price when they might otherwise wish to hold the Warrants, or (iii) accept the nominal redemption price which, at the time the Warrants are called for redemption, is likely to be substantially less than the market value of the Warrants.

Certain Warrant holders are unlikely to receive direct notice of redemption of our Warrants.

We expect most purchasers of our Warrants will hold their securities through one or more intermediaries and consequently those holders are unlikely to receive notice directly from us that the Warrants are being redeemed. If you fail to receive notice of redemption from a third party and your Warrants are redeemed for nominal value, you will not have recourse against us.

An effective registration statement may not be in place when an investor desires to exercise Warrants, thus precluding such investor from being able to exercise his, her, or its Warrants and causing such Warrants to be practically worthless.

No Warrant held by public stockholders will be exercisable and we will not be obligated to issue shares of common stock unless at the time such holder seeks to exercise such Warrant, a registration statement relating to the common stock issuable upon exercise of the Warrant is effective and current. Under the terms of the Warrant agreement, we have agreed to use our reasonable best efforts to meet these conditions and to maintain a current prospectus relating to the common stock issuable upon exercise of the Warrants until the expiration of the Warrants. However, we cannot assure you that we will be able to do so, and if we do not maintain a current prospectus related to the common stock issuable upon exercise of the Warrants, holders will be unable to exercise their Warrants and we will not be required to settle any such Warrant exercise. If the prospectus relating to the

common stock issuable upon the exercise of the Warrants is not current, the Warrants held by public stockholders may have no value, the market for such Warrants may be limited, and such Warrants may expire worthless. Such expiration would result in each holder paying the full unit purchase price solely for the Share underlying the unit. Notwithstanding the foregoing, the Underwriter Warrants may be exercisable for unregistered Shares even if no registration statement relating to the common stock issuable upon exercise of the insider Warrants is effective and current.

An investor will only be able to exercise a Warrant if the issuance of common stock upon such exercise has been registered or qualified or is deemed exempt under the securities laws of the state of residence of the holder of the Warrants.

No Warrants will be exercisable and we will not be obligated to issue shares of common stock unless the common stock issuable upon such exercise has been registered or qualified or deemed to be exempt under the securities laws of the state of residence of the holder of the Warrants. At the time that the Warrants become exercisable (following the Separation Date), we expect to continue to be listed on a national securities exchange, which would provide an exemption from registration in every state. Accordingly, we believe holders in every state will be able to exercise their Warrants as long as our prospectus relating to the common stock issuable upon exercise of the Warrants is current. However, we cannot assure you of this fact. As a result, the Warrants may be deprived of any value, the market for the Warrants may be limited, and the holders of Warrants may not be able to exercise their Warrants if the common stock issuable upon such exercise is not qualified or exempt from qualification in the jurisdictions in which the holders of the Warrants reside.

We will incur increased costs as a result of being a public company, and the requirements of being a public company may divert management attention from our business.

As a public company, we will be subject to a number of additional requirements, including the reporting and corporate requirements of the Exchange Act, the Sarbanes-Oxley Act, the Dodd-Frank Act of 2010, the JOBS Act, and the listing standards of the exchange on which our securities are listed. These requirements will cause us to incur increased costs and might place a strain on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and financial condition. In addition, in connection with Section 404(a) of the Sarbanes-Oxley Act, we will need to deliver a report that assesses the effectiveness of our internal control over financial reporting beginning with our Annual Report on Form 10-K for the year ending December 31, 2013, and, in connection with Section 404(b) of the Sarbanes-Oxley Act, our auditors will be required to attest to our internal controls over financial reporting once we no longer qualify as an emerging growth company under the JOBS Act or as a smaller reporting company, as defined in Exchange Act Rule 12b-2. In order to maintain and improve the effectiveness of our disclosure controls and procedures and internal control over financial reporting, significant resources and management oversight will be required. As a result, our management's attention might be diverted from other business concerns, which could have a material adverse effect on our business, prospects, financial condition, and results of operations. Furthermore, we might not be able to retain our independent directors or attract new independent directors for our committees.

Provisions in our charter documents and the Delaware General Corporation Law could make it more difficult for a third party to acquire us and could discourage a takeover and adversely affect existing stockholders.

Anti-takeover provisions in our certificate of incorporation and bylaws, and in the Delaware General Corporation Law, could diminish the opportunity for stockholders to participate in acquisition proposals at a price above the then-current market price of our common stock. For example, while we have no present plans to issue any preferred stock, our board of directors, without further stockholder approval, will be able to issue Shares of undesignated preferred stock and fix the designation, powers, preferences, and rights and any qualifications, limitations, and restrictions of such class or series, which could adversely affect the voting power of your Shares. In addition, our bylaws will provide for an advance notice procedure for nomination of

candidates to our board of directors that could have the effect of delaying, deterring, or preventing a change in control. Further, as a Delaware corporation, we are subject to provisions of the Delaware General Corporation Law regarding “business combinations,” which can deter attempted takeovers in certain situations. We may, in the future, consider adopting additional anti-takeover measures. The authority of our board of directors to issue undesignated preferred or other capital stock and the anti-takeover provisions of the Delaware General Corporation Law, as well as other current and any future anti-takeover measures adopted by us, may, in certain circumstances, delay, deter, or prevent takeover attempts and other changes in control of our company not approved by our board of directors. See “Description of Capital Stock” for further information.

We currently do not intend to pay dividends on our shares of Common Stock and, consequently, your only opportunity to achieve a return on your investment is if the price of our shares appreciates.

We do not expect to pay dividends on our shares of common stock in the foreseeable future and intend to use cash to grow our business. The payment of cash dividends in the future, if any, will be at the discretion of our board of directors and will depend upon such factors as the extent to which our financing arrangements permit the payment of dividends, earnings levels, capital requirements, our overall financial condition, and any other factors deemed relevant by our board of directors. Consequently, your only opportunity to achieve a return on your investment in us will be if the market price of our common stock appreciates.

We will have broad discretion in applying the net proceeds of this offering and may not use those proceeds in ways that will enhance the market value of our common stock.

We have significant flexibility in applying the net proceeds we will receive in this offering. We intend to use the proceeds that we receive from the sale of stock in this offering to pay the expenses of this offering and for general corporate purposes, including the funding of future acquisitions. As part of your investment decision, you will not be able to assess or direct how we apply these net proceeds. If we do not apply these funds effectively, we may lose significant business opportunities. Furthermore, our stock price could decline if the market does not view our use of the net proceeds from this offering favorably.

FORWARD-LOOKING STATEMENTS

This prospectus contains "forward-looking statements," which include information relating to future events, future financial performance, strategies, expectations, competitive environment, regulation and availability of resources. These forward-looking statements include, without limitation, statements concerning projections, predictions, expectations, estimates or forecasts as to our business, financial and operating results, and future economic performance; and statements of management's goals and objectives and other similar expressions concerning matters that are not historical facts. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates" and similar expressions, as well as statements in future tense, identify forward-looking statements.

Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, 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 belief as of that time with respect to future events, and 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, but are not limited to:

- 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 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 successfully execute our mergers and acquisitions strategy, including the integration of new companies into our business;
- our ability to successfully manage our growth strategy;
- competitive pressures and trends in our industry and our ability to successfully compete with our competitors;
- the credit and collection risks associated with our clients;
- 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;
- control by our principal stockholder and the existence of certain anti-takeover measures in our governing documents; and

- other factors identified throughout this prospectus, including those discussed under the headings "Risk Factors," "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Business."

Forward-looking statements speak only as of the date the statements are made. You should not put undue reliance on any forward-looking statements. We assume no obligation to update forward-looking statements to reflect actual results, changes in assumptions, or changes in other factors affecting forward-looking information, except to the extent required by applicable securities laws. If we do update one or more forward-looking statements, no inference should be drawn that we will make additional updates with respect to those or other forward-looking statements.

USE OF PROCEEDS

The net proceeds from the sale of the 1,000,000 Units offered by us in this offering will be approximately $4.6 million (or approximately $5.4 million if the underwriters exercise their over-allotment option in full), assuming an initial public offering price of $6.00 per Unit, which is the midpoint of the range set forth on the cover page of this prospectus, and after deducting the underwriting discounts and commissions and estimated offering expenses payable by us.

Each $1.00 increase or decrease in the assumed public offering price of $6.00 per Unit would increase or decrease, as applicable, the aggregate amount of the net proceeds to us by approximately $0.9 million, assuming the number of Units offered by us, as set forth on the cover page of this prospectus, remains the same and, with respect to the net proceeds to us, after deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, any increase or decrease in the number of Units that we sell in the offering will increase or decrease our net proceeds in proportion to such increase or decrease, as applicable, multiplied by the offering price per Unit, less underwriting discounts and commissions.

We will have broad discretion over the use of the net proceeds in this offering. As of the date of this prospectus, we cannot specify all of the particular uses for the net proceeds from this offering. We currently intend to use the net proceeds to us from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds to expand our current business through acquisitions or investments in other complementary strategic businesses. We have no commitments with respect to any acquisitions at this time. To the extent any net proceeds are used to repay any debt obligations, the aggregate outstanding balance of our notes payable as of September 30, 2012 was approximately $8.2 million with interest rates ranging from 3.0% to 5.0%.

We intend to invest the net proceeds in short- and intermediate-term interest-bearing obligations, investment-grade instruments, certificates of deposit or guaranteed obligations of the U.S. government, pending their use as described above.

Some of the other principal purposes of this offering are to create a public market for our securities and increase our visibility in the marketplace. A public market for our securities will facilitate future access to public equity markets and enhance our ability to use our securities as a means of attracting and retaining key employees and as consideration for acquisitions.

DIVIDEND POLICY

We do not anticipate declaring or paying any cash dividends on our common stock following our initial public offering. The payment of any dividends in the future will be at the discretion of our board of directors and will depend upon our financial condition, results of operations, earnings, capital requirements, contractual restrictions, outstanding indebtedness, and other factors deemed relevant by our board of directors. As a result, you will probably need to sell your Units, Shares or Warrants to realize a return on your investment, and you may not be able to sell such securities at or above the price you paid for them.

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CAPITALIZATION

The following table sets forth our cash and cash equivalents, total debt, and capitalization as of September 30, 2012:

- on an actual basis; and
- on an as adjusted basis to reflect our receipt of the net proceeds from our sale of 1,000,000 Units in this offering at an assumed initial public offering price of $6.00 per Unit, the midpoint of the price range set forth on the front cover of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses.

You should read this table together with “Use of Proceeds,” “Management’s Discussion and Analysis of Financial Condition and Results of Operations,” “Description of Capital Stock,” and our consolidated financial statements and related notes included elsewhere in this prospectus.

	As of September 30, 2012	
	Actual	As Adjusted
	(In thousands, except share and per share amounts)	
Cash and cash equivalents	$ 1,568	$ 6,168
Total debt	$ 10,715	$ 10,715
Stockholders’ equity:		
Undesignated preferred stock: $0.01 par value; 5,000,000 shares authorized, no shares issued and outstanding, actual and as adjusted	$ —	$ —
Common stock: $0.01 par value; 45,000,000 shares authorized, 2,549,421 shares issued and outstanding, actual; 45,000,000 Shares authorized, 3,549,421 shares issued and outstanding, as adjusted	25	35
Additional paid-in capital	8,550	13,140
Retained earnings	1,766	1,766
Total stockholders’ equity	10,341	14,941
Total capitalization	$21,056	$25,656

A $1.00 increase or decrease in the assumed initial public offering price per Unit would increase or decrease our cash and cash equivalents by approximately $0.9 million, would increase or decrease additional paid-in capital by approximately $0.9 million, and would increase or decrease total stockholders’ equity and total capitalization by approximately $0.9 million, after deducting estimated underwriting discounts and commissions and the estimated offering expenses payable by us. Similarly, any increase or decrease in the number of Units that we sell in the offering will increase or decrease our net proceeds by such increase or decrease, as applicable, multiplied by the offering price per Unit, less underwriting discounts and commissions.

DILUTION

The difference between the public offering price per Share, assuming no value is attributed to the Warrants included in the Units we are offering by this prospectus, and the pro forma net tangible book value per Share after this offering constitutes the dilution to investors in this offering. Such calculation does not reflect any dilution associated with the sale and exercise of Warrants. Net tangible book value per Share is determined by dividing our net tangible book value, which is our total tangible assets less total liabilities (including the value of common stock that may be converted into cash), by the number of outstanding shares of common stock.

As of September 30, 2012, our net tangible book value was $1.47 million, or $0.58 per share. Net tangible book value per Share represents the amount of our total tangible assets reduced by our total liabilities, divided by the number of shares of common stock outstanding as of September 30, 2012.

After giving effect to the sale of 1,000,000 Units in the offering at an initial public offering price of $6.00 per Unit, which is the midpoint of the price range set forth on the cover page of this prospectus, after deducting estimated underwriting discounts and commissions and estimated offering expenses, our adjusted net tangible book value as of September 30, 2012 would have been $6.1 million, or $1.71 per Share. This represents an immediate increase in net tangible book value of $1.13 per share to existing stockholders and an immediate dilution of $4.29 per Share to new investors purchasing Units in the offering.

The following table illustrates this per share dilution:

Assumed initial public offering price per Unit		$ 6.00
Net tangible book value per Share as of September 30, 2012	$0.58	
Increase per Share attributable to new investors	1.13	
As adjusted net tangible book value per Share after this offering		1.71
Dilution per Share to new investors		$4.29

Our as adjusted net tangible book value will be $6.9 million, or $1.87 per Share, and the dilution per Share to new investors will be $4.13, if the underwriters' over-allotment option is exercised in full.

A $1.00 increase or decrease in the assumed initial public offering price of $6.00 per Unit, which is the midpoint of the price range set forth on the cover page of the prospectus, would increase or decrease, as applicable, our as adjusted net tangible book value per Share by $0.26, and increase or decrease, as applicable, the dilution per Share to new investors by $0.74, assuming the number of Units offered by us, as set forth on the cover page of this prospectus, remains the same and after deducting the estimated underwriting discounts and commissions and estimated offering expenses payable by us. Similarly, any increase or decrease in the number of Units that we sell in the offering will increase or decrease our net proceeds in proportion to such increase or decrease, as applicable, multiplied by the offering price per Unit, less underwriting discounts and commissions and offering expenses.

The following table sets forth, as of September 30, 2012, on the as adjusted basis described above, the differences between our existing stockholders and new investors with respect to the total number of Units purchased from us, the total consideration paid, and the average price per Unit paid before deducting estimated underwriting discounts and commissions and estimated offering expenses payable by us, at an assumed initial public offering price of $6.00 per Unit, which is the midpoint of the range set forth on the cover page of this prospectus:

	Shares Purchased		Total Consideration		Average Price
	Number	Percent	Amount	Percent	Per Share
Existing stockholders	2,549,421	72%	$ 4,316,816	42%	$ 1.69
New investors	1,000,000	28	6,000,000	58	6.00
Total	3,549,421	100%	$10,316,816	100%	$ 2.91

A $1.00 increase or decrease in the assumed initial public offering price of $6.00 per Unit would increase or decrease, as applicable, total consideration paid by new investors, total consideration paid by all stockholders, and average price per share paid by all stockholders by $1.0 million, $1.0 million, and $0.28, respectively, assuming the number of Units offered by us, as set forth on the cover page of this prospectus, remains the same. Similarly, any increase or decrease in the number of Units that we sell in the offering will increase or decrease our net proceeds in proportion to such increase or decrease, as applicable, multiplied by the offering price per Unit, less underwriting discounts and commissions.

If the underwriters' over-allotment option is exercised in full, the number of shares of common stock held by our existing stockholders after this offering would be 2,549,421, or 69%, and the number of Shares held by new investors would increase to 1,150,000, or 31%, of the total number of shares of common stock outstanding after this offering.

MANAGEMENT'S DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes that appear elsewhere in this prospectus. In addition to historical financial information, the following discussion contains forward-looking statements that reflect our plans, estimates and beliefs. Our actual results could differ materially from those discussed in the forward-looking statements. Factors that could cause or contribute to these differences include those discussed below and elsewhere in this prospectus, particularly in "Risk Factors" and "Forward-Looking Statements."

Overview

We are an independently-owned provider of professional and technical engineering and consulting solutions to public and private sector clients. We focus on the infrastructure, construction, real estate, and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment, and compliance certification. 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.

We conduct our operations through two primary operating subsidiaries: (i) Nolte, which began operations in 1949 and was incorporated as a California corporation in 1957, and (ii) NV5, which was incorporated as a Delaware corporation in 2009. In March 2010, NV5 acquired the construction quality assurance operations of Bureau Veritas North America, Inc. In August 2010, NV5 acquired a majority of the outstanding shares of Nolte and succeeded to substantially all of Nolte's business. Because NV5's business prior to the Nolte acquisition was insignificant, Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes. In October 2011, NV5 and Nolte completed a reorganization transaction in which NV5 Holdings was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 and Nolte, and, as a result, became the holding company under which NV5 and Nolte conduct operations.

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaco, a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America during the last twenty five years. The purchase price was of $3.5 million, consisting of $1.0 million in cash, a note in the aggregate principal amount of $2.0 million payable over three years, and 69,330 shares of common stock with an agreed value of $7.21 per share.

Key Trends, Developments and Challenges

Shift in service mix. We group our capabilities into five core vertical service offerings. Historically, we have concentrated on the verticals of infrastructure, engineering, and support services and construction and quality assurance. We believe, however, that further development of three service offerings - public and private consulting and outsourcing, asset management consulting, and occupational, health, safety, and environmental consulting - will become increasingly important to our business as we continue to grow through both organic expansion and strategic acquisitions. Revenues derived from these three types of services offerings are mostly generated under cost-reimbursable contacts. The methods of billing for these three services are expected to include both time and materials or cost-plus basis.

Tax credit dispute. In 2011, the California Franchise Tax Board initiated an examination of Nolte's state tax filings and raised various questions about approximately $0.7 million of research and development tax credits

generated and included on Nolte's tax returns for the years 2005-2010. We responded to these inquiries, but in the fourth quarter of 2012, the California Franchise Tax Board denied these credits in full.

We are vigorously defending Nolte's position and believe it has appropriate documentation to support the credits in full. Accordingly, we have not recorded a liability for uncertain tax benefits related to these state or federal research and development credits. Nolte has appealed the ruling and engaged a specialist firm to assist with the appeal.

Components of Income and Expense

Contract 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, 2012 and fiscal year 2011, cost-reimbursable contracts represented approximately 93% and 89%, respectively, of our total revenue.

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, 2012 and fiscal year 2011, fixed-price contracts represented approximately 7% and 11%, respectively, of our total revenue.

Revenues from engineering services are recognized when services are performed and the revenues are earned in accordance with the accrual basis of accounting. Revenues from long-term 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. See "– Critical Accounting Policies and Estimates – Revenue Recognition."

Direct Costs of Contract Revenue

Direct costs of contract revenue consist primarily of that portion of technical and nontechnical salaries and wages incurred in connection with fee generating projects. Direct costs of contract revenue also include production expenses, subconsultant services, and other expenses that are incurred in connection with our fee generating projects. Direct costs of contract revenue exclude that portion of technical and nontechnical 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 contract revenue. We expense direct costs of contract revenue 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 contract 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:

Nolte Acquisition and NV5 Holdings Reorganization

In August 2010, NV5 entered into a stock purchase agreement with Nolte, pursuant to which NV5 purchased a majority of the outstanding shares of Nolte common stock and Nolte became a majority-owned subsidiary of NV5. In October 2011, NV5 and Nolte completed a reorganization transaction in which NV5 Holdings was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 and Nolte and, as a result, became the holding company under which NV5 and Nolte conduct operations.

Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes, as NV5's business prior to the Nolte acquisition was insignificant and NV5 succeeded to substantially all of the business of Nolte as part of the Nolte acquisition. Nolte previously reported its financial results for the 52/53 week period ending on the Thursday closest to September 30. References to the period from October 2, 2009 to August 3, 2010 refer to the results of operations and cash flows of Nolte for the period that began on October 2, 2009, the first day of Nolte's fiscal year, and ended August 3, 2010, the date of acquisition. The successor consolidated financial statements for the year ended December 31, 2010 include the results of Nolte for the period from the acquisition date to December 31, 2010.

Kaco Acquisition

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaco, a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America during the last twenty five years. The purchase price was of $3.5 million, consisting of $1.0 million in cash, a note in principal amount of $2.0 million payable over three years, and 69,330 shares of common stock with an agreed value of $7.21 per share.

Public Company Expenses

Upon consummation of our initial public offering, we will become a public company. We also intend to apply to list our securities on the Nasdaq Capital Market. As a result, we will need to comply with laws, regulations, and requirements that we did not need to comply with as a private company, including certain provisions of the Sarbanes-Oxley Act and related Securities and Exchange Commission regulations, and will need to comply with the requirements of Nasdaq if our securities approved for listing. Compliance with the requirements of being a public company will require us to increase our operating expenses in order to pay our employees, legal counsel, and accountants to assist us in, among other things, external reporting, instituting, and monitoring a more comprehensive compliance and board governance function, establishing and maintaining internal control over financial reporting in accordance with Section 404 of the Sarbanes-Oxley Act, and preparing and distributing periodic public reports in compliance with our obligations under the federal securities laws. In addition, being a public company will make it more expensive for us to obtain director and officer liability insurance. We estimate that incremental annual public company costs will be between $0.5 million and $1.0 million.

Stock-Based Compensation

In 2010, prior to the inception of our 2011 Equity Incentive Plan (as amended, the “2011 Equity Plan”), we issued 377,104 restricted shares of common stock to management and employees with an aggregate deferred compensation amount of approximately $765,000. Each award is service based, and vests after five years or upon certain other events, subject to each award agreement. The fair value of these Shares was calculated based on the estimated fair value of our equity as of the grant date, which was approximately $2.03 per Share. Total stock-based compensation cost recognized for the years ended December 31, 2011 and 2010 was $153,000 and $64,000, respectively.

The 2011 Equity Incentive plan was initially approved in October 2011 and subsequently amended and restated in March 2013. A total of 554,658 shares of common stock is 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 our board of directors. The 2011 Equity Plan is intended to make available incentives that will assist us to attract, retain, and motivate employees, officers, consultants, and directors by allowing them to acquire an ownership interest in our business, and, as a result, encouraging them to contribute to our 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 a result, we expect to incur material non-cash, stock-based compensation expenses in future periods. During 2011, no equity awards were granted under the 2011 Equity Plan.

During April 2012, we granted from the 2011 Equity Plan 38,270 restricted shares of common stock to management and employees of which 347 shares were forfeited during this period with an aggregate deferred compensation amount of approximately $273,500. The fair value of these shares is based on the estimated fair value of our equity as of the grant date, which was estimated at $7.21 per share. These awards provide for service based vesting after three years.

Share-based compensation expense relating to restricted stock awards during the nine months ended September 30, 2012 and 2011 was approximately $152,000 and $115,000, respectively. As of September 30, 2012, no Shares have vested since the Plan inception, and approximately $669,000 of deferred compensation is unrecognized at September 30, 2012 which expected to be recognized over the next 3.75 years.

Except as described above, prior to this offering, we have not granted or issued any stock-based compensation.

Operating Expenses

In August 2011, we hired a new Chief Financial Officer and expect to hire additional financial and accounting personnel in connection with our change in status to a publicly traded company. Accordingly, we expect compensation expenses, as reflected in operating expenses, will be higher in future periods.

Internal Control Over Financial Reporting

During the audit of our fiscal year 2011 financial statements, our independent registered public accounting firm identified a material weakness in our internal control over financial reporting, as defined under the standards of the Public Company Accounting Oversight Board. The weakness was noted in our process surrounding the reconciliation and review of certain general ledger account balances related to our recent acquisition of Nolte, which resulted in material adjustments to the fiscal year 2011 financial statements that were detected by their audit procedures. The nature of the material adjustments was to record additional depreciation expense relating to tenant improvements for several offices leases and record additional incurred but not reported legal reserve.

We believe the material weakness noted was specific in nature. During the latter part of fiscal 2011 and into fiscal 2012, we implemented several significant changes and improvements in our internal control over financial reporting to address and remediate the control deficiencies that led to the material weaknesses in internal controls. Specifically, these changes included:

- hiring a new Chief Financial Officer with experience managing and working in the corporate accounting department of a publicly traded company;
- hiring additional accounting personnel;
- formalizing the monthly closing process at Nolte, including the implementation of a formal closing schedule, standard month-end closing entries, and reviews; and
- formalizing the monthly account reconciliation process and training for balance sheet accounts.

Management continues to review and assess our internal controls to ensure we have adequate internal financial and accounting controls. We believe the measures we have taken to date have remediated these material weaknesses or potential future material weaknesses. However, any failure to maintain or implement required new or improved controls, or any difficulties we encounter in their implementation, could result in additional material weaknesses, and cause us to fail to meet our periodic reporting obligations or result in material misstatements in our financial statements. Any such failure could also adversely affect the results of periodic management evaluations (and, once we no longer qualify as an “emerging growth company” under the JOBS Act or a “smaller reporting company” as defined under related Securities and Exchange Commission rules, annual audit attestation reports) regarding the effectiveness of our internal control over financial reporting that will be required under the Sarbanes-Oxley Act with respect to annual reports that we will file as a public company. The existence of a material weakness could result in errors in our financial statements that could cause us to fail to meet our reporting obligations and cause investors to lose confidence in our reported financial information, leading to a decline in our stock price.

Jumpstart Our Business Startups Act of 2012

We are an emerging growth company within the meaning of the rules under the Securities Act, and we will utilize certain exemptions from various reporting requirements that are applicable to public companies that are not emerging growth companies. For example, we will not have 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, and valuation of our intangible assets.

We believe that the following critical accounting policies involve our more significant judgments and estimates used in the preparation of our financial statements. For further information on all of our significant policies, see Note 2 to our consolidated financial statements included elsewhere in this prospectus.

Revenue Recognition

Revenue from engineering services is recognized when services are performed and the revenue is earned in accordance with the accrual basis of accounting. Revenues from long-term 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. We include other direct costs (for example, third-party field labor, subcontractors, or the procurement of materials or equipment) in contract revenues and cost of revenue when the costs of these items are incurred and we are 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 percentage of revenue recognized to date, these losses or reductions are recognized in the period in which the revisions are determined. 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 operation for that reporting period may be material depending on the size of the project or the adjustment.

Change orders and claims typically result from changes in scope, specifications or design, performance, materials, sites, or period of completion. Costs related to change orders and claims are recognized when incurred. Change orders are included in total estimated contract revenue when it is probable that the change order will result in an addition to the contract value and can be reliably estimated.

Federal Acquisition Regulations ("FAR"), which are applicable to our federal government contracts and may be incorporated in local and state agency contracts, limit the recovery of certain specified indirect costs on contracts. Cost-plus contracts covered by FAR or with certain state and local agencies also may require an audit

of actual costs and provide for upward or downward adjustments if actual recoverable costs differ from billed recoverable costs.

Unbilled work results when the appropriate contract revenue amount has been recognized in accordance with the percentage-of-completion accounting method, but a portion of the revenue recorded cannot be billed currently due to the billing terms defined in the contract. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of contract revenues recognized on these contracts.

Professional Liability Expense

We maintain insurance for business risks, including professional liability. For professional liability risks, our retention amount under our claims-made insurance policies includes an accrual for claims incurred but not reported for any potential liability, including any legal expenses, to be incurred for such claims if they occur. Our accruals are based upon historical expense and management's judgment. We maintain insurance coverage for various aspects of our business and operations; however, we have elected to retain a portion of losses that may occur through the use of deductibles, limits and retentions under our insurance programs. Our insurance coverage may subject us to some future liability for which we are only partially insured or are completely uninsured. Management believes its estimated accrual for errors, omissions, and professional liability claims is sufficient and any additional liability over amounts accrued is not expected to have a material adverse effect on our results of operations or financial position.

Allowance for Doubtful Accounts

We record 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 considered include, among other things, client type (federal government or private client), historical performance, historical collection trends, and general economic conditions. The allowance is increased by our provision for doubtful accounts, which is charged against income. All recoveries on receivables previously charged off are credited to the accounts receivable recovery account included in income, while direct charge-offs of receivables are deducted from the allowance.

Goodwill and Related Intangible Assets

Goodwill is the excess cost of an acquired entity over the amounts assigned to assets acquired 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 fair value of the acquired company's tangible and identifiable assets and liabilities. Our goodwill is allocated to the appropriate reporting unit, which is one level below our operating segments.

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 not 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. We are 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 our reporting units. If the carrying value of the assets and liabilities 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. We have elected to perform our annual goodwill impairment review on August 1 of each year. On August 1, 2012, we conducted our annual impairment test on the goodwill associated with the acquisition of Nolte using the quantitative method of evaluating goodwill. Based on this quantitative analysis we determined the fair value of this reporting unit exceeded the carrying value of this reporting unit therefore the goodwill was not impaired and the Company has not recognized an impairment charge relating to goodwill during the nine months ended September 30, 2012. In the third quarter of 2011, we conducted the annual impairment test using the qualitative method by assessing various factors and determined that there was no existence of events or circumstances that indicate it is more likely than not that the fair value of the reporting unit was less than its carrying value. Therefore, performing the two-step quantitative impairment test was not necessary for the nine months ended September 30, 2011 and fiscal year 2011 thus the Company did not recognize an impairment charge relating to goodwill during the nine months ended September 30, 2011 and fiscal year 2011.

Identifiable intangible assets may include backlog, customer relationships, patents, trademarks, tradenames, and other finite-lived assets. Backlog includes: with respect to government contracts, only those amounts that have been funded and authorized and does not reflect the full amounts we may receive over the term of such contracts; with respect to non-government contracts, future revenue at contract rates, excluding contract renewals or extensions that are at the discretion of the client; and, with respect to contracts with a not-to-exceed maximum amount, revenue from such contracts to the extent of the remaining estimated amount. Amortizable intangible assets are amortized 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, we compare 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 is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. We did not recognize an impairment charge relating to amortizable intangible assets during the nine months ended September 30, 2012 and fiscal year 2011.

Income Taxes

We account for income taxes in accordance with ASC Topic No. 740 “Income Taxes” (“Topic No. 740”). Deferred income taxes for September 30, 2012, December 31, 2011 and 2010 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 our 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 we operate. Management periodically assesses the need for a valuation allowance based on our 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.

As required by the uncertain tax position guidance, we recognize 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% likelihood of being realized upon ultimate settlement with the relevant tax authority. We applied the uncertain tax position guidance to all tax positions for which the statute of limitations remained open. As of September 30, 2012 and December 31, 2011, we did not have any material uncertain tax positions.

Results of Operations

The following table represents our income from operations for the periods indicated (in thousands):

	Pro Forma Year Ended December 31,		Year Ended December 31,				Nine-Months Ended September 30,			
	2010 (2)		2010 (1)		2011		2011		2012	
	(unaudited)						(unaudited)			
Gross contract revenues	$ 64,660	100.0%	$32,098	100.0%	$ 63,366	100.0%	$ 48,516	100.0%	$45,486	100.0%
Direct costs	31,987	49.5%	15,866	49.4%	30,948	48.8%	23,299	48.0%	21,672	47.7%
Gross profit	32,673	50.5%	16,232	50.6%	32,418	51.2%	25,217	52.0%	23,814	52.3%
Operating expenses	32,166	9.7%	15,947	49.7%	29,690	46.9%	22,752	46.9%	22,345	49.1%
Income (loss) from continuing operations	507	0.8%	285	0.9%	2,728	4.3%	2,465	5.1%	1,469	3.2%
Other expense	(389)	(0.6%)	(259)	(0.8%)	(376)	(0.6%)	(308)	(0.6%)	(275)	(0.6%)
Income tax (expense) benefit	16	0.0%	(132)	(0.4%)	(436)	(0.7%)	(403)	(0.8%)	(413)	(0.9%)
Discontinued operations, net	(264)	(0.4%)	35	0.1%	33	0.0%	33	— %	—	0.0%
Non-controlling interest	(80)	(0.1%)	(104)	(0.3%)	(530)	(0.8%)	(530)	(1.1%)	—	0.0%
Net income (loss)	$ (210)	(0.3%)	$ (175)	(0.5%)	$ 1,419	2.2%	$ 1,257	2.6%	$ 781	1.7%

(1) Reflects our actual results of operations, including the results of operations of Bureau Veritas North America, Inc. and Nolte from the dates of acquisition in March and August 2010, respectively.
(2) Represents pro forma results of operations assuming the Nolte acquisition occurred on January 1, 2010.

Nine-months ended September 30, 2012 compared to nine months ended September 30, 2011

Gross contract revenues. Our contract revenues decreased approximately $3.0 million for the nine months ended September 30, 2012 compared to the same period in 2011. The decrease in revenues is primarily due to the completion of certain large projects during 2011 and delays in new projects in our infrastructure, engineering, and support services, partially offset by revenues generated from July 28, 2012 through September 30, 2012 of approximately $0.8 million due to acquisition of Kaco. Although we are currently unaware of continuing 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 decreased approximately $1.6 million for the nine months ended September 30, 2012 compared to the same period in 2011. The decrease in direct costs is a result of lower direct labor and subcontractor costs due to the completion of certain projects during the nine months ended September 30, 2011 that were not replaced during the nine months ended September 30, 2012. Direct costs of contracts include 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 revenues and costs. To the extent that we incur a significant amount of pass-through costs in a period, our direct cost of contracts are likely to increase as well.

As a percentage of revenues, direct costs of contracts were 47.7% for the nine months ended September 30, 2012 compared to 48.0% for the nine months ended September 30, 2011. 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. 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 operating profit.

Operating expenses. Our operating expenses decreased approximately $0.4 million for the nine months ended September 30, 2012 compared to the same period in 2011. The decrease in operating expenses was due primarily to lower professional and legal expenditures during the nine months ended September 30, 2012 compared to the same period in 2011. 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 contract 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. 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 34.6% for the nine months ended September 30, 2012. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction. In January 2013, the federal government extended research and development tax credits for years 2012 and 2013. Accordingly, we will recognize the benefits for 2012 research and development credits in 2013. Our consolidated effective income tax rate was 18.7% for the nine months ended September 30, 2011. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction and other tax credits that were available during 2011.

Year ended December 31, 2011 compared to year ended December 31, 2010

Gross contract revenues. Our contract revenues increased approximately $31.3 million for the year ended December 31, 2011 compared to the year ended December 31, 2010. The increase in revenues is primarily due to the acquisition of Nolte in August 2010. Although we are currently unaware of continuing 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 $15.1 million for the year ended December 31, 2011 compared to the year ended December 31, 2010. The increase in direct costs is primarily due to the acquisition of Nolte in August 2010. As a percentage of revenues, direct costs of contracts were 48.8% for the year ended December 31, 2011 compared to 49.4% for the year ended December 31, 2010.

Operating expenses. Our operating expenses increased approximately $13.7 million for the year ended December 31, 2011 compared to the year ended December 31, 2010. The increase in operating expenses was primarily due to the acquisition of Nolte in August 2010.

Other expenses. Our other expenses increased approximately $0.1 million for the year ended December 31, 2011 compared to the year ended December 31, 2010. This increase was primarily attributable to increased interest expense as a result of the acquisition of Nolte in August 2010.

Income taxes. Our consolidated effective income tax rate was 18.5% for the year ended December 31, 2011. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction and other tax credits. For the year ended December 31, 2010, we had a net tax benefit due the domestic production activities deduction and other tax credits.

Year ended December 31, 2011 compared to the pro forma year ended December 31, 2010

The following discussion contained herein is based on results from our fiscal year ended December 31, 2011 results compared to results from our unaudited pro forma year ended December 31, 2010 (which assumes the Nolte acquisition occurred on January 1, 2010). The unaudited pro forma condensed consolidated statement of

operations is presented for illustration purposes only and does not necessarily indicate the operating results that would have been achieved if the Nolte acquisition had occurred at the beginning of the period presented, nor is it indicative of future operating results. The unaudited pro forma condensed consolidated statement of operations should be read in conjunction with our historical consolidated financial statements and accompanying notes included in this prospectus.

Gross contract revenues. Our contract revenues decreased approximately $1.3 million for the year ended December 31, 2011 compared to the pro forma year ended December 31, 2010. The decrease in revenues is primarily due to the completion of certain large projects and delays in new projects in our infrastructure, engineering, and support services.

Direct costs. Our direct costs decreased approximately $1.0 million for the year ended December 31, 2011 compared to the pro forma year ended December 31, 2010. The decrease in direct costs is due primarily to a reduction in staff during fiscal year 2011 as a result of the completion of certain projects.

As a percentage of revenues, direct costs of contracts were 48.8% for the year ended December 31, 2011 compared to 49.5% for the pro forma year ended December 31, 2010. The decrease in direct costs is primarily due to the reduction in the use of sub-consultants to perform services for our clients.

Operating expenses. Our operating expenses decreased approximately $2.5 million for the year ended December 31, 2011 compared to the pro forma year ended December 31, 2010. The decrease in operating expenses was due primarily to reductions in workforce as a result of the completion of certain projects and reductions from facilities closures and/or modifications.

Income taxes. Our consolidated effective income tax rate was 18.5% for the year ended December 31, 2011. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction and other tax credits. For the pro forma year ended December 31, 2010, we had a net tax benefit due the domestic production activities deduction and other tax credits.

Period October 2, 2009 to August 3, 2010 (Predecessor – Nolte)

Gross contract revenues. Nolte for the period October 2, 2009 to August 3, 2010 generated approximately $43.5 million in gross contract revenues from infrastructure, engineering, and support services.

Direct costs. Nolte's direct costs of approximately $20.7 million for the period October 2, 2009 to August 3, 2010 include all costs incurred in connection with and directly for the benefit of client contracts.

As a percentage of revenues, direct costs of contracts were 47.5% for the period October 2, 2009 to August 3, 2010.

Operating expenses. Operating expenses for the period October 2, 2009 to August 3, 2010 was approximately $22.8 million.

Income taxes. For the period October 2, 2009 to August 3, 2010, Nolte had a net tax benefit due the domestic production activities deduction and other tax credits.

Liquidity and Capital Resources

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

of liquidity, including cash flow from operations, existing cash, and cash equivalents, and borrowing capacity under our credit facilities will be sufficient to meet our projected cash requirements, including with respect to both the increased operating expenses we expect to incur in connection with being a public company and in connection with the additional financial and accounting personnel we have hired or will hire in connection with our change in status to a publicly traded company and our planned strategic acquisition activity, for at least the next 12 months and 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.

We will have broad discretion over the use of the net proceeds in this offering. As of the date of this prospectus, we cannot specify all of the particular uses for the net proceeds from this offering. We currently intend to use the net proceeds to us from this offering primarily for general corporate purposes, including working capital, sales and marketing activities, general and administrative matters and capital expenditures. We may also use a portion of the net proceeds to expand our current business through acquisitions or investments in other complementary strategic businesses. We have no commitments with respect to any acquisitions at this time. To the extent any net proceeds are used to repay any debt obligations, the aggregate outstanding balance of our notes payable as of September 30, 2012 was approximately $8.2 million with interest rates ranging from 3.0% to 5%.

Cash Flows

As of September 30, 2012, our cash and cash equivalents totaled $1.6 million and accounts receivable, net of allowance for doubtful accounts, totaled $17.8 million, compared to $2.8 million and $15.5 million, respectively, as of December 31, 2011. As of September 30, 2012, our accounts payable and accrued liabilities were $4.9 million and $4.3 million, respectively, compared to $3.6 million and $3.6 million, respectively, as of December 31, 2011. Also as of September 30, 2012, we had notes payable and stock repurchase obligations of $8.2 million and $2.6 million, respectively, compared to $4.9 million and $2.1 million, respectively, as of December 31, 2011.

As of December 31, 2010, our cash and cash equivalents totaled $3.4 million and accounts receivable, net of allowance for doubtful accounts, totaled $16.7 million. As of December 31, 2010, our accounts payable and accrued liabilities were $3.9 million and $4.6 million, respectively. Also as of December 31, 2010, we had notes payable and stock repurchase obligations of $6.4 million and $2.8 million, respectively.

Operating activities.

For the nine months ended September 30, 2012, net cash used in operating activities amounted to $0.3 million primarily attributable to net income of $0.8 million which included non-cash charges of $1.1 million from depreciation and amortization and increase of $1.3 million in accounts payable partially offset by an increase of $1.8 million in accounts receivable and decreases in deferred and income taxes payable of $1.6 million.

For the year ended December 31, 2011, net cash provided by operating activities amounted to $2.4 million primarily attributable to net income of $1.9 million which included non-cash charges of $1.9 million from depreciation and amortization partially offset by a decrease of $1.3 million in accounts payable and accrued liabilities.

For the year ended December 31, 2010, net cash provided by operating activities amounted to $2.6 million primarily from a decrease in accounts receivable of $2.0 million partially offset by a decrease in accounts payable and accrued liabilities of $0.8 million. Net cash provided by operating activities included non-cash charges from depreciation and amortization of $1.1 million.

For the period October 2, 2009 to August 3, 2010, net cash provided by operating activities amounted to $7.0 million primarily from a decrease in accounts receivable of $7.1 million partially offset by a decrease in accounts payable and accrued liabilities of $1.2 million. Net cash provided by operating activities included non-cash charges from depreciation and amortization of $1.3 million. The primary cause for the decrease in accounts receivable was due to reduction in gross contract revenues.

Investing activities.

For the nine months ended September 30, 2012, net cash used in investing activities amounted to $1.4 million primarily resulting from cash used for the acquisition of Kaco of $1.0 million and for the purchase of property and equipment of $0.4 million.

For the year ended December 31, 2011, net cash used in investing activities amounted to $0.3 million primarily resulting from cash used for the purchase of property and equipment of $0.4 million partially offset by proceeds of $0.1 million received from insurance claims and from the sale of property and equipment.

For the year ended December 31, 2010, net cash used in investing activities amounted to $2.7 million as a result of $2.5 million in cash used for acquisitions and $0.2 million in cash used for the purchase of property and equipment.

For the period October 2, 2009 to August 3, 2010, net cash used in investing activities amounted to $0.2 million as a result of $0.2 million in cash used for the purchase of property and equipment.

Financing activities.

For the nine months ended September 30, 2012, net cash provided by financing activities amounted to $0.5 million primarily attributable proceeds from borrowings of $2.2 million from the Line Facilities partially offset by payment of $1.0 million in long-term debt and $0.6 million in stock repurchase obligations. In addition, we made payments of $0.1 million for the repurchase of our common stock.

For the year ended December 31, 2011, net cash used in financing activities amounted to $2.8 million primarily attributable to payments of $1.5 million in long-term debt and $0.7 million in stock repurchase obligations. In addition, we made payments of $0.5 million for non-controlling interest Shares.

For the year ended December 31, 2010, net cash provided by financing activities amounted to $3.6 million primarily attributable to proceeds of $2.8 million from borrowings of long-term debt and $5.5 million from the issuance of common stock, partially offset by payments of $4.1 million in long-term debt and $0.6 million in stock repurchase obligations.

For the period October 2, 2009 to August 3, 2010, net cash used in financing activities amounted to $4.8 million primarily attributable to payments of $3.2 million in long-term debt, $0.6 million in stock repurchase obligations and $0.5 million in mandatorily redeemable common stock.

Financing

We have two credit facilities totaling $4.0 million (the “Line Facilities”) with maturity dates of October 30, 2013. The interest rate is prime rate plus 1% with a minimum of 4.50%. Mr. Dickerson Wright and the Wright Family Trust, of which Mr. Wright is the trustee, have provided guarantees to our lender in connection with our Line Facilities and Term Loan (as defined below). Mr. Wright’s guarantee remains in effect for the term of the Line Facilities and Term Loan, regardless of his continuing employment. The Line Facilities contain cross default provisions with each other as well as cross default provisions with the note payable described below. In addition, the Line Facilities contain an annual maximum debt to tangible net worth covenant ratio of 2.3:1 and

financial reporting covenant provisions. As of September 30, 2012, December 31, 2011 and 2010, we were in compliance with the covenants of the Line Facilities. As of September 30, 2012, December 31, 2011 and 2010, the outstanding balance on the Line Facilities was $2.0 million, $0 and $0, respectively.

We have a note payable to a bank (the “Term Loan”). On March 14, 2012, we amended the note payable to extend the maturity date from August 7, 2012 to February 1, 2015. The interest rate continues at prime rate with a minimum of 5.0%. The amended note continues to be payable in monthly principal installments of $46,000 with a lump sum of the remaining principal balance outstanding due at maturity. The amended note is collateralized by substantially all of our assets and is guaranteed by certain of our stockholders, NV5 Holdings, and Nolte, which guarantee in the case of Mr. Wright remains in effect for the term of the Term Loan regardless of his continuing employment. As of September 30, 2012, December 31, 2011 and 2010, we had outstanding balances of $1.8 million, $2.2 million and $2.8 million, respectively, in connection with the Term Loan.

The note held by the seller of the Nolte business (the “Nolte Note”) is currently outstanding with a maturity date of July 29, 2017. The Nolte Note bears interest rate at the prime rate plus 1%, subject to a maximum rate of 7.0%. Under the terms of the Nolte Note, as amended, we pay quarterly principal installments of approximately $0.1 million plus interest. The Nolte Note is unsecured and is subordinated to our bank note, although we are permitted to make our periodic principal and interest payments. The outstanding balance of the Nolte Note was $2.3 million, $2.7 million and $3.1 million as of September 30, 2012, December 31, 2011 and 2010, respectively.

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaco, a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America during the last twenty five years. The purchase price was $3.5 million in cash, notes and stock. The purchase price consisted of $1.0 million in cash; a note in the principal amount of $2.0 million (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: $500,000 due by December 28, 2012 and three equal payments of $500,000 each due on the first, second and third anniversaries of the effective date of July 27, 2012; and 69,330 shares of common stock with an agreed value of $7.21 per share. The outstanding balance of the Kaco Note was $2.0 million as of September 30, 2012. On December 28, 2012, we paid $525,000 (principal and accrued interest) and issued the 69,330 shares of common stock.

Off-Balance Sheet Arrangements

We did not have any off-balance sheet arrangements as of September 30, 2012 and December 31, 2011.

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 May 2011, the FASB issued amendments to authoritative guidance to establish common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards (“IFRSs”). These amendments change the wording used to describe many of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements to ensure consistency between GAAP and IFRSs as well as expand the disclosures for Level 3 measurements. These amendments are to be applied

prospectively, and are effective for annual and interim periods beginning after December 15, 2011. The adoption of this amended guidance did not materially expand our disclosures in its consolidated financial statements.

In June 2011, the FASB issued an amendment to authoritative guidance which allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This amendment eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity, but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The provisions of this amendment require retrospective application, and are effective for annual and interim periods beginning after December 15, 2011. The adoption of this guidance did not have a material effect on our consolidated financial statements.

In September 2011, the FASB issued amended guidance on testing goodwill for impairment. Under the new guidance, 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. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. The provisions of the new guidance are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not been issued or, for nonpublic entities, have not yet been made available for issuance. We early adopted this new qualitative approach effective with our unaudited consolidated financial statements for the year end December 31, 2011.

In September 2011, the FASB amended its standards requiring additional disclosures about an employer's participation in a multiemployer plan. This new guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. We do not expect adoption of this standard to have a material impact on our disclosure.

In December 2011, the FASB issued amended guidance requiring companies to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years beginning in or after January 1, 2013, and interim periods within those annual fiscal years. We do not expect adoption of this standard to have a material impact on our consolidated results of operations and financial condition.

In December 2011, the FASB issued amended guidance to allow the FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This guidance allows companies to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the new guidance issued in June 2011, which is described above. This new guidance is required to be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The adoption of this standard did not have a material impact on our consolidated results of operations and financial condition.

In July 2012, the FASB issued ASU 2012-02, "Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment and permits an entity first to assess qualitative factors to determine whether it is more likely than

not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles - Goodwill and Other - General Intangibles Other than Goodwill. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity’s financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 is not expected to have a material impact on our financial position or results of operations.

BUSINESS

Overview

We are an independently-owned provider of professional and technical engineering and consulting solutions to public and private sector clients. We focus on the infrastructure, construction, real estate, and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment, and compliance certification.

As the needs of our clients have evolved, we have grouped our capabilities into five core vertical service offerings:

- infrastructure, engineering, and support services;
- construction quality assurance;
- public and private consulting and outsourcing;
- asset management consulting; and
- occupational, health, safety, and environmental consulting.

Historically, substantially all of our services were concentrated on the first two service sectors. We believe, however, that our three newer service offerings will become increasingly important to our business as we continue to grow through both organic expansion and strategic acquisitions.

We operate our business through a network of over 20 locations in California, Colorado, Utah, Florida, and New Jersey. All of our offices utilize our shared services platform, which consists of human resources, marketing, finance, information technology, legal, and other resources at our corporate headquarters. Our shared services platform is intended to optimize the performance of our business as we increase our scale and scope. By maintaining a centralized, shared services platform, we believe we can better manage our business, apply universal financial and operational controls and procedures, increase efficiencies, and drive lower-cost solutions.

We currently maintain a staff of approximately 439 employees, which includes approximately 168 licensed engineers and other professionals who provide a wide range of professional and technical solutions to our customers. Combined with our support technology and software, our professionals are equipped to quickly and effectively respond to the needs of our clients.

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.

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During our 60 years in the engineering and consulting business, we have worked with such clients and on such well-known projects as (in alphabetical order):

- Atlantic City Tunnel Connection, NJ;
- Balboa Naval Hospital, CA
- Borgata Hotel and Casino, NJ;
- California Public Employees' Retirement System, CA;
- Colorado Department of Transportation, CO;
- Colorado Rockies, Coors Field Baseball Stadium, CO;
- Caldecott Tunnel, CA;
- Equatorial Guinea LNG (Liquefied Natural Gas) Facility, Africa;
- Fort Irwin Military Housing, CA;
- Fort Lauderdale Hollywood International Airport, FL;
- Los Angeles Community College, CA;
- Miami International Airport, FL;
- Miramar Marine Corps Air Station, CA;
- Mojave Water Agency, CA;
- Peterson Air Force Base, CO;
- Port of Miami, Tunnel and Capital Improvement to Pier Wharfs, FL;
- San Diego Chargers Qualcomm Football Stadium, CA;
- San Diego Zoo and Wild Animal Park, CA;
- SeaWorld, San Diego, CA;
- South Florida Water Management District, FL; and
- Stanford University, CA.

Our current representative clients and project portfolio include (in alphabetical order):

- California Department of Transportation, or Caltrans, CA;
- City of Colorado Springs, CO;
- City of Sacramento, CA;
- Contra Costa County, CA;
- Florida Power and Light, FL;
- Broward County, FL;
- Metropolitan Water District of Southern California, CA;
- Miami-Dade County, FL;
- Princeton University, NJ;
- Rose Bowl Stadium, CA;
- Rutgers University, NJ;
- San Diego Gas & Electric, CA;
- San Diego International Airport, CA;
- Santa Clara County Government, CA;
- University of California San Diego, CA;
- University of Miami, FL;
- University of Utah, UT; and
- Utah Department of Transportation, UT.

Our History

We conduct our operations through two primary operating subsidiaries: (i) Nolte, which began operations in 1949 and was incorporated as a California corporation in 1957, and (ii) NV5, which was incorporated as a Delaware corporation in 2009. In March 2010, NV5 acquired the construction quality assurance operations of Bureau Veritas North America. In August 2010, NV5 acquired a majority of the outstanding shares of Nolte and succeeded to substantially all of Nolte's business. Because NV5's business prior to the Nolte acquisition was insignificant, Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes. In October 2011, NV5 and Nolte completed a reorganization transaction in which NV5 Holdings was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 and Nolte, and, as a result, became the holding company under which NV5 and Nolte conduct operations. On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaco, a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America during the last twenty five years.

Industry

We provide services in the areas of engineering and consulting. Engineering and consulting applies scientific knowledge to design structures, products, and industrial processes for both the constructed and natural environment. Engineering and consulting also provides clients with technical studies, planning, engineering, design, and construction management services. Clients vary in size and scope from local public agencies and private companies to national governments and large multinational corporations.

According to IBISWorld, the industry is fragmented and made up of approximately 141,000 firms in the U.S. A large number of these firms are small-scale establishments which typically provide services to regional markets or specialized niches. The firms range from large, global, multidisciplinary suppliers of a comprehensive range of planning, design, and project delivery services to small- to medium-sized companies that tend to specialize in selected areas of the project delivery process. Clients come from all sectors and levels of society and include U.S. federal, state, municipal, and local governmental property owners, quasi-public and private clients from the education, healthcare, energy, and utilities fields, as well as national governments and large multinational corporations.

Throughout the first half of the 2000 decade, the engineering and consulting industry grew at a solid pace. Its growth corresponded with strong cyclical growth in downstream construction markets, record levels of investment into industrial capacity and energy infrastructure, and increased spending on public infrastructure, according to IBISWorld. However, the recession's effect on construction resulted in an overall decline in revenue at an annualized rate of about 1.0% to $183.1 billion during the five years to 2012, as many companies delayed projects which led to a decline in engineering firms' backlog. According to IBISWorld, the industry is expect to experience growth of 1.7% in 2012 as engineering firms look to increase the number of projects in their backlog. Nevertheless, demand for engineering and consulting services is expected to exhibit improvement in the coming years, supported by years of improvement in private, fixed-capital investment, increased industrial production and improving business sentiment. In the five years to 2017, the industry is anticipated to continue to grow as the economy recovers, the value of construction rises and demand from key downstream markets revives. Revenue is forecast to increase at an average rate of 2.9% per year to $211.2 billion in 2017. Profitability is also forecast to improve, particularly among the firms that provide high-margin services such as construction management.

The technical complexity of most projects carried out by this industry effectively restricts the entry of new competitors to those with demonstrated capacities across a range of projects, creating barriers to entry in the industry. Qualifications, sophisticated technical skills and expertise are prerequisites for entry, according to IBISWorld. Scale can also pose a barrier to entry for companies that do not have the resources or capacity necessary to complete complex projects, such as nuclear power plants, bridges, tunnels, water treatment facilities, airports, seaports, and large scale institutional projects.

Competitive Strengths

We believe we have the following competitive strengths:

Organizational structure that enhances client service. We operate our business using a vertical structure grouped by service offerings rather than the geography-based structure utilized by many of our competitors. This structure ensures that clients engaging our services in any given sector, regardless of the location of the project, have access to the services of our most highly qualified professionals. Our most skilled engineers and professionals in each service sector work directly with the clients engaging those services, which facilitates relationship-based interactions between our key employees and clients and assists in developing long-term client relationships. In addition, this structure encourages an entrepreneurial spirit among our professionals.

Expertise in local markets. To complement our vertical service model, we maintain a network of over 20 locations on both the west and east coasts of the U.S. Each of our offices is staffed with quality professionals

who understand the local and regional markets in which they serve. Our local professionals are allowed to concentrate entirely on their local market client engagements while being supported by our shared services platform, under which we perform various back office functions on a centralized basis.

Strong, long-term client relationships. Our combination of local market experience and professionals with expertise in multiple vertical service sectors has enabled us to develop strong relationships with our core clients. Some of our professionals have worked with our key clients for decades. For example, we have worked with San Diego Gas & Electric for over 30 years and are recognized as a preferred source of expertise by Princeton University and Caltrans. By serving as a long-term partner with our clients, we are able to gain a deep understanding of their overall business needs as well as the unique technical requirements of their projects. This increased understanding gives us the opportunity to provide superior value to our clients by allowing us to more fully assess and better manage the risks inherent in their projects.

Experienced, talented, and motivated employees. We employ seasoned professionals with a broad array of specialties and a strong customer service orientation. Our executive officers have an average of more than 20 years of operating and management experience in or supporting the engineering and consulting industry and in analyzing potential acquisition transactions. We place a high priority on attracting, motivating and retaining top professionals to serve our clients, and our compensation system emphasizes the use of performance-based incentives, including opportunities for stock ownership, to achieve this objective.

Industry-recognized quality of service. We believe that we have developed a strong reputation for quality service based upon our industry-recognized depth of experience, ability to attract and retain quality professionals, and expertise across multiple service sectors. During the past several years, we received many industry certificates, awards, and national rankings, including:

- 2011 Engineering News-Record Top 500 Design Firms (ranked by design-specific revenue);
- 2011 Engineering News-Record Top 100 Construction Management-for-Fee Firms (ranked by construction-specific revenue);
- 2011 Sacramento Regional Transit District: Transit Oriented Design of the Year;
- 2010 Engineering News-Record: Best of the Best Government Building Award;
- 2009 Caltrans: Excellence in Transportation Design Award; and
- 2009 Construction Management Association of America, Northern California: Infrastructure Project of the Year.

Growth Strategies

We intend to pursue the following growth strategies as we seek to expand our market share and position ourselves as a preferred, single-source provider of professional and technical consulting and certification services to our clients:

Seek strategic acquisitions to enhance or expand our services offerings . We seek acquisitions that allow us to expand or enhance our capabilities in our existing service offerings. In analyzing new acquisitions, we pursue opportunities that provide either the critical mass to function as a profitable, stand-alone operation or are geographically situated to be complementary to our existing operations. We believe that expanding our business through strategic acquisitions will enable us to exploit economies of scale in the areas of finance, human resources, marketing, administration, information technology, and legal, while also providing cross-selling opportunities among our vertical service offerings.

Continue to focus on public sector clients while building private sector client capabilities. We have historically derived the majority of our revenue from public and quasi-public sector clients. For the nine months ended September 30, 2012, and for the years ended December 31, 2011 and 2010, approximately 62%, 65% and 58%, respectively, of our revenues were attributable to public and quasi-public sector clients. Even during

unsteady economic periods, we have capitalized on public sector business opportunities resulting from outsourcing initiatives, continued efforts to address the challenges presented by the nation's aging infrastructure system, and the need to provide solutions for transportation, energy, water, and waste water requirements. However, we also seek to obtain additional clients in the private sector, which typically sees greater growth during times of economic expansion, by networking, participating in certain organizations, and monitoring private project databases. We will continue to pursue private sector clients when such opportunities present themselves. We believe our ability to service the needs of both public and private sector clients gives us the flexibility to seek and obtain engagements regardless of the current economic conditions.

Strengthen and support our human capital. Our experienced employees and management team are our most valuable resources. Attracting, training, and retaining key personnel has 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. We will also continue to provide our personnel with training, personal and professional growth opportunities, performance-based incentives, including opportunities for stock ownership, and other competitive benefits.

Description of Services

Infrastructure, Engineering, and Support Services

We provide our clients with a broad array of services in the area of infrastructure, engineering, and support services. We possess the professional and technical expertise necessary to design and manage clients' infrastructure projects from start to finish. This integrated approach provides our clients with consistency and accountability across the life of their projects and allows us to create value by maximizing efficiencies of scale.

The specific infrastructure, engineering, and support services we offer fall into three phases of project development:

Site selection. The site selection phase includes access assessment, parcel identification, easement descriptions, land use permitting, pipeline routing analysis, site constraints analysis, surveying and mapping, and regulatory compliance.

Design. The design phase includes road design, grading design, alignment design, laydown design, station pad design, storm drain design, storm water management, water supply engineering, site planning and profile drawings, and construction cost estimating.

Construction and program management. The construction and program management phase includes plan review, bid and award assessment, monitoring services for active construction sites, scheduling assistance, drawing review, permit, approval and review processing, contractor, designer and agency coordination, cost control management, progress payment management, change order administration, compliance inspections, and evaluation of cost reduction methods.

Our specialty areas within our infrastructure, engineering, and support service offering include:

Energy. We assist major utilities and energy providers in assessing potential sites for a wide variety of new energy infrastructure projects. We provide services to energy generation and transmission clients for various types of energy source providers (i.e., wind, solar, natural gas, oil, and coal energy).

Water resources. We assist clients with a variety of projects related to water supply and distribution (such as designing water treatment plans and pilot testing), water treatment (including designing and implementing water reclamation, recycling, and reuse projects), and wastewater engineering (including wastewater facility master

planning and treatment, designing and implementing collection, treatment and disposal systems, and water quality investigations).

Transportation. We provide our clients with services related to street and roadway construction (including alignment studies, roadway inspections, and traffic control planning), the construction of highways, bridges and tunnels, and the development of rail and light rail systems.

Structural engineering. From elaborate office and industrial facilities to major highway and railroad crossings to complex rail and light rail structures to a variety of water related facilities, our structural team provides design, inspection, rehabilitation, and seismic upgrade services that include structural analysis and design, plans, specifications and estimates, structural construction management, conceptual design studies, cost studies, seismic analysis, design and retrofit, structural evaluations, earthquake damage assessments, structural repair design, and regulatory agency permitting services.

Land development. We assist our clients with many of the front-end challenges associated with private and public land development, including planning, public outreach, sustainability, flood control, drainage, and landscaping.

Surveying. We are equipped to provide our clients with a full suite of traditional surveying techniques as well as cutting edge technology services, including high-definition surveying services using three-dimensional LIDAR point clouds. Our services can be used to determine current site condition, provide real-time infrastructure measuring and mapping, preserve historic sites, aide in forensic and accident investigations, determine volume calculations, and conduct surveys for project progress.

Other services. Through our Geographic Information System services, we can provide clients with other ancillary services that include infrastructure management, property management, asset inventory, landscape maintenance, web-based mapping services, land use analysis, terrain analysis and visualization, suitability and constraints analysis, hydrology analysis, biological, agricultural and cultural inventories, population and demographic analysis, shortest path analysis, street grid density, transportation accessibility analysis, watershed analysis, floodplain mapping, groundwater availability modeling, flood insurance study preparation, risk and HAZUS mitigation assessment and analysis, mapping, data tracking, and data hosting.

Construction Quality Assurance

We provide construction quality assurance services with respect to such diverse projects as professional sports stadiums, military facilities, cultural and performing arts centers, airports, hotels, hospitals and health care facilities, fire stations, major public and private universities, and K-12 school districts. We offer these services on an “a la carte” or integrated start-to-finish basis that is intended to guide a client through each phase of a construction project. Our construction quality assurance services generally include site inspections, audits, and evaluations of materials and workmanship necessary to determine and document the quality of the constructed facility. Before a project commences, we offer our clients a variety of assessment services, including environmental, geotechnical, and structural suitability. We perform these pre-construction evaluations in order to help detect any potential problems with the proposed site that could prevent or complicate the successful completion of the project. In addition, we evaluate the onsite building conditions and recommend the best methods and materials for site preparation, excavation, and building foundations.

During development, we assist clients in designing a comprehensive construction plan, including a summary of planned construction activities, sequence, critical path elements, interrelationships, durations, and terminations. Construction planning services may also include developing procedures for project management, the change order process, and technical records handling methodology to be employed. We offer inspection services for each phase of a project, including excavation, foundations, structural framing, mechanical heating and air conditioning systems, electrical systems, underground utilities, and building water proofing systems.

Where applicable, we employ additional methods to test materials and building quality. We maintain contact with our clients' managers and, as issues are detected or anticipated, assist them in determining appropriate, cost-effective solutions. We periodically provide construction progress inspections and assessment reports. When a project is complete, we prepare an evaluation report of the project and certify the inspections for the client. After construction, we offer periodic building inspection services to ensure that the building is maintained in accordance with applicable building codes and other local ordinances to maximize the life of the project. We also offer indoor environmental quality testing during this period.

Our specialty areas within our construction quality assurance service offering include:

Construction materials testing and engineering services . We provide materials testing services related to concrete, steel, and other structural materials used in construction. We are equipped to provide these services in fabrication plants, in our laboratories, and at the project or construction site itself. Our field personnel work directly under the supervision of licensed engineers and maintain individual licenses and certifications in their respective areas of expertise. All of our in-house laboratories are inspected routinely by the Cement and Concrete Reference Laboratory ("CCRL") of the National Institute of Standards and Measures. In addition, our laboratories participate in proficiency programs conducted by the CCRL and the American Association of State Highway & Transportation Officials.

Geotechnical engineering and consulting services . We provide a wide variety of geotechnical engineering and consulting services. These services assist our clients to determine whether sites are suitable for proposed projects and to design foundation plans that are compatible with project site and use conditions. We have experienced geotechnical engineers, geologists, and earth scientists focused on providing services primarily in the southeast, northeast, and western regions of the U.S.

Forensic consulting. In the event of damage to a structure by natural or man-made causes, our professional staff is qualified to provide forensic consulting and analysis as well as expert witness services. We provide a wide variety of forensic consulting services, including studies related water intrusion, building code compliance, and claims involving insurance.

Public and Private Consulting and Outsourcing

We provide public and private consulting and outsourcing services, which primarily consist of providing a wide variety of governmental outsourcing services and consulting services that assist organizations in complying with technical government regulations and industry standards. We offer a broad array of technical outsourcing services, including traffic studies, building code plan review, code enforcement, permitting and inspections, human resources, and the administration of public works, building, and safety departments.

The trend towards increased privatization of U.S. federal, state, and local governmental services presents an opportunity for us in this service offering. faced with increased budgetary constraints and economic challenges, many governmental agencies are now seeking to outsource various services, including the running of their building departments. For building departments specifically, we typically provide a turnkey solution in exchange for a percentage of the building permit fees collected or a minimum monthly retainer. The governmental agency retains any overage without any overhead costs associated with the fee charged. Public and private consulting and outsourcing provides a positive source of revenue for us, while simultaneously increasing the efficiency and quality of service to the public. The governmental agency also gains flexibility to control service levels without the challenges of government bureaucracy. Although we plan to grow our private and public consulting and outsourcing services organically through the numerous contacts and client relationships we have with U.S. federal, state and local governments, tribal nations, and educational institutions, we are also actively pursuing acquisition opportunities that provide services in this sector.

Asset Management Consulting

Our asset management consulting service revolves around the management of existing infrastructure assets rather than new capital expenditure projects. Within our asset management consulting service, we provide facility management services, system component inspections (i.e., mechanical and electrical), energy audits and consulting, fire and safety consulting, supply chain management, consumer product certification and testing, and social accountability audits.

Occupational, Health, Safety and Environmental Consulting

Our occupational health, safety and environmental consulting service includes investigating and analyzing environmental conditions both outside and inside a building, recommending corrective measures and procedures needed to reduce liability exposure, increasing our clients' awareness of occupational health and safety issues, and helping clients comply with regulatory requirements and industrial standards through air and water quality testing, health and wellness screening, workplace safety, ergonomics, and emergency preparedness.

Strategic Acquisitions

We maintain a full-time merger and acquisitions ("M&A") initiative with executive personnel specifically dedicated to identifying acquisition targets, exploring acquisition opportunities, negotiating terms, and overseeing the acquisition and post-acquisition integration. From 1994 to the present, across various prior-company employment, our M&A team has completed approximately 40 transactions in the engineering and consulting industry. Over the course of these transactions, our M&A team has established extensive relationships throughout the industry and continues to maintain an established pipeline of potential acquisition opportunities.

We seek acquisitions that allow us to expand or enhance our capabilities in our existing service offerings. In analyzing new acquisitions, we pursue opportunities that provide either the critical mass to function as a profitable, stand-alone operation or are geographically situated to be complementary to our existing operations. Acquisition targets must include an experienced management team that is compatible with our culture and thoroughly committed to our strategic direction. We believe we add value to the operations of our acquisitions by providing superior corporate marketing and sales support, cash management, financial controls, information technology, risk management and human resources support through a performance optimization process. Our performance optimization process, which was developed by our executives through their extensive experience in acquiring and integrating these types of companies, entails a review of both back office and operational functions to, among other things, identify how to improve (i) inefficiencies related to the delivery of our services to customers, (ii) the performance of a new acquisition through the integration of personnel into our organization, (iii) the risk management of a new acquisition, (iv) the integration of technology and shared services platforms, and (v) cross-selling opportunities to create synergies with our service offerings.

Key Clients and Projects

We currently serve over 800 different clients. While our ten largest clients accounted for approximately 50%, 43% and 46% of our consolidated contract revenue during the nine months ended September 30, 2012 and years ended December 31, 2011 and 2010, respectively, no single client accounted for more than 10% of our revenue during those periods, with the exception of San Diego Gas & Electric, which accounted for approximately 20% and 14% of our revenues for the nine months ended September 30, 2012 and the year ended December 31 2011, respectively. Although we serve a highly diverse client base, for the nine months ended September 30, 2012 and for the years ended December 31, 2011 and 2010 approximately 62%, 65% and 58%, respectively, of our revenues were attributable to public and quasi-public sector clients. In this regard, public sector clients include U.S. federal, state, and local government departments, agencies, systems, and authorities, including the U.S. Department of Defense, transportation agencies, educational systems, and public housing authorities, while quasi-public sector clients include utility service providers, energy producers, and healthcare

providers. Of our private sector clients, our largest clients are contractors, construction engineering firms, and institutional property owners.

Although we anticipate public and quasi-public sector clients to represent the majority of our revenues for the foreseeable future, we intend to continue expanding our service offerings to private sector clients. Historically, public and quasi-public sector clients have demonstrated greater resilience during periods of economic downturns, while private sector clients have offered higher gross profit margin opportunities during periods of economic expansion.

Marketing and Sales

We strive to position ourselves as a preferred, single-source provider of professional and technical consulting and certification services to our clients. We obtain client engagements primarily through business development efforts, cross-selling of our services to existing clients, and maintaining client relationships, as well as referrals from existing and former clients.

Our business development efforts emphasize lead generation, industry group networking, and corporate visibility. Most of our business development efforts are led by members of our engineering and other professional teams, who are also responsible for managing projects. Our business development efforts are further supported by our shared services marketing group, which consists of a seasoned marketing manager and marking support personnel located at our corporate headquarters as well as several of our operating units.

As our service offerings become more expansive, we anticipate increasing our cross-selling opportunities. Currently, we are often able to offer our construction quality assurance services in conjunction with our infrastructure, engineering, and support services to the same clients.

In our experience, there has been a recent trend in the engineering and consulting industry in which client relationships have shifted away from project-specific engagements and toward long-term, multi-project relationships. This shift requires that service providers commit considerable resources toward maintaining client relationships, including dedicating both technical and marketing resources tailored to the specific needs clients. We are committed to maintaining our client relationships by, among other things, remaining responsive to our clients' needs and continuing to offer a broad range of quality service offerings and value added solutions.

Employees

As of January 15, 2013, we had approximately 439 employees, including approximately 349 full-time employees, which includes approximately 168 licensed engineers and other professionals. Our employee attrition rate for 2011 among all staff, part-time and full-time, was approximately 25%. To date, however, we have been able to locate and engage highly qualified employees as needed and do not expect our growth efforts to be constrained by a lack of qualified personnel. We consider our employee relations to be good.

Backlog

As of December 31, 2012, we had approximately $45.0 million of gross revenue backlog expected to be recognized over the next 12 months. Most of our government contracts are multi-year contracts for which funding is appropriated on an annual basis. With respect to such government contracts, our backlog includes only those amounts that have been funded and authorized and does not reflect the full amounts we may receive over the term of such contracts. In the case of non-government contracts, our backlog includes future revenue at contract rates, excluding contract renewals or extensions that are at the discretion of the client. For contracts with a not-to-exceed maximum amount, we include revenue from such contracts in backlog to the extent of the remaining estimated amount. We calculate backlog without regard to possible project reductions or expansions or potential cancellations until such changes or cancellations occur.

Backlog is expressed in terms of gross revenue and, therefore, may include significant estimated amounts of third-party or pass-through costs to subcontractors and other parties. Moreover, our backlog for the period beyond 12 months may be subject to variations from year-to-year as existing contracts are completed, delayed, or renewed or new contracts are awarded, delayed, or cancelled. As a result, we believe that year-to-year comparisons of the portion of backlog expected to be performed more than one year in the future are difficult to assess and not necessarily indicative of future revenues or profitability. Because backlog is not a defined accounting term, our computation of backlog may not necessarily be comparable to that of our industry peers.

Competition

We believe that the engineering and consulting industry is highly fragmented, characterized by many small-scale companies that focus their operations on regional markets or specialized niche activities. As a result, we compete with a large number of regional, national, and global companies. Certain of these competitors have broader service offerings and greater financial and other resources than we do. Others are smaller, more specialized, and concentrate their resources in particular areas of expertise. The extent of our competition varies according to the particular markets and geographic area. The degree and type of competition we face is also influenced by the type and scope of a particular project.

We believe the providers of engineering and consulting services primarily compete on the quality of service, relevant experience, staffing capabilities, reputation, geographic presence, stability, and price. Price differentiation remains an important element in competitive tendering and is the most significant factor in bidding for public sector consultancy contracts. The importance of the foregoing factors varies widely based upon the nature, location, and size of the project. We believe that certain economies of scale can be realized by service providers that establish a national reputation for providing engineering and consulting services in all five of the service sectors in which we do business. Since the demand for engineering and consulting services within each service offering is viewed as only moderately correlated with the demand for services within the other service offerings, we are of the view that engineering and consulting firms can benefit considerably from diversified service offerings.

The number of competitors for any procurement can vary widely, depending upon technical qualifications, the relative value of the project, geographic location, the financial terms, the risks associated with the work, and any restrictions placed upon competition by the client. Our ability to compete successfully will depend upon the effectiveness of our marketing efforts, the strength of our client relationships, our ability to accurately estimate costs, the quality of the work we perform, our ability to hire and train qualified personnel, and our ability to obtain insurance.

We believe our principal competitors include the following firms (in alphabetical order): AECOM Technology Corporation (NYSE: ACM), AMEC plc (LSE: AMEC), Bureau Veritas (PAR: BVI), Cardno Limited (ASX: CDD), Intertek Group plc (LSE:ITRK), Jacobs Engineering Group Inc. (NYSE: JEC), Kleinfelder & Associates, Professional Service Industries, Inc., Terracon Consultants, Inc., Tetra Tech, Inc. (NASDAQ: TTEK), TRC Companies, Inc. (NYSE: TRR), URS Corporation (NYSE: URS), Willdan Group (NASDAQ: WLDN), and WS Atkins plc (LSE:ATK).

Seasonality

Due primarily to inclement weather conditions, which lead to project delays and slower completion of contracts, and a higher number of holidays, our operating results during the months of December, January, and February are generally lower than our operating results during other months. As a result, our revenue and net income for the first and fourth quarters of a fiscal year may be lower than our results for the second and third quarters of a fiscal year.

Insurance and Risk Management

We maintain insurance covering professional liability and claims involving bodily injury and property damage. We consider our present limits of coverage, deductibles, and reserves to be adequate. Wherever possible, we endeavor to eliminate or reduce the risk of loss on a project through the use of quality assurance and control, risk management, workplace safety, and similar methods.

Risk management is an integral part of our project management approach for fixed-price contracts and our project execution process. We have a risk management group that reviews and oversees the risk profile of our operations. This group also participates in evaluating risk through internal risk analyses in which our corporate management reviews higher-risk projects, contracts, or other business decisions that require corporate approval.

Regulation

We are regulated in a number of fields in which we operate. We contract with various U.S. governmental agencies and entities. When working with U.S. governmental agencies and entities, we must comply with laws and regulations relating to the formation, administration, and performance of contracts. These laws and regulations contain terms that, among other things:

- require certification and disclosure of all costs or pricing data in connection with various contract negotiations;
- impose procurement regulations that define allowable and unallowable costs and otherwise govern our right to reimbursement under various cost-based U.S. government contracts; and
- restrict the use and dissemination of information classified for national security purposes and the exportation of certain products and technical data.

Internationally, we are subject to various government laws and regulations (including the FCPA and similar non-U.S. laws and regulations), local government regulations, procurement policies and practices, and varying currency, political, and economic risks.

To help ensure compliance with these laws and regulations, our employees are sometimes required to complete tailored ethics and other compliance training relevant to their position and our operations.

Properties

Our principal executive offices are located at 200 South Park Road, Suite 350, Hollywood, Florida. We do not own any real property. We currently operate out of more than 20 leased locations. Our lease terms vary from month-to-month to multi-year commitments. Our annual base rents also vary, ranging from $11,400 plus operating expenses to over $354,000 plus operating expenses. We do not consider any of these leased properties to be materially important to us. While we believe it is necessary to maintain offices through which our services are coordinated, we feel there are an ample number of available office rental properties that could adequately serve our needs should we need to relocate or expand our operations.

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 prospectus, 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.

Table of Contents

MANAGEMENT

Executive Officers, Directors, and Director-Nominees

The following table sets forth information regarding our executive officers, directors, and director-nominees.

Name	Age	Position
Dickerson Wright	66	Chairman of the Board of Directors, Chief Executive Officer and President
Richard Tong	44	Executive Vice President and General Counsel
Alexander A. Hockman	55	Executive Vice President
Donald C. Alford	69	Executive Vice President of NV5 and Director-Nominee
Michael P. Rama	46	Vice President and Chief Financial Officer
Mary Jo O'Brien	50	Executive Vice President, Chief Administrative Officer and Secretary
Gerald J. Salontai	58	Director-Nominee
Jeffrey A. Liss	65	Director-Nominee
William D. Pruitt	72	Director-Nominee

Dickerson Wright. Mr. Wright has served as our Chairman of the Board, Chief Executive Officer, and President since our inception in December 2009 and has over 35 years of uninterrupted experience in managing and developing engineering companies. From February 2008 through November 2009, Mr. Wright served as the Chief Executive Officer of Nova Group Services, Inc., a private equity sponsored engineering and consulting services company. From September 2002 until January 2008, Mr. Wright served as the Chief Executive Officer of Bureau Veritas, U.S., an international engineering and consulting company, where he was responsible for developing the company's U.S. operations through strategic acquisitions and follow-on growth. Before Mr. Wright joined Bureau Veritas, the company had minimal presence in the U.S. By the time Mr. Wright left in January 2008, Bureau Veritas' U.S. operations employed 2,700 people in 67 offices and generated $280.0 million a year in revenue. Mr. Wright founded U.S. Laboratories, an engineering and consulting firm, in October 1993 and served as its Chief Executive Officer through its initial public offering in 1999 and ultimate sale to Bureau Veritas in 2002. Prior to founding U.S. Laboratories, Mr. Wright held several senior management positions at national firms, including Professional Services Industries, American Engineering Laboratories, and U.S. Testing and was the founder of Western States Testing. Mr. Wright earned a Bachelor of Science degree in Engineering from Pacific Western University and is a board certified engineer in California and Wisconsin. Our board of directors believes that Mr. Wright's experience founding, managing, and building engineering and consulting firms into national engineering platforms, including a publicly traded engineering and consulting firm, provides us with highly valuable industry specific business, leadership, and management experience.

Richard Tong. Mr. Tong has served as our Executive Vice President and General Counsel since September 2011 and as the Executive Vice President and General Counsel of NV5 since April 2010. Mr. Tong has more than 15 years of experience working in the testing and inspection industry. In his capacity as Executive Vice President and General Counsel, Mr. Tong devotes a considerable amount of time to acquisitions, strategic planning, corporate compliance, and legal matters. From November 2008 through November 2009, Mr. Tong served as the Executive Vice President and General Counsel of Nova Group Services, Inc., an engineering and consulting services company. Mr. Tong also served as the Executive Vice President and General Counsel for Bureau Veritas from January 2003 until November 2008 and headed Bureau Veritas' Legal, Ethics, Compliance, and Risk Management programs in North America. Mr. Tong earned a Bachelor of Science degree in both Biology and Chemistry and a Juris Doctorate degree from the University of Miami and is a licensed attorney in Florida.

Alexander A. Hockman. Mr. Hockman has served as our Executive Vice President since September 2011 and as the President of NV5 – Southeast since February 2010 and has more than 27 years of diverse experience in the fields of construction inspections, materials testing, geotechnical, environmental, waterfront, construction, and building envelope consulting. From March 2003 until March 2010, Mr. Hockman served as the Chief Operating Officer for the Construction Materials Testing Division of Bureau Veritas. From 1985 until its acquisition by Bureau Veritas in 2003, Mr. Hockman served as the President of Intercounty Laboratories. Mr. Hockman earned a Bachelor of Science degree in Civil Engineering from Florida International University and is a licensed engineer in Florida.

Donald C. Alford. Mr. Alford will become a member of our board of directors effective upon the consummation of this offering. Mr. Alford has served as the Executive Vice President of Strategic Growth of NV5 since February 2010 and is responsible for M&A and other growth initiatives. From February 2007 until February 2010, Mr. Alford held a similar position with Nova Group Services, Inc. From November 2002 to November 2006, Mr. Alford acted as the exclusive M&A agent in the U.S. for Bureau Veritas, and, from 1998 to 2002, Mr. Alford served as the Executive Vice President and Secretary and was in charge of strategic growth for U.S. Laboratories. Mr. Alford earned a Bachelor of Arts degree in History from Princeton University and a Master of Business Administration degree from the University of Virginia. Mr. Alford also served as an officer in the U.S. Marine Corps from 1965 until 1968. Our board of directors believes that Mr. Alford has invaluable knowledge and experience in leading engineering and consulting companies through early stage development, commercialization, private funding, initial public offering, and sustained profitability and growth, as well as extensive industry M&A experience, which will aid us in the successful implementation and maintenance of our strategic growth plan.

Michael P. Rama. Mr. Rama has served as our Vice President and Chief Financial Officer since September 2011 and as the Vice President and Chief Financial Officer of NV5 since August 2011. Mr. Rama has more than 18 years of experience in construction, development, and real estate management. Mr. Rama is responsible for all accounting, finance, and treasury functions and our Securities and Exchange Commission reporting. From October 1997 until August 2011, Mr. Rama held various accounting and finance roles with Avatar Holdings Inc. (NASDAQ: AVTR), including Principal Financial Officer, Chief Accounting Officer, and Controller. Mr. Rama's experience includes Securities and Exchange Commission reporting, establishment and maintenance of effective internal controls, capital market transactions, and acquisitions. Mr. Rama earned a Bachelor of Science degree in accounting from the University of Florida and is a Certified Public Accountant.

Mary Jo O'Brien. Ms. O'Brien has served as our Executive Vice President, Chief Administrative Officer and Secretary since September 2011 and as the Executive Vice President of Human Resources and Administration of NV5 since January 2010. Ms. O'Brien has more than 24 years of experience in human resources, administration and the engineering and consulting engineering industry. From March 2008 through November 2009, Ms. O'Brien served as the Director of Human Resources for Nova Group Services, Inc. Prior to March 2008, Ms. O'Brien held various management positions with Bureau Veritas NA from September 2002 to January 2008. From November 1987 to August 2002, Ms. O'Brien served in similar human resources and administrative capacities for Testing Engineers - San Diego and U.S. Laboratories. Ms. O'Brien earned a Bachelor's degree in Communications and Business Economics from the University of California at San Diego.

Gerald J. Salontai. Mr. Salontai will become a member of our board of directors effective upon the consummation of this offering. Mr. Salontai has over 35 years of progressive technical, management, and leadership experience in the engineering and construction industry. Mr. Salontai is currently the Chief Executive Officer of Salontai Consulting Group, a management advisory company focused on assisting companies achieve success in the areas of strategy, business management, and leadership. From January 1998 until March 2009, Mr. Salontai served as Chairman of the Board and Chief Executive Officer of The Kleinfelder Group, Inc., a management, planning, engineering, science, and construction services consulting company headquartered in San Diego, California. Prior to his time at Kleinfelder, Mr. Salontai held a number of management positions in several firms, including serving as the President and Chief Operating Officer, and his responsibilities included

strategy implementation, sales execution, delivery of services, quality, customer satisfaction, and overall profit and loss. Mr. Salontai earned both a Bachelor of Science and Master's degree in Civil Engineering from Long Beach State University and graduated from the Executive Management Program at the University of California, Berkeley. Our board of directors believes that Mr. Salontai's past experience, including his substantial experience in governance and risk management across a wide range of industries, provides our board of directors with a keen understanding and a valuable perspective regarding how to achieve lasting success in the areas of engineering and construction related services.

Jeffrey A. Liss. Mr. Liss will become a member of our board of directors effective upon the consummation of this offering. Mr. Liss has over 25 years of progressive experience providing technical, trade, and consulting services to multi-national inspection and testing companies and the government and has a successful record of generating growth and increasing profitability in highly volatile business environments. Since 2001, Mr. Liss has served as a consultant providing investment and business consulting services relating to strategic planning, business valuation, and turnaround environments. From 1988 to 2000, he served as President and Chief Executive Officer of Intertek Testing Services International, an international company that maintained 36 offices throughout the world. During his tenure, Mr. Liss was based both in the U.S. and overseas, and served as a member of the executive board of the parent company. Prior to joining Intertek Testing Services, Mr. Liss served as the Vice President of SGS Government Programs, responsible for administrative centers in the U.S. serving government principals in Latin America and the Caribbean. Mr. Liss also spent six years serving on the board of directors of Brookwood Florida-East, a charitable organization providing residential services to troubled adolescents. Mr. Liss earned a Bachelor of Science degree in Mechanical Engineering and a Master of Science degree in Management from Rensselaer Polytechnic Institute. Our board of directors believes that Mr. Liss has significant relevant industry experience working with inspection and testing companies in both the public and private sectors which, combined with his international management experience, brings an exceptional global perspective that will aid our board of directors in making sound decisions regarding our expansion into international markets.

William D. Pruitt. Mr. Pruitt will become a member of our board of directors effective upon the consummation of this offering. Mr. Pruitt has served as General Manager of Pruitt Enterprises and President of Pruitt Ventures, Inc. since 2000. Mr. Pruitt has served as an independent board member and a member of the audit committee of MAKO Surgical Corp., a developer of robots for knee and hip surgery, since 2008. Mr. Pruitt has also served as an independent board member and chairman of the audit committee of Swisher Hygiene, Inc., a hygiene services company, since 2011. Mr. Pruitt served as an independent board member of The PBSJ Corporation, an international professional services firm, from 2005 to 2010. Mr. Pruitt served as chairman of the audit committee of KOS Pharmaceuticals, Inc., a fully integrated specialty pharmaceuticals company, from 2004 until its sale in 2006. He was also chairman of the audit committee for Adjoined Consulting, Inc., a full-service management consulting firm, from 2000 until it was merged into Kanbay International, a global consulting firm, in 2006. From 1980 to 1999, Mr. Pruitt served as the managing partner for the Florida, Caribbean, and Venezuela operations of the independent auditing firm of Arthur Andersen LLP. Mr. Pruitt earned a Bachelor of Business Administration degree from the University of Miami and is a Certified Public Accountant (inactive). Our board of directors believes that Mr. Pruitt's extensive experience with public and financial accounting matters for corporate organizations, as well as experience as a consultant to and director of other public companies, provides significant insight and expertise to our board of directors.

There are no family relationships among any of our officers, directors, or director-nominees.

Board of Directors and Committees

Board Composition

Our board of directors currently consists of one person, Mr. Wright. Effective upon the consummation of this offering, our board of directors will consist of five directors, comprised of Mr. Wright and our four director-

nominees, Messrs. Alford, Salontai, Liss, and Pruitt. Our board of directors has affirmatively determined that each of Messrs. Salontai, Liss, and Pruitt is "independent", as defined by the Marketplace Rules of the Nasdaq Stock Market. Under the Marketplace Rules, a director can be independent only if the director does not trigger a categorical bar to independence and our board of directors affirmatively determines that the director does not have a relationship which, in the opinion of our board of directors, would interfere with the exercise of independent judgment by the director in carrying out the responsibilities of a director.

Currently, our directors are elected annually to serve until the next annual meeting of stockholders, until their successors are duly elected and qualified, or until their earlier death, resignation, disqualification, or removal. Directors may be removed at any time with or without cause by the affirmative vote of the holders of a majority of the voting power then entitled to vote.

Board Committees

Our board of directors directs the management of our business and affairs, as provided by the Delaware General Corporation Law, and conducts its business through meetings of the board of directors. Effective upon the closing of this offering, our board of directors will establish three standing committees: an audit committee; a compensation committee; and a nominating and governance committee. In addition, from time to time, special committees may be established under the direction of the board of directors when necessary to address specific issues. The composition of the board committees will comply, when required, with the applicable rules of the exchange on which our common stock is listed and applicable law. Our board of directors will adopt a written charter for each of the standing committees. These charters will be available on our website following the completion of the offering.

Audit committee. Our audit committee will be comprised solely of "independent" directors, as defined under and required by Rule 10A-3 of the Exchange Act and the rules of Nasdaq. Our audit committee will be directly responsible for, among other things, the appointment, compensation, retention, and oversight of our independent registered public accounting firm. The oversight includes reviewing the plans and results of the audit engagement with the firm, approving any additional professional services provided by the firm and reviewing the independence of the firm. Commencing with our first report on internal controls over financial reporting, the committee will be responsible for discussing the effectiveness of the internal controls over financial reporting with our independent registered public accounting firm and relevant financial management. The members of this committee will be Messrs. Salontai, Liss, and Pruitt, with Mr. Pruitt initially serving as chairman. Our board of directors has determined that Mr. Pruitt qualifies as an "audit committee financial expert", as defined by the rules under the Exchange Act.

Compensation committee. Our compensation committee will consist solely of directors who are "independent", as defined under and required by the rules of Nasdaq, "non-employee directors" under Section 16 of the Exchange Act, and "outside directors" for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). The compensation committee will be responsible for, among other things, supervising and reviewing our affairs as they relate to the compensation and benefits of our executive officers and non-employee directors. In carrying out these responsibilities, the compensation committee will review all components of executive compensation for consistency with our compensation philosophy and with the interests of our stockholders. The members of this committee will be Messrs. Salontai, Liss and Pruitt, with Mr. Salontai initially serving as chairman.

Nominating and governance committee. Our nominating and governance committee will consist solely of "independent" directors, as defined under and required by the rules of Nasdaq. The nominating and governance committee will be responsible for, among other things, identifying individuals qualified to become board members; selecting, or recommending to the board of directors, director-nominees for each election of directors; developing and recommending to the board of directors criteria for selecting qualified director candidates; considering committee member qualifications, appointments, and removals; recommending corporate

governance principles, codes of conduct, and compliance mechanisms; providing oversight in the evaluation of the board of directors and each committee; and developing an appropriate succession plan for our chief executive officer. The members of this committee will be Messrs. Salontai, Liss, and Pruitt, with Mr. Liss initially serving as chairman.

Board Leadership Structure

We do not currently separate the roles of Chief Executive Officer and Chairman of the Board. Our board of directors has determined, in connection with our adoption of certain corporate governance principles in connection with this offering, that one of our independent directors should serve as a lead director at any time when the title of Chairman is held by an employee director or there is no current Chairman. The lead director's responsibilities will include, among other things, presiding over periodic meetings of our independent directors and overseeing the function of our board of directors and committees. Our board of directors intends to appoint Mr. Liss as our lead independent director effective upon the closing of this offering.

Board of Directors' Role in Risk Oversight

One of the key functions of our board of directors is informed oversight of our risk management process. Our board of directors will not have a standing risk management committee, but rather intends to administer this oversight function directly through our board of directors as a whole, as well as through various board of directors standing committees that address risks inherent in their respective areas of oversight. In particular, our board of directors is responsible for monitoring and assessing strategic risk exposure, and our audit committee will have the responsibility to consider and discuss our major financial risk exposures and the steps our management has taken to monitor and control these exposures. The audit committee also will have the responsibility to issue guidelines and policies to govern the process by which risk assessment and management is undertaken, monitor compliance with legal and regulatory requirements, and oversee the performance of our internal audit function. Our nominating and corporate governance committee will monitor the effectiveness of our corporate governance guidelines, including whether they are successful in preventing illegal or improper liability-creating conduct. Our compensation committee will assess and monitor whether any of our compensation policies and programs have the potential to encourage excessive risk-taking.

Limitation of Liability and Indemnification

For information concerning limitation of liability and indemnification applicable to our directors, executive officers, and, in certain cases, employees, please see "Description of Capital Stock" located elsewhere in this prospectus.

Code of Business Conduct and Ethics

In connection with this offering, our board of directors will adopt a code of business conduct and ethics that will apply to all of our employees, officers, and directors. Upon completion of this offering, the full text of our code of business conduct and ethics will be available on our website at www.nv5.com. Information on, or accessible through, our website is not part of this prospectus. We expect that any amendments to the code, or any waivers of its requirements, will be disclosed on our website.

Director Compensation

Beginning upon the consummation of this offering, we intend to pay our non-employee directors an annual cash retainer of $30,000 for their board service, payable in quarterly cash installments, and a per meeting fee of $1,000 for each in-person meeting of the board of directors attended and $500 for each video or telephonic meeting attended. Each non-employee director may elect once a year to receive stock in lieu of the cash retainer. In addition, each non-employee director will receive, upon his or her initial appointment to our board of directors

and each subsequent election to serve an additional one-year term, an equity award under our 2011 Equity Plan, as discussed below, valued at $20,000 on the date of grant. Such equity awards are expected to be subject to a one-year vesting requirement and are expected to be made by our board of directors within one week of each such appointment or election. We will reimburse all of our directors for reasonable expenses incurred to attend our board and board committee meetings.

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EXECUTIVE COMPENSATION

Compensation of Named Executive Officers

The following table sets forth the total compensation earned for services rendered during fiscal year 2012 by our named executive officers who consist of our principal executive officer, our principal financial officer, and our three other most highly compensated executive officers. Our named executive officers for 2012 are set forth in the table below.

2012 SUMMARY COMPENSATION TABLE

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards ($) (2)	Option Awards ($)	Non-Equity Incentive Plan Compensation ($)	All Other Compensation ($) (3)	Total ($)
Dickerson Wright *Chairman, Chief Executive Officer and President*	2012	$ 400,000	$ —	$ 49,987	$ —	$ —	$ —	$ 449,987
Richard Tong *Executive Vice President and Secretary*	2012	$ 230,000	$ 20,000	$ 19,993	$ —	$ —	$ 9,600	$ 279,593
Alexander A. Hockman *Executive Vice President*	2012	$ 290,385(1)	$ 100,000	$ 19,993	$ —	$ —	$ —	$ 410,378
Donald C. Alford *Executive Vice President*	2012	$ 240,000	$ —	$ —	$ —	$ —	$ 7,200	$ 247,200
Michael P. Rama *Vice President and Chief Financial Officer*	2012	$ 178,077	$ —	$ 2,502	$ —	$ —	$ —	$ 180,579

(1) Mr. Hockman's annual salary was increased to $300,000 effective March 4, 2012.

(2) Represents restricted shares granted in April 2012 pursuant to our 2011 Equity Plan. The restricted shares' fair value was estimated to be $7.21 per share, the estimated fair value of the Company's equity on the grant date. These restricted share awards provide for service based vesting after three years.

(3) Such named executive officer participated in our 401(k) plan and received a 2012 employer match that may be subject to forfeiture.

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Outstanding Equity Awards

The following table sets forth information with respect to outstanding equity awards at the end of fiscal year 2012 for our named executive officers.

Name and Principal Position	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options Exercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date ($)	Number of Shares or Units of Stock that Have Not Vested (#)	Market Value of Shares or Units of Stock that Have Not Vested ($) (1)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights that Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)
Dickerson Wright	—	—	—	—	—	6,933	$ 49,987(1)	—	—
Richard Tong	—	—	—	—	—	65,624	$ 473,149(1)	—	—
Alexander A. Hockman	—	—	—	—	—	128,474	$926,298(1)	—	—
Donald C. Alford	—	—	—	—	—	62,851	$ 453,156(1)	—	—
Michael P. Rama	—	—	—	—	—	347	$ 2,502(1)	—	—

(1) Calculated by multiplying the number of restricted shares of common stock held by $7.21, which is an internal estimated price per share as December 31, 2012 since there is no trading market for our shares.

Employment Agreements

We have written employment agreements with certain of our named executive officers that provide for, among other things, the payment of base salary, reimbursement of certain costs and expenses, and for each named executive officer's participation in our bonus plan and employee benefit plans.

We entered into employment agreements with Donald Alford effective August 1, 2010, Richard Tong and Alexander A. Hockman effective October 1, 2010, Dickerson Wright effective April 11, 2011, and Michael Rama effective January 25, 2012 that govern the terms of their respective service with us. With the exception of Mr. Wright's employment agreement, each agreement provides for a term of employment commencing on the date of the agreement and continuing until we or the executive provide 30-days written notice of termination to the other party, upon termination by us for cause, or upon the executive's death or disability. Except with respect to certain items of compensation, as described below, the terms of each agreement are similar in all material respects.

The agreements provide for an annual base salary of $240,000 for Mr. Alford, $200,000 for each of Messrs. Tong and Hockman, and $180,000 for Mr. Rama, subject to annual review by our board of directors. Mr. Tong's annual base salary was increased by our board of directors to $230,000 effective October 3, 2011, and Mr. Hockman's annual base salary was increased by our board of directors to $250,000 effective February 1, 2011. Messrs. Tong's, Hockman's, and Rama's agreements entitle such executive to receive up to a 50% performance bonus based on criteria established upon employment and to receive reimbursement of expenses incurred in connection with the business in an amount not to exceed on an annual basis 10% of such executive's annual base salary. Mr. Alford's agreement entitles him to receive up to a 75% performance bonus based on criteria established upon employment and to receive reimbursement of all reasonable and necessary expenses incurred in connection with the business. Mr. Alfold's agreement also entitles him to a $600 per month auto allowance.

The agreement with Mr. Wright provides for an annual base salary of $400,000, subject to annual review by our board of directors and subject to an annual increase equal to the greater of a CPI adjustment or 5%. The agreement with Mr. Wright entitles him to receive up to a 75% performance bonus based on criteria established by our board of directors and to receive reimbursement of all reasonable expenses incurred in connection with the business.

On March 18, 2011, we entered into an amendment to each of Messrs. Tong's and Hockman's agreements providing that in the event of a Change in Control, as defined below, during the term of executive's employment we are obligated to pay such executive a single lump sum payment, within 30 days of the termination of such executive's employment, equal to such executive's annual base salary for two years, plus any unused vacation pay and the value of the annual fringe benefits for the year immediately preceding the year in which such executive's employment terminates, plus the value of the portion of such executive's benefits under any savings, pension or profit sharing plans that are forfeited under those plans by reason of the termination of such executive's employment. Further, if a Change in Control occurs during such executive's employment, then such executive's equity awards, if any, shall immediately vest, notwithstanding any other provision in such respective agreement to the contrary. A "Change in Control" means approval by our stockholders of (i)(a) a reorganization, merger, consolidation or other form of corporate transaction or series of transactions, in each case, with respect to which persons who were our stockholders immediately prior to such transaction do not, immediately thereafter, own more than 50% of the combined voting power entitled to vote generally in the election of directors of the reorganized, merged or consolidated company's then outstanding voting securities, in substantially the same proportions as their ownership immediately prior to such transaction, (b) our liquidation or dissolution, or (c) the sale of all or substantially all of our assets (unless such reorganization, merger, consolidation or other corporate transaction, liquidation, dissolution or sale is subsequently abandoned); or (ii) the acquisition in a transaction or series or transactions by any person, entity or "group", within the meaning of Section 13(d)(3) or 14(d)(2) of the Exchange Act, of more than 50% of either the then outstanding shares of common stock or the combined voting power of our then outstanding voting securities entitled to vote generally in the election of directors (a "Controlling Interest"), excluding any acquisitions by (a) us or our subsidiaries, (b) any person, entity or "group" that as of the date of the amendments to the employment agreements owns beneficial ownership (within the meaning of Rule 13d-3 of the Exchange Act of a Controlling Interest, or (c) any employee benefit plan of ours or our subsidiaries.

Each agreement entitles the executive to receive customary and usual fringe benefits generally available to our executive officers, and to be reimbursed for reasonable out-of-pocket business expenses. Pursuant to Mr. Wright's employment agreement, we have also agreed to pay monthly management fees of $5,500 to a non-related third party, Chatham Enterprises, LLC, relating to an aircraft in which Mr. Wright has an ownership interest.

Except as described below with respect to Mr. Wright's employment agreement, the agreements prohibit the executives from engaging in any work that creates an actual conflict of interest with us, and include customary confidentiality, non-competition and non-solicitation covenants that prohibit such executives, during their employment with us and for 12 months thereafter, from (i) using or disclosing any confidential proprietary information of our company, (ii) engaging in any manner, or sharing in the earnings of or investing in, any person or entity engaged in any business that is in the same line of business as us, (iii) soliciting our current customers with whom such executive has contact on our behalf during the two years immediately preceding such executive's termination, (iv) inducing or attempting to induce any of our employees to leave our employ, and (v) interfering with the business of our company by way of disrupting our relationships with customers, agents, representatives or vendors. Mr. Wright's agreement provides that (i) the foregoing non-competition covenant does not apply following the termination of employment if his employment is terminated without cause or for good reason (as defined below), (ii) the foregoing non-solicitation of employees covenant applies with respect to any current employee or any former employee who was employed by us within the prior six months, and (iii) the foregoing non-solicitation of customers covenant applies to all actual or targeted prospective clients of ours to the extent solicited on behalf of any person or entity in connection with any business competitive with our business.

As consideration and compensation to such executives for, and subject to such executives' adherence to the above covenants and limitations, we have agreed that during the one-year non-competition period following each such executive's termination to continue to pay each such executive's base salary in the same manner as if such executive continued to be employed by us.

Unless otherwise noted above, upon termination of employment under the agreements, we are only required to pay the executives such portions of their respective annual base salary that have accrued and remain unpaid through the effective date of such executive's termination, and we have no further obligation whatsoever to such executive other than reimbursement of previously incurred expenses which are appropriately reimbursable under our expense reimbursement policy; provided, however, that in the event of termination of employment due to the death of an executive, we will continue to pay to such executive's estate such executive's annual base salary for the period through the end of the calendar month in which such death occurs.

In the event of a merger or consolidation of our company with another corporation or entity, or if substantially all of our assets are sold or otherwise transferred to another corporation or entity, the provisions of the agreements will be binding upon and inure to the benefit of the continuing or surviving corporation.

Change in Control Provisions, Severance Benefits and Employment Agreements

We have not adopted a companywide severance policy. With the exception of Mr. Wright's employment agreement, which provides for an initial term of five years, all of our employees are considered at-will and their employment can be terminated by either us or the employee upon 30 days written notice. While certain named executive officers' employment agreements contain provisions related to payments due to the executive upon a Change in Control of our company, with the exception of Mr. Wright's employment agreement and the payments to each of the other named executive officers during the one-year non-competition period, none of our employment agreements provide for post-termination benefits unrelated to a Change in Control.

The following table sets forth information with respect to the value of payments or vesting acceleration, as applicable, such named executive officer would be entitled to receive assuming a qualifying termination or Change in Control, as applicable, as of December 31, 2012.

Name and Principal Position	Severance Amount ($)	Early Vesting of Stock Options ($)	Early Vesting of Restricted Stock ($) (1)	Continuation of Benefits ($)	Unused Vacation ($)	Total ($)
Dickerson Wright	$1,316,667(6)	—	$ 49,987	$ 21,916	$ 52,320	$ 1,440,890
Richard Tong	$ 460,000	—	$ 473,142(2)	$ 20,215	$ 13,319	$ 966,676
Alexander A. Hockman	$ 600,000	—	$926,298(3)	$ 21,886	$ 18,401	$1,566,585
Donald C. Alford	$ 480,000	—	$ 453,156(4)	$ 634	$ 9,080	$ 942,870
Michael P. Rama	$ —	—	$ —	$ —	$ 6,218	$ 6,218
MaryJo O'Brien	$ 350,000		$ 473,149(5)	$ 13,281	$15,524	$ 851,954

(1) Calculated by multiplying early vesting of restricted shares by $7.21 which is based on an internal estimate price per share as of December 31, 2012.
(2) Reflects vesting of 65,623 restricted shares.
(3) Reflects vesting of 128,474 restricted shares.
(4) Reflects vesting of 62,851 restricted shares.
(5) Reflects vesting of 65,624 restricted shares.
(6) In accordance with Mr. Wright's Agreement severance upon termination without cause, resignation for good reason, death or disability will be paid for the longer of (i) the remain of his employment term or (ii) twelve months.

Payments Made Under Mr. Wright's Employment Agreement

The following discussion applies exclusively to Mr. Wright, our Chairman, Chief Executive Officer, and President.

Upon termination for cause or resignation without good reason. In the event Mr. Wright is terminated for cause or resigns his employment without good reason, we are required pursuant to Mr. Wright's employment agreement to:

- pay Mr. Wright any unpaid base salary earned through the date of termination or resignation; and
- reimburse Mr. Wright for reasonable business expenses incurred prior to the date of termination or resignation.

Under Mr. Wright's employment agreement "cause" is defined to include (i) an action or omission of the executive which constitutes a willful and material breach of, or failure or refusal (other than by reason of disability) to perform his duties under Mr. Wright's employment agreement, which is not cured within 15 days after notice thereof, (ii) fraud, embezzlement, misappropriation of funds or breach of trust in connection with his services under Mr. Wright's employment agreement or (iii) conviction of a felony.

Under Mr. Wright's employment agreement, "good reason" is defined to include (i) the assignment to the executive of any duties or responsibilities inconsistent in any respect with the executive's position or a similar position in our company or one of our subsidiaries, or any other action by us, which results in a material diminution in such position, authority, duties or responsibilities; (ii) any failure by us to comply with certain provisions of Mr. Wright's employment agreement; (iii) a material breach by us of our obligations to Mr. Wright under his employment agreement (which have not been cured within thirty (30) days after notice of such breach from the executive); and (iv) our requiring Mr. Wright to be based at any office or location outside of the area for which he was originally hired to work, except where such change in work location does not represent a material change in the geographic location at which Mr. Wright is required to provide services.

Upon termination without cause, resignation for good reason, death or disability. In the event Mr. Wright is terminated without cause, resigns his employment for good reason, dies or becomes disabled, we are required pursuant to Mr. Wright's employment agreement to:

- continue to pay Mr. Wright's base salary for the longer of (i) the remainder of his employment term or (ii) twelve months;
- continue to allow Mr. Wright to participate in all benefit plans offered by us to our executives for a period of twelve months from the date of termination or resignation or, if participation in any such plan is not possible, pay the Mr. Wright (or his estate, as applicable) cash equal to the value of the benefit that otherwise would have accrued for the executive's benefit under such plan for the period during which such benefits could not be provided under the plan;
- reimburse Mr. Wright for reasonable business expenses incurred prior to the date of termination or resignation; and
- pay Mr. Wright (or his estate, as applicable) for any unused vacation days within 30 days of the date of termination or resignation.

Upon Mr. Wright's termination without cause, Mr. Wright's stock options shall immediately vest, notwithstanding any provisions of such stock option agreements to the contrary.

Payments made upon termination following a change in control. In the event that following a Change in Control, as defined below, Mr. Wright is terminated without cause or resigns for good reason within one year of the event causing the Change in Control, we are required pursuant to Mr. Wright's employment agreement to:

- pay Mr. Wright any unpaid base salary earned through the date of termination or resignation,

- pay Mr. Wright a single lump sum payment of: the value of his base salary for the longer of (i) the remainder of his employment term or (ii) twelve months, the value of annual fringe benefits paid to him in the year preceding the year of termination, the value of any unused vacation days and the value of the portion of his benefits under any deferred compensation plan which are forfeited for reason of the termination, and
- reimburse the executive for reasonable business expenses incurred prior to the date of termination or resignation.

A "Change in Control" will be deemed to occur pursuant to Mr. Wright's employment agreement in the event the stockholders of our company approve (x) the sale of substantially all of our assets, (y) our liquidation or dissolution or (z) a merger or other similar transaction which would result in our stockholders prior to the transaction owning 50% or less of the combined voting power of the merged entity immediately following the transaction. In addition, with certain exceptions, a Change in Control will be deemed to occur upon any person or group's acquisition of more than 50% of our outstanding shares of common stock or voting power.

Under the provisions of Mr. Wright's employment agreement, if a Change in Control occurs during his term of employment, any stock options held by Mr. Wright shall immediately vest, notwithstanding any provisions of such stock option agreements to the contrary.

CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

In addition to the compensation arrangements with directors and executive officers described above in "Management," the following is a description of each transaction since January 1, 2010 and each currently proposed transaction in which (i) we have been or are to be a participant, (ii) the amount involved exceeded or will exceed the lesser of $120,000 or one percent of the average of our total assets at year end, and (iii) any of our directors, executive officers, holders of more than 5% of our capital stock, or any member of their immediate families or person sharing their household had or will have a direct or indirect material interest.

Sales of Unregistered Securities

In August 2010, we granted an aggregate of 207,991 shares of restricted common stock of NV5 to certain of our executive officers and directors, which are scheduled to vest and become fully transferable on the earlier of August 1, 2015 or one day prior to a Change of Control, as such term is defined in and pursuant to the terms of the respective Restricted Stock Award Agreements dated August 1, 2010 under which such shares were granted. Such shares are included in the beneficial ownership table included in this prospectus.

In October 2010, we sold an aggregate of 77,323 shares of common stock of NV5 to certain of our executive officers and directors for an aggregate purchase price of approximately $1.1 million. Such shares are included in the beneficial ownership table included in this prospectus.

In October 2011, NV5 and Nolte completed a reorganization transaction in which NV5 Holdings was incorporated as a Delaware corporation, acquired all of the outstanding shares of NV5 and Nolte, and, as a result, became the holding company under which NV5 and Nolte conduct operations. By virtue of the reorganization transaction, each share of common stock of NV5 then held by certain of our executive officers and directors was converted into the right to receive approximately 1.5 shares.

Guarantees

Mr. Dickerson Wright and the Wright Family Trust, of which Mr. Wright is the trustee, have provided guarantees to our lender in connection with our Line Facilities and Term Loan. Mr. Wright's guarantee remains in effect for the term of the Line Facilities and Term Loan, regardless of his continuing employment. As of September 30, 2012, December 31, 2011 and 2010, the outstanding balance on the Line Facilities was $2.0 million, $0 and $0, respectively. As of September 30, 2012, December 31, 2011 and 2010, we had outstanding balances of $1.8 million, $2.2 million and $2.8 million, respectively, in connection with the Term Loan.

Repurchase of Common Stock

In August 2012, we repurchased 168,654 shares of common stock from Mr. Kenneth A. Rudolph, former President of Nolte, for a negotiated aggregate purchase price of $1,062,000. We issued a note payable for the repurchase which is payable in eight installments of approximately $133,000 each. The first payment was made on August 17, 2012 and subsequent payments of approximately $133,000 plus interest are payable on each of the next seven anniversary dates. The interest rate on this obligation is 3.25%. The outstanding balance on this obligation is approximately $929,000 as of September 30, 2012.

Indemnification Agreements

In connection with this offering, we intend to enter into indemnification agreements with each of our directors and our executive officers. These agreements will provide that we will indemnify each of our directors and such officers to the fullest extent permitted by law and by our charter and bylaws.

Purchase of Units

Messrs. Wright, Tong, Hockman, Alford and Rama and our other interested directors, officers, employees and other individuals associated with us and members of their families have given indications of interest to purchase up to an aggregate of $2 million of Units in this offering. Because indications of interest are not binding agreements or commitments to purchase, such officers and director-nominees may elect not to purchase any Units in this offering. The purchasers will use their own funds personally or through wholly owned entities to make such purchases.

Policies and Procedures for Related Party Transactions

In connection with this offering, we intend to adopt a policy and procedures with respect to transactions involving related persons, effective as of the date of and applicable to transactions on or after the offering, pursuant to which our executive officers, directors and principal stockholders, including their immediate family members and affiliates, will not be permitted to enter into a related person transaction described below with us without the prior consent of our audit committee in the event it is inappropriate for our audit committee to review such transaction due to a conflict of interest. Any request for us to enter into a transaction with an executive officer, director, principal stockholder or any of such persons' immediate family members or affiliates, in which the amount involved exceeds $120,000, will first be presented to our audit committee for review, consideration and approval. All of our directors and executive officers will be required to report to our General Counsel or Chair of the audit committee any such related person transaction. In approving or rejecting the proposed agreement, our audit committee shall consider the facts and circumstances available and deemed relevant to the audit committee, including, but not limited to, costs and benefits to us, the terms of the transaction, the availability of other sources for comparable services or products, and, if applicable, the impact on a director's independence. Our audit committee shall approve only those agreements that, in light of known circumstances, are in, or are not inconsistent with, our best interests and the best interests of our stockholders, as our audit committee determines in the good faith exercise of its discretion. Under the policy, if we should discover related person transactions that have not been approved, the audit committee will be notified and will determine the appropriate action, including ratification, rescission or amendment of the transaction.

BENEFICIAL OWNERSHIP OF COMMON STOCK

The following table sets forth certain information regarding the beneficial ownership of our common stock as of February 28, 2013, and as adjusted to reflect the sale of our Shares included in the Units offered by this prospectus (assuming none of the individuals listed purchase Units in this offering, although certain such individuals have provided indications of interest in this regard to the underwriters), by:

- each person, or group of affiliated persons, known to us to own beneficially more than 5% of our common stock;
- each of our current directors;
- each of our named executive officers; and
- all of our current directors and executive officers as a group.

The information in the following table has been presented in accordance with the rules of the Securities and Exchange Commission. Under such rules, beneficial ownership of a class of capital stock includes any Shares of such class as to which a person, directly or indirectly, has or shares voting power or investment power and also any shares as to which a person has the right to acquire such voting or investment power within 60 days through the exercise of any stock option, warrant, or other right. If two or more persons share voting power or investment power with respect to specific securities, each such person is deemed to be the beneficial owner of such securities. Except as we otherwise indicate below and under applicable community property laws, we believe that the beneficial owners of the common stock listed below, based on information they have furnished to us, have sole voting and investment power with respect to the shares shown. Except as otherwise indicated, each stockholder named in the table is assumed to have sole voting and investment power with respect to the number of shares listed opposite the stockholder's name. Except as otherwise indicated, the address of each of the individuals and entities named below is 200 South Park Road, Suite 350, Hollywood, Florida 33021.

The calculations of beneficial ownership in this table are based on 2,600,000 shares of common stock outstanding at February 28, 2013, and assume that we will issue 1,000,000 Shares as part of the Units in this offering.

	Beneficially Owned Prior to the Offering (1)		Beneficially Owned After Offering		Beneficially Owned After Over-Allotment (2)	
	Shares	Percent	Shares	Percent	Shares	Percent
5% Stockholders:						
N/A	—	— %	—	— %	—	— %
Directors and Executive Officers:						
Dickerson Wright (3)(8)	1,821,610	70.1%	1,821,610	50.6%	1,821,610	48.6%
Richard Tong (4)(8)	69,164	2.7%	49,880	1.4%	49,880	1.3%
Alexander A. Hockman (5)(8)	137,130	5.3%	98,896	2.7%	98,896	2.6%
Donald C. Alford (6)(8)	67,177	2.6%	48,447	1.3%	48,447	1.3%
Michael P. Rama (7)(8)	347	*	347	*	347	*
All directors and executive officers as a group (6 persons)	2,164,592	83.3%	2,164,592	60.1%	2,164,592	57.7%

* Less than 1%.

(1) The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing the number of shares beneficially owned by such person, which includes the number of shares as to which such person has the right to acquire voting or investment power within 60 days after such date, by the sum of the number of shares outstanding as of such date plus the number of shares as to which such person has the right to acquire voting or investment power within 60 days after such date. Consequently, the denominator for calculating beneficial ownership percentages may be different for each beneficial owner.

(2) Amounts presented assume that the over-allotment option is exercised in full.

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(3) These shares are collectively held by the Wright Family Trust dated December 12, 1990, the Katherine Wright 2010 GRAT dated June 28, 2010, the Dickerson Wright 2010 GRAT dated June 28, 2010, the Katherine Wright 2012 GRAT dated November 9, 2012, and the Dickerson Wright 2012 GRAT dated November 9, 2012, of which Dickerson Wright is a trustee, of which 6,933 shares are subject to certain restrictions on transfer and assignment, and are scheduled for service based vesting after three years, as set forth in that certain Restricted Stock Award Agreement dated April 18, 2012.

(4) Includes 62,851 shares subject to certain restrictions on transfer and assignment, which are scheduled to vest and become fully transferable on the earlier of August 1, 2015 or one day prior to a Change of Control, as such term is defined in that certain Restricted Stock Award Agreement dated August 1, 2010, and includes 2,773 shares subject to certain restrictions on transfer and assignment and are scheduled for service based vesting after three years, as set forth in that certain Restricted Stock Award Agreement dated April 18, 2012.

(5) Includes 125,701 shares subject to certain restrictions on transfer and assignment, which are scheduled to vest and become fully transferable on the earlier of August 1, 2015 or one day prior to a Change of Control, as such term is defined in that certain Restricted Stock Award Agreement dated August 1, 2010, and includes 2,773 shares subject to certain restrictions on transfer and assignment and are scheduled for service based vesting after three years, as set forth in that certain Restricted Stock Award Agreement dated April 18, 2012.

(6) Includes 62,851 shares subject to certain restrictions on transfer and assignment, which are scheduled to vest and become fully transferable on the earlier of August 1, 2015 or one day prior to a Change of Control, as such term is defined in that certain Restricted Stock Award Agreement dated August 1, 2010.

(7) These shares are subject to certain restrictions on transfer and assignment and are scheduled for service based vesting after three years, as set forth in that certain Restricted Stock Award Agreement dated April 18, 2012.

(8) Messrs. Wright, Tong, Hockman, Alford and Rama, along with our other interested directors, officers, employees and other individuals associated with us and members of their families, have given indications of interest to purchase up to an aggregate of $2 million of Units in this offering. Because indications of interest are not binding agreements or commitments to purchase, such officers and director-nominees may elect not to purchase any Units in this offering.

DESCRIPTION OF CAPITAL STOCK

General

The following description of our capital stock summarizes provisions of our certificate of incorporation and bylaws. Our authorized capital stock consists of 45,000,000 shares of common stock, $0.01 par value per Share, and 5,000,000 shares of undesignated preferred stock, $0.01 par value per share.

The following description of the material provisions of our capital stock and our charter and bylaws is only a summary, does not purport to be complete and is qualified by applicable law and the full provisions of our charter and bylaws. You should refer to our charter and bylaws as in effect upon the closing of this offering, which are included as exhibits to the registration statement of which this prospectus is a part.

Common Stock

As of February 28, 2013, there were 2,600,000 shares of common stock outstanding and held of record by 62 stockholders.

Voting rights. Holders of common stock are entitled to one vote per share on any matter to be voted upon by stockholders. All shares rank equally as to voting and all other matters. The shares of common stock have no preemptive or conversion rights, no redemption or sinking fund provisions, are not liable for further call or assessment and are not entitled to cumulative voting rights.

Dividend rights. For as long as such stock is outstanding, the holders of common stock are entitled to receive ratably any dividends when and as declared from time to time by our board of directors out of funds legally available for dividends. We currently intend to retain all future earnings for the operation and expansion of our business and do not anticipate paying cash dividends on the common stock in the foreseeable future.

Liquidation rights. Upon a liquidation or dissolution of our company, whether voluntary or involuntary, creditors will be paid before any distribution to holders of our common stock. After such distribution, holders of common stock are entitled to receive a pro rata distribution per Share of any excess amount.

Units

Each Unit consists of one Share and one Warrant. The Units will begin trading on , 2013. The Units will automatically separate and each of the Shares and Warrants will trade separately commencing on September , 2013.

Warrants to Be Issued as part of a Unit in this Offering

In connection with the purchase of each Unit, each investor will receive one Share and one Warrant. Each full Warrant entitles the registered holder to purchase one Share at an initial exercise price of $ (which is the midpoint of the price range set forth on the cover page of this prospectus). The Warrants may only be exercised for cash. The Warrants will expire on March , 2018 at 5:00 p.m., New York City time. We may call the Warrants for redemption as follows:

- at a price of $0.01 for each Warrant at any time while the Warrants are exercisable, so long as a registration statement relating to the common stock issuable upon exercise of the Warrants is effective and current;
- upon not less than 30 days prior written notice of redemption to each Warrant holder; and
- if, and only if, the reported last sale price of the common stock equals or exceeds $ per Share (200% of the offering price of a Unit in this offering) for the 20-trading-day period ending on the third business day prior to the notice of redemption to Warrant holders.

If the foregoing conditions are satisfied and we call the Warrants for redemption, each Warrant holder will then be entitled to exercise his or her Warrant prior to the date scheduled for redemption. However, there can be

no assurance that the price of the common stock will exceed the call price or the Warrant exercise price after the redemption call is made.

The Warrants will initially be represented by the certificate representing a Unit, and from and after the Separation Date, will be issued in registered form, in each case pursuant to a Warrant Agreement between Registrar and Transfer Company, as Warrant agent, and us. Until the Separation Date, the Warrants may not be transferred, split up or combined separately from the Shares with which they were sold as a Unit. You should review a copy of the Warrant agreement, which has been filed as an exhibit to the registration statement of which this prospectus is a part, for a complete description of the terms and conditions applicable to the Warrants.

The exercise price and number of Shares issuable on exercise of the Warrants may be adjusted in certain circumstances, including but not limited to in the event of a stock split, stock dividend, recapitalization, reorganization, merger or consolidation. However, the Warrants will not be adjusted for the issuances of common stock or securities convertible or exercisable into common stock at a price below the then current exercise price of the Warrants.

The Warrants may be exercised upon surrender of the Warrant certificate on or prior to the expiration date at the offices of the Warrant agent, with the exercise form on the reverse side of the Warrant certificate completed and executed as indicated, accompanied by full payment of the exercise price, by certified check payable to us or by wire transfer of immediately available funds to an account designated by us, for the number of Warrants being exercised. The Warrant holders do not have the rights or privileges of holders of common stock and any voting rights until they exercise their Warrants and received Shares. After issuance of Shares upon exercise of the Warrants, each holder will be entitled to one vote for each Share held of record on all matters to be voted on by stockholders.

No Warrants will be exercisable unless at the time of exercise a prospectus relating to common stock issuable upon exercise of the Warrants is current and the common stock has been registered or qualified or deemed to be exempt under the securities laws of the state of residence of the holder of the Warrants. Under the terms of the Warrant agreement, we have agreed to meet these conditions and use our best efforts to maintain a current prospectus relating to common stock issuable upon exercise of the Warrants until the expiration of the Warrants. However, we cannot assure you that we will be able to do so, and if we do not maintain a current prospectus related to the common stock issuable upon exercise of the Warrants, holders will be unable to exercise their Warrants and we will not be required to settle any such Warrant exercise. If the prospectus relating to the common stock issuable upon the exercise of the Warrants is not current or if the common stock is not qualified or exempt from qualification in the jurisdictions in which the holders of the Warrants reside, we will not be required to net cash settle or cash settle the Warrant exercise, the Warrants may have no value, the market for the Warrants may be limited and the Warrants may expire worthless.

Undesignated Preferred Stock

Under our charter, our board of directors has authority to issue undesignated preferred stock without stockholder approval. Our board of directors may also determine or alter for each class of preferred stock the voting powers, designations, preferences, and special rights, qualifications, limitations, or restrictions as permitted by law. Our board of directors may authorize the issuance of preferred stock with voting or conversion rights that could adversely affect the voting power or other rights of the holders of the common stock. Issuing preferred stock provides flexibility in connection with possible acquisitions and other corporate purposes, but could also, among other things, have the effect of delaying, deferring or preventing a change in control of our company and may adversely affect the market price of our common stock and the voting and other rights of the holders of common stock.

Anti-Takeover Provisions in Our Charter and Bylaws

Our charter and bylaws include a number of provisions that may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of

directors rather than pursue non-negotiated takeover attempts. These provisions include the items described below.

Removal of directors and filling board vacancies. Our bylaws provide that directors may be removed with or without cause by the affirmative vote of the holders of a majority of the voting power of all the outstanding Shares of capital stock entitled to vote generally in the election of directors voting together as a single class. Furthermore, any vacancy on our board of directors, however occurring, including a vacancy resulting from an increase in the size of our board, may only be filled by the affirmative vote of a majority of our directors then in office even if less than a quorum.

No written consent of stockholders. Our charter provides that, effective upon the completion of this offering, all stockholder actions are required to be taken by a vote of the stockholders at an annual or special meeting, and that stockholders may not take any action by written consent in lieu of a meeting.

Meetings of stockholders. Our bylaws provide that only a majority of the members of our board of directors then in office may call special meetings of stockholders and only those matters set forth in the notice of the special meeting may be considered or acted upon at a special meeting of stockholders. Our bylaws limit the business that may be conducted at an annual meeting of stockholders to those matters properly brought before the meeting.

Advance notice requirements. Our bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of stockholder proposals must be timely given in writing to our corporate secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not earlier than the close of business on the 120th day, nor later than the close of business on the 90th day, prior to the first anniversary date of the annual meeting for the preceding year. The notice must contain certain information specified in the bylaws.

Amendment to bylaws and charter. As required by the Delaware General Corporation Law, any amendment of our charter must first be approved by a majority of our board of directors and, if required by law or our charter, thereafter be approved by a majority of the outstanding shares entitled to vote on the amendment, and a majority of the outstanding shares of each class entitled to vote thereon as a class, except that the amendment of the provisions relating to stockholder action, directors, limitation of liability and the amendment of our bylaws and certificate of incorporation must be approved by no less than 66 2/3 percent of the voting power of all of the shares of capital stock issued and outstanding and entitled to vote generally in any election of directors, voting together as a single class. Our bylaws may be amended by the affirmative vote of a majority vote of the directors then in office, subject to any limitations set forth in the bylaws; and may also be amended by the affirmative vote of at least 66 2/3 percent of the voting power of all of the shares of capital stock issued and outstanding and entitled to vote generally in any election of directors, voting together as a single class.

Blank check preferred stock. Our charter authorizes 5,000,000 shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable our board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest, or otherwise. For example, if in the due exercise of its fiduciary obligations, our board of directors were to determine that a takeover proposal is not in the best interests of us or our stockholders, our board of directors could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquirer or insurgent stockholder or stockholder group. In this regard, our certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares. The issuance may also adversely affect the rights and powers, including voting rights, of these holders and may have the effect of delaying, deterring, or preventing a change in control of us.

Section 203 of the Delaware General Corporation Law

Upon completion of this offering, we will be subject to the provisions of Section 203 of the Delaware General Corporation Law. In general, Section 203 prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a three-year period following the time that this stockholder becomes an interested stockholder, unless the business combination is approved in a prescribed manner. A "business combination" includes, among other things, a merger, asset or stock sale, or other transaction resulting in a financial benefit to the interested stockholder. An "interested stockholder" is a person who, together with affiliates and associates, owns, or did own within three years prior to the determination of interested stockholder status, 15% or more of the corporation's voting stock. Under Section 203, a business combination between a corporation and an interested stockholder is prohibited unless it satisfies one of the following conditions:

- before the stockholder became interested, the board of directors approved either the business combination or the transaction which resulted in the stockholder becoming an interested stockholder;
- upon consummation of the transaction which resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced, excluding for purposes of determining the voting stock outstanding, shares owned by persons who are directors and also officers, and employee stock plans, in some instances; or
- at or after the time the stockholder became interested, the business combination was approved by the board of directors of the corporation and authorized at an annual or special meeting of the stockholders by the affirmative vote of at least two-thirds of the outstanding voting stock which is not owned by the interested stockholder.

Limitations of Director Liability and Indemnification of Directors, Officers, and Employees

As permitted by the Delaware General Corporation Law, provisions in our charter and bylaws that will be in effect at the closing of this offering will limit or eliminate the personal liability of our directors. Consequently, directors will not be personally liable to us or our stockholders for monetary damages or breach of fiduciary duty as a director, except for liability for:

- any breach of the director's duty of loyalty to us or our stockholders;
- any act or omission not in good faith or that involves intentional misconduct or a knowing violation of law;
- any unlawful payments related to dividends or unlawful stock repurchases, redemptions or other distributions; or
- any transaction from which the director derived an improper personal benefit.

These limitations of liability do not alter director liability under the federal securities laws and do not affect the availability of equitable remedies, such as an injunction or rescission.

In addition, our bylaws provide that:

- we will indemnify our directors and officers to the fullest extent permitted by the Delaware General Corporation Law, subject to limited exceptions, including an exception for indemnification in connection with a proceeding (or counterclaim) initiated by such persons; and
- we will advance expenses, including attorneys' fees, to our directors and officers in connection with legal proceedings, subject to limited exceptions.

Contemporaneous with the completion of this offering, we intend to enter into indemnification agreements with each of our executive officers and directors. These agreements provide that, subject to limited exceptions

and among other things, we will indemnify each of our executive officers and directors to the fullest extent permitted by law and advance expenses to each indemnity in connection with any proceeding in which a right to indemnification is available.

We also intend to maintain general liability insurance that covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, including liabilities under the Securities Act. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers, or persons who control our company, we have been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

These provisions may discourage stockholders from bringing a lawsuit against our directors for breach of their fiduciary duty. These provisions may also have the effect of reducing the likelihood of derivative litigation against directors and officers, even though such an action, if successful, might otherwise benefit us and our stockholders. Furthermore, a stockholder's investment may be adversely affected to the extent we pay the costs of settlement and damage awards against directors and officers pursuant to these indemnification provisions. We believe that these provisions, the indemnification agreements and the insurance are necessary to attract and retain talented and experienced directors and officers.

At present, there is no pending litigation or proceeding involving any of our directors or officers where indemnification will be required or permitted. We are not aware of any threatened litigation or proceedings that might result in a claim for such indemnification.

Nasdaq

Before the date of this prospectus, there has been no public market for our Units, Shares, or Warrants. We have applied to have our Units approved for listing on the Nasdaq Capital Market, subject to notice of issuance, under the symbol "NVEE.U." Once the securities comprising the Units begin separate trading, we anticipate that the Shares and Warrants will be listed on the Nasdaq Capital Market under the symbols NVEE and NVEE.W, respectively.

Transfer Agent and Registrar and Warrant Agent

The transfer agent and registrar for our securities and Warrant agent for our Warrants is Registrar and Transfer Company.

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SHARES ELIGIBLE FOR FUTURE SALE

Upon the closing of this offering, we will have outstanding an aggregate of approximately 3,600,000 shares of common stock, or 3,750,000 shares if the underwriters exercise their over-allotment option in full. Of these shares, 1,000,000 Shares to be sold in this offering, or 1,150,000 Shares if the underwriters exercise their over-allotment option in full, will be freely tradable without restriction or need for further registration under the Securities Act, unless the Shares are held by any of our affiliates, as that term is defined in Rule 144 of the Securities Act. All remaining Shares were issued and sold by us in private transactions and are eligible for public sale only if registered under the Securities Act or sold in accordance with Rule 144 which is discussed below.

The holders of all of our currently outstanding stock are subject to lock-up agreements under which they have agreed not to transfer or dispose of, directly or indirectly, any shares or any securities convertible into or exercisable or exchangeable for shares, for a period of 180 days after the date of this prospectus, which is subject to extension in some circumstances, as discussed below.

As a result of the lock-up agreements described below and the provisions of Rule 144 under the Securities Act, outstanding shares (excluding the Shares to be sold in this offering) will be available for sale in the public market as follows:

- no shares will be eligible for sale on the date of this prospectus;
- no shares will be eligible for sale under Rule 144 beginning 90 days after the date of this prospectus; and
- 2,600,000 shares will be eligible for sale upon the expiration of the lock-up agreements, as more particularly and except as described below, beginning after expiration of the lock-up period pursuant to Rule 144.

Rule 144

In general, under Rule 144, beginning 90 days after the date of this prospectus, a person who is not our affiliate, has not been our affiliate for the previous three months, and who has beneficially owned Shares for at least six months may sell all such shares. An affiliate or a person who has been our affiliate within the previous 90 days, and who has beneficially owned shares for at least six months, may sell within any three-month period a number of shares that does not exceed the greater of:

- one percent of the number of shares then outstanding, which will equal approximately shares immediately after this offering; and
- the average weekly trading volume of our common stock during the four calendar weeks preceding the filing of a notice on Form 144 with respect to the sale.

All sales under Rule 144 are subject to the availability of current public information about us. Sales under Rule 144 by affiliates or persons who have been affiliates within the previous 90 days are also subject to manner of sale provisions and notice requirements. Upon expiration of the 180-day lock-up period, subject to any extension of the lock-up period under circumstances described below, approximately 2,600,000 shares of our outstanding restricted securities will be eligible for sale under Rule 144.

Registration Statement on Form S-8

We intend to file a registration statement on Form S-8 under the Securities Act covering up to 554,658 shares reserved for issuance under our 2011 Equity Plan. This registration statement is expected to be filed soon after the date of this prospectus and will automatically become effective upon filing. Accordingly, shares registered under such registration statement will be available for sale in the open market, unless such shares are subject to vesting restrictions with us or are otherwise subject to the lock-up agreements and manner of sale and notice requirements that apply to affiliates under Rule 144 described above.

Lock-up Agreements

For a description of the lock-up agreements with the underwriters that restrict sales of shares by us, and our executive officers and directors, and certain holders of our securities, see the information under the heading “Underwriting.”

UNDERWRITING

We have entered into an underwriting agreement with Roth Capital Partners, LLC, acting as the representative of the underwriters named below, with respect to the securities subject to this offering. Subject to certain conditions, we have agreed to sell to the underwriters, and the underwriters have agreed to purchase, the number of Units provided below opposite their respective names.

Underwriter	Number of Units
Roth Capital Partners, LLC	1,000,000
Total	1,000,000

The underwriters are offering the Units, subject to their acceptance of the securities from us and subject to prior sale. The underwriting agreement provides that the obligations of the several underwriters to pay for and accept delivery of the securities offered by this prospectus are subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all of the securities if any such securities are taken. However, the underwriters are not required to take or pay for the securities covered by the underwriters' over-allotment option described below.

At our request, the underwriters have reserved up to $2 million of Units, or % of the Units offered by this prospectus, for sale to Messrs. Wright, Tong, Hockman, Alford and Rama and our other interested directors, officers, employees and other individuals associated with us and members of their families. All of the persons purchasing such Units must commit to purchase no later than the close of business on the day following the date of this prospectus. The number of Units available for sale to the general public will be reduced to the extent these persons purchase the reserved Units. Units committed to be purchased by such persons that are not so purchased will be reallocated for sale to the general public in the offering. All such sales of reserved Units will be made at the initial public offering price set forth on the cover page of this prospectus.

Over-Allotment Option

We have granted the underwriters an option, exercisable for 45 days from the date of this prospectus, to purchase up to 150,000 additional Units to cover over-allotments, if any, at the public offering price set forth on the cover page of this prospectus, less underwriting discounts and commissions. The underwriters may exercise this option solely for the purpose of covering over-allotments, if any, made in connection with the offering of the securities offered by this prospectus. If the underwriters exercise this option, each underwriter will be obligated, subject to certain conditions, to purchase a number of additional Units proportionate to that underwriter's initial purchase commitment as indicated in the table above.

Commission and Expenses

The underwriters have advised us that they propose to offer the Units to the public at the initial public offering price set forth on the cover page of this prospectus and to certain dealers at that price less a concession not in excess of $ per Unit. The underwriters may allow, and certain dealers may re-allow, a discount from the concession not in excess of $ per Unit to certain brokers and dealers. After this offering, the initial public offering price, concession and reallowance to dealers may be reduced by the representatives. No such reduction shall change the amount of proceeds to be received by us as set forth on the cover page of this prospectus. The securities are offered by the underwriters as stated herein, subject to receipt and acceptance by them and subject to their right to reject any order in whole or in part. The underwriters have informed us that they do not intend to confirm sales to any accounts over which they exercise discretionary authority.

The following table shows the underwriting discounts and commissions payable to the underwriters by us in connection with this offering. Such amounts are shown assuming both no exercise and full exercise of the underwriters' over-allotment option to purchase securities.

	Fee Per Unit(1)	Total Without Exercise of Over-Allotment	Total With Exercise of Over-Allotment
Public offering price	$	$	$
Discount	$	$	$

(1) The fees do not include the Underwriter Warrants or expense reimbursement provisions described below.

We have also agreed to issue to Roth Capital Partners, LLC warrants to purchase Units equal to 10% of the Units issued in the offering. The Underwriter Warrants will have an exercise price equal to 120% of the offering price of the Units sold in this offering and may be exercised on a cashless basis. The Underwriter Warrants are exercisable commencing one year after the effective date of the registration statement related to this offering, and will be exercisable for two years thereafter. The Underwriter Warrants are not redeemable by us. The Underwriter Warrants also provides for one demand registration of the shares of common stock underlying the Warrants included therein at our expense, an additional demand at the warrant holder's expense and unlimited "piggyback" registration rights at our expense with respect to the underlying shares of common stock during the three year period commencing six months after the closing date. The Underwriter Warrants and the Units (including the Shares and Warrants underlying the Units), have been deemed compensation by FINRA and are therefore subject to a 180-day lock-up pursuant to Rule 5110(g)(1) of FINRA. Roth Capital Partners, LLC (or permitted assignees under the Rule) may not sell, transfer, assign, pledge, or hypothecate the Underwriter Warrants or the securities underlying the Underwriter Warrants, nor will they engage in any hedging, short sale, derivative, put, or call transaction that would result in the effective economic disposition of the Underwriter Warrants or the underlying securities for a period of 180 days from the date of this prospectus. Additionally, the Underwriter Warrants may not be sold transferred, assigned, pledged or hypothecated for a 180 day period following the effective date of the registration statement except to any underwriter and selected dealer participating in the offering and their bona fide officers or partners. The Underwriter Warrants will provide for adjustment in the number and price of such Underwriter Warrants (and the Shares and Warrants underlying such Underwriter Warrants) in the event of recapitalization, merger or other structural transaction to prevent mechanical dilution.

We have also agreed to reimburse Roth Capital Partners, LLC for certain out-of-pocket expenses incurred by them, including fees and disbursements of their counsel up to an aggregate of $150,000, with respect to this offering.

We estimate that expenses payable by us in connection with the offering of our common stock, other than the underwriting discounts and commissions and the counsel fees and disbursement reimbursement provisions referred to above, will be approximately $0.8 million.

Indemnification

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act and liabilities arising from breaches of representations and warranties contained in the underwriting agreement, or to contribute to payments that the underwriters may be required to make in respect of those liabilities.

Lock-Up Agreements

Our executive officers, directors and certain of our stockholders, which represent in aggregate 100% of our currently outstanding shares of common stock, have agreed to a 180-day "lock-up" from the effective date of this prospectus of shares of common stock that they beneficially own, including the issuance of common stock upon

the exercise of currently outstanding convertible securities and options and options which may be issued. This means that, for a period of 180 days following the effective date of this prospectus, such persons may not offer, sell, pledge or otherwise dispose of these securities without the prior written consent of the representative of the underwriters. The lock-up period described in the preceding paragraph will be extended if we cease to be an "emerging growth company" at any time prior to the expiration of the lock-up period and if (1) during the last 17 days of the lock-up period we issue an earnings release or material news or a material event relating to us occurs or (2) prior to the expiration of the lock-up period we announce that we will release earnings results during the 16-day period beginning on the last day of the lock-up period, in which case the lock-up period will be extended until the expiration of the 18-day period beginning on the date of issuance of the earnings release or the occurrence of the material news or material event.

The representative of the underwriters has no present intention to waive or shorten the lock-up period; however, the terms of the lock-up agreements may be waived at its discretion. In determining whether to waive the terms of the lockup agreements, the representative of the underwriters may base its decision on its assessment of the relative strengths of the securities markets and companies similar to ours in general, and the trading pattern of, and demand for, our securities in general.

In addition, the underwriting agreement provides that we will not, for a period of 180 days following the effective date of this prospectus, offer, sell or distribute any of our securities, without the prior written consent of the representative of the underwriters.

Listing

We have applied to have our Units approved for listing on the Nasdaq Capital Market, subject to notice of issuance, under the symbol "NVEE.U." Once the securities comprising the Units begin separate trading, we anticipate that the Shares and Warrants will be listed on the Nasdaq Capital Market under the symbols NVEE and NVEE.W, respectively.

Electronic Distribution

A prospectus in electronic format may be made available on websites or through other online services maintained by one or more of the underwriters of this offering, or by their affiliates. Other than the prospectus in electronic format, the information on any underwriter's website and any information contained in any other website maintained by an underwriter is not part of this prospectus or the registration statement of which this prospectus forms a part, has not been approved and/or endorsed by us or any underwriter in its capacity as underwriter, and should not be relied upon by investors.

Price Stabilization, Short Positions and Penalty Bids

In connection with the offering the underwriters may engage in stabilizing transactions, over-allotment transactions, syndicate covering transactions and penalty bids in accordance with Regulation M under the Exchange Act:

- Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.
- Over-allotment involves sales by the underwriters of Shares in excess of the number of Shares the underwriters are obligated to purchase, which creates a syndicate short position. The short position may be either a covered short position or a naked short position. In a covered short position, the number of Shares over-allotted by the underwriter is not greater than the number of Shares that it may purchase in the over-allotment option. In a naked short position, the number of Shares involved is greater than the number of Shares in the over-allotment option. The underwriter may

close out any covered short position by either exercising its over-allotment option and/or purchasing Shares in the open market.

- Syndicate covering transactions involve purchases of Shares of the common stock in the open market after the distribution has been completed in order to cover syndicate short positions. In determining the source of Shares to close out the short position, the underwriters will consider, among other things, the price of Shares available for purchase in the open market as compared to the price at which it may purchase Shares through the over-allotment option. If the underwriters sell more Shares than could be covered by the over-allotment option, a naked short position, the position can only be closed out by buying Shares in the open market. A naked short position is more likely to be created if the underwriters are concerned that there could be downward pressure on the price of the Shares in the open market after pricing that could adversely affect investors who purchase in the offering.
- Penalty bids permit the representative to reclaim a selling concession from a syndicate member when the common stock originally sold by the syndicate member is purchased in a stabilizing or syndicate covering transaction to cover syndicate short positions.

These stabilizing transactions, syndicate covering transactions and penalty bids may have the effect of raising or maintaining the market price of our securities or preventing or retarding a decline in the market price of our securities. As a result, the price of our securities may be higher than the price that might otherwise exist in the open market. Neither we nor the underwriters makes any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of our securities. In addition, neither we nor the underwriters makes any representations that the underwriters will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

No Public Market

Prior to this offering, there has not been a public market for our securities in the U.S. and the public offering price for our securities, including the exercise price of the Warrants, will be determined through negotiations between us and the underwriters. Among the factors to be considered in these negotiations will be prevailing market conditions, our financial information, market valuations of other companies that we and the underwriters believe to be comparable to us, estimates of our business potential, the present state of our development and other factors deemed relevant.

We offer no assurances that the initial public offering price will correspond to the price at which our common stock will trade in the public market subsequent to this offering or that an active trading market for our common stock will develop and continue after this offering.

Notice to Prospective Investors in the European Economic Area

In relation to each Member State of the European Economic Area (“EEA”) which has implemented the Prospectus Directive (each, a “Relevant Member State”) an offer to the public of any securities which are the subject of the offering contemplated by this prospectus may not be made in that Relevant Member State, except that an offer to the public in that Relevant Member State of any securities may be made at any time under the following exemptions under the Prospectus Directive, if they have been implemented in that Relevant Member State:

(a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities;

(b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than €43,000,000 and (3) an annual net turnover of more than €50,000,000, as shown in its last annual or consolidated accounts;

(c) by the underwriters to fewer than 100 or, if the Relevant Member State has implemented the relevant provision of the 2010 PD Amending Directive, 150, natural or legal persons (other than “qualified investors” as defined in the Prospectus Directive) subject to obtaining the prior consent of the representatives for any such offer; or

(d) in any other circumstances falling within Article 3(2) of the Prospectus Directive;

provided that no such offer of securities shall result in a requirement for the publication by us or any representative of a prospectus pursuant to Article 3 of the Prospectus Directive.

Any person making or intending to make any offer of securities within the EEA should only do so in circumstances in which no obligation arises for us or any of the underwriters to produce a prospectus for such offer.

Neither we nor the underwriters have authorized, nor do they authorize, the making of any offer of securities through any financial intermediary, other than offers made by the underwriters which constitute the final offering of securities contemplated in this prospectus.

For the purposes of this provision, and your representation below, the expression an “offer to the public” in relation to any securities in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and any securities to be offered so as to enable an investor to decide to purchase any securities, as the same may be varied in that Relevant Member State by any measure implementing the Prospectus Directive in that Relevant Member State and the expression “Prospectus Directive” means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State. The expression “2010 PD Amending Directive” means Directive 2010/73/EU.

Each person in a Relevant Member State who receives any communication in respect of, or who acquires any securities under, the offer of securities contemplated by this prospectus will be deemed to have represented, warranted and agreed to and with us and each underwriter that:

(A) it is a “qualified investor” within the meaning of the law in that Relevant Member State implementing Article 2(1)(e) of the Prospectus Directive; and

(B) in the case of any securities acquired by it as a financial intermediary, as that term is used in Article 3(2) of the Prospectus Directive, (i) the securities acquired by it in the offering have not been acquired on behalf of, nor have they been acquired with a view to their offer or resale to, persons in any Relevant Member State other than “qualified investors”, as defined in the Prospectus Directive, or in circumstances in which the prior consent of the representatives has been given to the offer or resale; or (ii) where securities have been acquired by it on behalf of persons in any Relevant Member State other than qualified investors, the offer of those securities to it is not treated under the Prospectus Directive as having been made to such persons.

In addition, in the United Kingdom, this document is being distributed only to, and is directed only at, and any offer subsequently made may only be directed at persons who are “qualified investors”, as defined in the Prospectus Directive, (i) who have professional experience in matters relating to investments falling within Article 19 (5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”) and/or (ii) who are high net worth companies (or persons to whom it may otherwise be lawfully communicated) falling within Article 49(2)(a) to (d) of the Order (all such persons together being referred to as “relevant persons”). This document must not be acted on or relied on in the United Kingdom by persons who are not relevant persons. In the United Kingdom, any investment or investment activity to which this document relates is only available to, and will be engaged in with, relevant persons.

Other Relationships

Some of the underwriters and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with us or our affiliates. They have received, or may in the future receive, customary fees and commissions for these transactions.

LEGAL MATTERS

The validity of the securities offered by this prospectus and other legal matters will be passed upon for us by DLA Piper LLP (US), Phoenix, Arizona. The underwriters have been represented by Loeb & Loeb LLP, New York, New York.

EXPERTS

The financial statements included in this prospectus and elsewhere in the registration statement have so been included in reliance upon the report of Grant Thornton LLP, independent registered public accountants, upon the authority of said firm as experts in giving said report.

WHERE YOU CAN FIND MORE INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form S-1 under the Securities Act and the rules and regulations under the Securities Act for the registration of common stock being offered by this prospectus. This prospectus, which constitutes a part of the registration statement, does not contain all the information that is in the registration statement and its exhibits and schedules. Certain portions of the registration statement have been omitted as allowed by the rules and regulations of the SEC. Statements in this prospectus that summarize documents are not necessarily complete, and in each case you should refer to the copy of the document filed as an exhibit to the registration statement. You may read and copy the registration statement, including exhibits and schedules filed with it, and reports or other information we may file with the Securities and Exchange Commission at the public reference facilities of the Securities and Exchange Commission at 100 F Street, N.E., Room 1580, Washington, D.C. 20549. You may call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. In addition, the registration statement and other public filings can be obtained from the Securities and Exchange Commission’s website at www.sec.gov.

Upon completion of this offering, we will become subject to information and periodic reporting requirements of the Exchange Act and we will file annual, quarterly and current reports, proxy statements, and other information with the Securities and Exchange Commission.

NV5 HOLDINGS, INC.

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NV5 Holdings, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	December 31, 2011	September 30, 2012 (unaudited)
Assets		
Current assets:		
Cash and cash equivalents	$ 2,762	$ 1,568
Accounts receivable, net of allowance for doubtful accounts of $1,770 and $1,284 as of September 30, 2012 and December 31, 2011, respectively	15,457	17,756
Prepaid expenses and other current assets	393	559
Deferred income tax assets	—	357
Total current assets	18,612	20,240
Property and equipment, net	1,256	1,291
Intangible assets, net	2,386	3,011
Goodwill	4,336	5,857
Cash surrender value of officers’ life insurance	650	655
Other assets	382	676
Deferred income tax asset	378	374
Total Assets	$ 28,000	$ 32,104
Liabilities and Stockholders’ Equity		
Current liabilities:		
Accounts payable	$ 3,564	$ 4,937
Accrued liabilities	3,632	4,328
Income taxes payable	1,811	1,300
Billings in excess of costs and estimated earnings on uncompleted contracts	528	418
Client deposits	182	65
Current portion of stock repurchase obligation	672	778
Current portion of notes payable	1,055	2,058
Deferred income taxes	690	—
Total current liabilities	12,134	13,884
Stock repurchase obligations, less current portion	1,464	1,781
Notes payable, less current portion	3,880	6,098
Total liabilities	17,478	21,763
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, 2,549,421 and 2,698,195 shares issued and outstanding as of September 30, 2012 and December 31, 2011, respectively	27	25
Additional paid-in capital	9,510	8,550
Retained earnings	985	1,766
Total stockholders’ equity	10,522	10,341
Total liabilities and stockholders’ equity	$ 28,000	$ 32,104

See accompanying notes to the unaudited consolidated financial statements.

NV5 Holdings, Inc. and Subsidiaries
CONSOLIDATED UNAUDITED STATEMENTS OF INCOME
(in thousands, except share data)

	Nine Months Ended	
	September 30, 2011	September 30, 2012
Gross contract revenues	$ 48,516	$ 45,486
Direct costs (excluding depreciation and amortization):		
Salaries and wages	12,987	12,672
Sub-consultant services	8,771	7,514
Other direct costs	1,541	1,486
Total direct costs	23,299	21,672
Gross Profit	25,217	23,814
Operating Expenses:		
Salaries and wages, payroll taxes and benefits	13,592	14,123
General and administrative	5,169	4,675
Facilities and facilities related	2,531	2,458
Depreciation and amortization	1,378	1,089
Acquisition and restructuring expense	82	—
Total operating expenses	22,752	22,345
Income from continuing operations	2,465	1,469
Other (expense) income:		
Interest expense	(308)	(275)
Total other (expense)	(308)	(275)
Income from continuing operations before income tax expense	2,157	1,194
Income tax (expense)	(403)	(413)
Income from continuing operations	1,754	781
Discontinued operations, net of tax	33	—
Net income	1,787	781
Non-controlling interest in (income) of Nolte Associates, Inc., net of tax	(530)	—
Net earnings attributable to NV5 Holdings, Inc.	$ 1,257	$ 781
Basic Earnings per Share:		
Continuing operations	$ 0.66	$ 0.34
Discontinued operations	0.02	—
Total	$ 0.68	$ 0.34
Diluted Earnings per Share:		
Continuing operations	$ 0.61	$ 0.31
Discontinued operations	0.01	—
Total	$ 0.62	$ 0.31

See accompanying notes to the unaudited consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
CONSOLIDATED UNAUDITED STATEMENTS of CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except share data)

	Common Stock		Additional Paid-In	Retained	
	Shares	Amount	Capital	Earnings	Total
Balance, January 1, 2012	**2,698,195**	**$ 27**	**$ 9,510**	**$ 985**	**$10,522**
Stock compensation	—	—	152	—	152
Restricted stock issuance	37,924	—	—	—	—
Repurchase of common stock	(186,698)	(2)	(1,112)	—	(1,114)
Net income	—	—	—	781	781
Balance, September 30, 2012	**2,549,421**	**$ 25**	**$ 8,550**	**$1,766**	**$10,341**

See accompanying notes to the unaudited consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
CONSOLIDATED UNAUDITED STATEMENTS OF CASH FLOWS
(in thousands)

	Nine Months Ended	
	September 30, 2011	September 30, 2012
Cash Flows From Operating Activities:		
Net income	$ 1,787	$ 781
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization	1,378	1,089
Provision for doubtful accounts	362	294
Stock compensation	115	152
(Gain) on disposal of property and equipment	(50)	—
Deferred income taxes (benefit)	(595)	(1,044)
Changes in operating assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(183)	(1,824)
Prepaid expenses and other current assets	145	(459)
Net change in cash surrender value of officers' life insurance	(6)	(4)
Accounts payable	(657)	1,293
Accrued liabilities	338	180
Income taxes payable	(118)	(510)
Client deposits	(24)	(116)
Billings in excess of costs and estimated earnings on uncompleted contracts	(569)	(111)
Net cash (used in) provided by operating activities	1,923	(279)
Cash Flows From Investing Activities:		
Cash paid for acquisition of Kaco	—	(1,000)
Proceeds from disposition or sale of property and equipment	51	—
Purchase of property and equipment	(252)	(445)
Net cash used in investing activities	(201)	(1,445)
Cash Flows From Financing Activities:		
Borrowings from line of credit	—	2,250
Payments on long-term debt	(1,282)	(1,029)
Payments on stock repurchase obligation	(463)	(637)
Payments for non-controlling interest shares	(351)	—
Payments made for repurchase of common stock	—	(54)
Net cash provided by (used in) financing activities	(2,096)	530
Net (Decrease) in Cash and Cash Equivalents	(374)	(1,194)
Cash and cash equivalents – beginning of period	3,438	2,762
Cash and cash equivalents – end of period	$ 3,064	$ 1,568

See accompanying notes to the unaudited consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
CONSOLIDATED UNAUDITED STATEMENTS OF CASH FLOWS
(in thousands)

	Nine Months Ended	
	September 30, 2011	September 30, 2012
Supplemental disclosures of cash flow information:		
Cash paid for interest	$ 292	$ 252
Cash paid for income taxes	$ 1,194	$ 1,968
Non-cash financing activities:		
Note payable issued for stock repurchase	$ —	$ 1,062
Non-Cash investing activities from acquisition of Kaco:		
Note payable for acquisition	$ —	$ 2,000
Stock Payable for acquisition	$ —	500
Transactions as part of spin-off of Nolte de Mexico:		
Assumption of note payable to bank	$ 40	—
Redemption of non-controlling interest	$ (406)	—
Transfer of property and equipment	$ (78)	—
Distribution of net assets	$ (259)	—

See accompanying notes to the unaudited consolidated financial statements.

NV5 Holdings, Inc. and Subsidiaries
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except shares and per share data)

Note 1 - Organization and Nature of Business Operations

Business

NV5 Holdings, Inc. (“Holdings”) and its subsidiaries (collectively the “Company”, “we” or “our”) is a holding company providing professional and technical consulting and certification services to public and private sector clients. We focus on the infrastructure, construction, real estate and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment and compliance certification. We operate our business through a network of over 20 locations in California, Colorado, Utah, Florida, New Jersey, and in portions of Mexico (until June 2011). We conduct our operations through two primary operating subsidiaries: (i) Nolte Associates, Inc. (“Nolte”), which began operations in 1949, was incorporated as a California corporation in 1957 and in which we acquired a controlling interest in August 2010, and (ii) NV5, Inc. (“NV5”), which was incorporated as a Delaware corporation in 2009.

Holdings was incorporated as a Delaware corporation in September 2011 as part of a Plan of Reorganization (the “Reorganization”), and owns all of the outstanding shares of Nolte and NV5.

Significant Transactions

Pursuant to a series of Buy-Sell agreements with selling stockholders, NV5 (“Successor”) gained control of Nolte (“Predecessor”) through the acquisition of a 57% interest in the common stock of Nolte on August 3, 2010 and then acquired an additional 3% interest on December 31, 2010, and an additional 3% interest from August 2011 through September 2011 (the “Nolte Transaction”). On August 18, 2011, the Board of Directors of Nolte unanimously approved the terms of the Reorganization, whereby the holders of the remaining 37% non-controlling interest in Nolte tendered each of their owned shares of Nolte common stock for 2.5 shares of Holding’s common stock, with Nolte becoming a wholly owned subsidiary of Holdings. On October 6, 2011, NV5 and Nolte completed the Reorganization and, thereafter, Holdings (i) issued shares of its common stock to the stockholders of NV5 in exchange for the contribution of their shares of NV5 common stock to Holdings, and (ii) Nolte became a wholly-owned subsidiary of Holdings. Prior to this reorganization, there were 1,464,708 shares of NV5 common stock outstanding. Upon the Reorganization 1,464,708 shares of NV5 common stock were exchanged for 2,213,021 shares of Holdings common stock with an additional 485,174 shares of Holdings common stock issued in conjunction with the Nolte shares tendered for exchange. As a result of the Reorganization transaction, Holdings issued an aggregate of 2,724,764 shares of its common stock and became the holding company under which we conduct our operations. All successor share information referenced herein, including related per share data, has been adjusted to give retroactive effect to the exchanged shares of Holdings for all periods presented. The Reorganization was accounted for as an equity transaction since the Company had a majority interest in Nolte.

Pursuant to an Asset Purchase Agreement, the Company acquired the North American operations for construction quality assurance, testing and geotechnical engineering services from Bureau Veritas North America in March 2010 (“BV” and the “BV Transaction”).

On July 27, 2012, the Company acquired certain assets and assumed certain liabilities of Kaderabek Company (“Kaco”), a 30-person engineering firm headquartered in Miami, Florida. Kaco commenced operations in 1984 and its development and engineering teams have worked on projects in South Florida, the Caribbean, and Central America. See further discussions under Note 4 – Business Acquisitions.

The acquisition of Nolte, BV and Kaco were accounted for as business combinations under the acquisition method of accounting. Under this method the assets acquired, liabilities assumed and non-controlling interest

were recorded in the Company's consolidated financial statements at their respective fair values as of the acquisition dates, and the results of these acquisitions are included in the Company's consolidated results from the respective dates of acquisition.

Other Transactions

Effective June 30, 2011, the Company disposed of its interests in a wholly owned subsidiary of Nolte, Nolte de Mexico, Sociedad Anonima de Capital Variable ("Nolte de Mexico"), as part of an exchange agreement with two members of management of Nolte de Mexico. The Company received approximately $7 in cash and 17,023 shares of Nolte common stock from these two individuals upon the closing of this agreement. The exchange transaction was valued at fair value based on a $23.82 per share price associated with the Nolte shares as of the date of the transaction.

The Nolte de Mexico operations are presented as discontinued operations in the Company's consolidated financial statements in accordance with Accounting Standards Codification ("ASC") Topic No. 205-20 "*Presentation of Financial Statements – Discontinued Operations* ," and summarized financial information underlying this presentation is included in Note 17.

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 ("GAAP") and have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission 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 GAAP have been condensed or omitted. The consolidated financial statements include the accounts of the Company and all subsidiaries. All intercompany accounts and transactions have been eliminated, and a non-controlling interest has been established to reflect the less than majority ownership of Nolte in the periods prior to the effective date of the Reorganization.

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 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 thereto for the year ended December 31, 2011. The results of operations for the nine months ended September 30, 2012 are not necessarily indicative of the results to be expected for any future period or for the full 2012 fiscal year.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. 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.

Estimates and assumptions are evaluated periodically and adjusted when necessary. The more significant estimates affecting amounts reported in the consolidated financial statements relate to the valuation of our

intangible assets, revenue recognition on the percentage-of-completion method, allowances for uncollectible accounts and reserves for professional liability claims.

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. The Company from time to time may be exposed to credit risk with its bank deposits in excess of the FDIC insurance limits and with uninsured money market investments. Management believes cash and cash equivalent balances are not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

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 75% of our revenues for the nine months ended September 30, 2012 are from California-based projects and approximately 20% of revenues for the nine months ended September 30, 2012 are from one client. Furthermore, approximately 62% of our accounts receivable is 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.

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, cash equivalents, accounts receivable, income tax receivable, accounts payable, accrued liabilities and debt obligations to meet the definition of financial instruments. The carrying amount of cash, cash equivalents, income tax receivable, accounts 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 and equipment is stated at cost. Property and equipment acquired in a business combination is stated at fair value at the acquisition date. The Company capitalizes the cost of improvements to property and

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equipment that increase the value or extend the useful lives of the assets. Normal repair and maintenance costs are expensed as incurred. Depreciation and amortization is computed on a straight-line basis over the following estimated useful lives of the assets. Leasehold improvements are amortized on a straight-line basis over the lesser of their estimated useful lives or the remaining terms of the related lease agreement.

Asset	Depreciation Period
Office furniture and equipment	5 Years
Computer equipment	3 Years
Survey and field equipment	5 Years
Leasehold improvements	Lesser of the estimated useful lives or remaining term of the lease

Property and equipment balances are periodically reviewed by management for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. 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 is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. The Company has not recognized an impairment charge relating to property and equipment.

Goodwill and Intangible Assets

Goodwill is the excess cost of an acquired entity over the amounts assigned to assets acquired 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 fair value of the acquired company's tangible and identifiable assets and liabilities. Our goodwill is allocated to the appropriate reporting unit, which is one level below our operating segments.

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 not 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. We are 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 our reporting units. If the carrying value of the assets and liabilities 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. We have elected to perform our annual goodwill impairment review on August 1 of each year. On August 1, 2012, we conducted our annual impairment test on the goodwill associated with the acquisition of Nolte using the quantitative method of evaluating goodwill. Based on this quantitative analysis we determined the fair value of this reporting unit exceeded the carrying value of this reporting unit therefore the goodwill was not impaired and the Company has not recognized an impairment charge relating to goodwill during the nine months ended September 30, 2012. In the third quarter of 2011, we conducted the annual impairment test using the qualitative method by assessing various factors and determined

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that there was no existence of events or circumstances that indicate it is more likely than not that the fair value of the reporting unit was less than its carrying value. Therefore, performing the two-step quantitative impairment test was not necessary for the nine months ended September 30, 2011 thus the Company did not recognize an impairment charge relating to goodwill during the nine months ended September 30, 2011.

Identifiable intangible assets primarily include backlog, customer relationships, patents, trademarks, tradenames and other finite-lived assets. Amortizable intangible assets are amortized 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 is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. The Company has not recognized an impairment charge relating to amortizable intangible assets during the nine months ended September 30, 2012 or 2011.

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

Earnings per Share

Basic earnings per share is calculated by dividing net income attributable to the Company available to common stockholders by the weighted average number of common shares outstanding for the nine months ended September 30, 2012 and 2011. 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. The weighted average number of shares outstanding in calculating basic earnings per share for the nine months ended September 30, 2012 and 2011 exclude 415,027 and 377,104 non-vested restricted shares, respectively, issued during 2012 and 2010, however includes 69,330 shares issuable on December 28, 2012 related to the Kaco acquisition on July 27, 2012 (see Note 4).

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 nine months ended September 30, 2012 and 2011:

	Nine Months Ended	
	September 30, 2011	September 30, 2012
Numerator:		
Net income before discontinued operations attributable to Holdings – *basic and diluted*	$ 1,224	$ 781
Net income from discontinued operations attributable to Holdings – *basic and diluted*	33	—
Net income attributable to Holdings – *basic and diluted*	$ 1,257	$ 781
Denominator:		
Basic weighted average shares outstanding	1,835,917	2,282,082
Effect of dilutive restricted shares	192,964	213,861
Effect of dilutive issuable shares related to Kaco acquisition	—	16,580
Diluted weighted average shares outstanding	2,028,881	2,512,523

Revenue Recognition

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 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 (at predetermine rates) we incur, plus a predetermined fee. Under some cost-plus contracts, our fee may be based on quality, schedule, and other performance factors.

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.

Revenues from engineering services are recognized when services are performed and the revenues are earned in accordance with the accrual basis of accounting.

Revenues from long-term 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 contract 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 percentage of revenue 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.

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Change orders and claims typically result from changes in scope, specifications or design, performance, materials, sites, or period of completion. Costs related to change orders and claims are recognized when incurred. Change orders are included in total estimated contract revenue when it is probable that the change order will result in an addition to the contract value and can be reliably estimated.

Federal Acquisition Regulations ("FAR"), which are applicable to the Company's federal government contracts and may be incorporated in local and state agency contracts, limit the recovery of certain specified indirect costs on contracts. Cost-plus contracts covered by FAR or with certain state and local agencies also may require an audit of actual costs and provide for upward or downward adjustments if actual recoverable costs differ from billed recoverable costs.

Unbilled work results when the appropriate contract revenue amount has been recognized in accordance with the percentage-of-completion accounting method, but a portion of the revenue recorded cannot be billed currently due to the billing terms defined in the contract. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of contract revenues recognized on these contracts.

Advertising

Advertising costs are charged to expense in the period incurred and amounted to $124 and $50, respectively, for the nine months ended September 30, 2012 and 2011.

Allowance for Doubtful Accounts

The Company reports its 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 – federal government or commercial client, historical performance, historical collection trends and general economic conditions. The allowance is increased by the Company's provision for doubtful accounts charged against income, which is charged against income. All recoveries on receivables previously charged off are credited to the accounts receivable recovery account which are included in income, while direct charge-offs of receivables are deducted from the allowance.

Professional Liability Expense

The Company maintains insurance for business risks including professional liability. For professional liability risks, the Company's retention amount under its claims-made insurance policies includes an accrual for claims incurred but not reported for any potential liability, including any legal expenses, to be incurred for such claims if they occur. The Company's accruals are based upon historical expense and management's judgment. The Company maintains insurance coverage for various aspects of its business and operations; however the Company has elected to retain a portion of losses that may occur through the use of deductibles, limits and retentions under our insurance programs. Our insurance coverage may subject the Company to some future liability for which it is only partially insured or are completely uninsured. Management believes its estimated accrual for errors, omission and professional liability claims is sufficient and any additional liability over amounts accrued is not expected to have a material effect on the Company's consolidated results of operations or financial position.

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 operations. 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 reflected as a long or short-term liability or asset in the Company's consolidated balance sheets.

Segment Information

The Company reports segment information in accordance with ASC Topic No. 280 " *Segment Reporting"* ("Topic No. 280"). The Company has identified operating segments at the subsidiary entity level. However, each entity's operating performance has been aggregated into one reportable segment. Each entity's operations meet the aggregation criteria set forth in Topic No. 280. The Company's operating segments are aggregated for financial reporting purposes because they are similar in each of the following areas: economic characteristics, class of customer, nature of service and distribution methods. Revenues from customers are derived from services offered and the Company does not rely on any major customers as a source of revenue.

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 applied the uncertain tax position guidance to all tax positions for which the statute of limitations remained open. Generally, the Company remains subject to income tax examinations by its major taxing authorities from inception in 2009. Nolte generally is no longer subject to income tax examinations by its major taxing authorities for years ending before September 28, 2006. The Company's policy is to classify interest accrued as interest expense and penalties as operating expenses. As of September 30, 2012 and December 31, 2011, the Company does not have any material uncertain tax positions.

Note 3 – Recent Accounting Pronouncements

In May 2011, the FASB issued amendments to authoritative guidance to establish common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards ("IFRSs"). These amendments change the wording used to describe many of the requirements in GAAP for measuring fair

value and for disclosing information about fair value measurements to ensure consistency between GAAP and IFRSs as well as expand the disclosures for Level 3 measurements. These amendments are to be applied prospectively, and are effective for annual and interim periods beginning after December 15, 2011. The adoption of this amended guidance did not materially expand our disclosures in its consolidated financial statements.

In June 2011, the FASB issued an amendment to authoritative guidance which allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This amendment eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity, but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The provisions of this amendment require retrospective application, and are effective for annual and interim periods beginning after December 15, 2011. The adoption of this guidance did not have a material effect on the Company's consolidated financial statements.

In September 2011, the FASB issued amended guidance on testing goodwill for impairment. Under the new guidance, 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. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. The provisions of the new guidance are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not been issued or, for nonpublic entities, have not yet been made available for issuance. The Company early adopted this new qualitative approach effective with its unaudited consolidated financial statements for the nine months ended September 30, 2011.

In September 2011, the FASB amended its standards requiring additional disclosures about an employer's participation in a multiemployer plan. This new guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. The Company does not expect adoption of this standard to have a material impact on our disclosure.

In December 2011, the FASB issued amended guidance requiring companies to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years beginning in or after January 1, 2013, and interim periods within those annual fiscal years. The Company does not expect adoption of this standard to have a material impact on its consolidated results of operations and financial condition.

In December 2011, the FASB issued amended guidance to allow the FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This guidance allows companies to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the new guidance issued in June 2011, which is described above. This new guidance is required to be applied retrospectively for fiscal years,

and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The adoption of this standard did not have a material impact on its consolidated results of operations and financial condition.

In July 2012, the FASB issued ASU 2012-02, "Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment" in Accounting Standards Update No. 2012-02. This update amends ASU 2011-08, Intangibles – Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment and permits an entity first to assess qualitative factors to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired as a basis for determining whether it is necessary to perform the quantitative impairment test in accordance with Subtopic 350-30, Intangibles - Goodwill and Other - General Intangibles Other than Goodwill. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued or, for nonpublic entities, have not yet been made available for issuance. The adoption of ASU 2012-02 is not expected to have a material impact on our financial position or results of operations.

Note 4 – Business Acquisitions

The Kaco Transaction

On July 27, 2012, we acquired certain assets and assumed certain liabilities of Kaco, a 30-person firm headquartered in Miami, Florida. Kaco began operations in 1984 and over the years has become recognized for its technical expertise on development and engineering teams for some of the most challenging projects in South Florida, the Caribbean, and Central America. The purchase price was $3,500 in cash, notes and stock. The purchase price consisted of $1,000 in cash; $2,000 promissory 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 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; and $500 of common stock valued at not less than $10.00 per share issuable no later than December 28, 2012. On December 28, 2012, we paid $525 (principal and accrued interest) and issued 69,330 shares of the Company's common stock. The stock payable of $500 is included in Accrued Liabilities as of September 30, 2012 (see Note 8). Acquisition costs of $30 were expensed in the accompanying consolidated statement of income for the nine months ended September 30, 2012.

The Company recognized the assets acquired and the liabilities assumed at their fair values and has recorded an allocation of the purchase price to the Kaco tangible and identifiable intangible assets acquired and liabilities assumed based on their estimated fair values as of July 27, 2012. Goodwill has been recorded based on the amount by which the purchase price exceeded the fair value of the net assets acquired and is attributable to the reputation of the businesses acquired, the workforce in place and the synergies to be achieved from this acquisition. 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 value of such assets as of the acquisition date.

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The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

Accounts receivable	$ 771
Property and equipment	75
Intangible assets:	
Customer relationships	1,014
Trade name	82
Customer backlog	41
Non-compete	92
Total Assets	2,075
Liabilities	(96)
Net assets acquired	$1,979
Consideration paid (Cash, Notes and stock)	3,500
Excess consideration paid over the amounts assigned to the net assets acquired (Goodwill)	$1,521

For tax purposes, goodwill from this acquisition is deductible over a fifteen-year period.

The consolidated financial statements of the Company include the results of operations from the business and assets acquired from Kaco from July 28, 2012 to September 30, 2012 and include gross revenues and net income of approximately $813 and $156, respectively.

Note 5 – Accounts Receivable, net

Accounts receivable consisted of the following:

	December 31, 2011	September 30, 2012
Billed	$ 11,577	$ 13,773
Unbilled	4,973	5,276
Contract retentions	191	477
	16,741	19,526
Less: allowance for doubtful accounts	(1,284)	(1,770)
Accounts receivable, net	$ 15,457	$ 17,756

Billed accounts receivable represent amounts billed to clients that remain uncollected as of the balance sheet date. Unbilled accounts receivable represent 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.

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Note 6 – Property and Equipment

Property and equipment consisted of the following:

	December 31, 2011	September 30, 2012
Office furniture and equipment	$ 340	$ 255
Computer equipment	689	897
Survey and field equipment	605	845
Leasehold improvements	960	965
	2,594	2,962
Accumulated depreciation	(1,338)	(1,671)
Property and equipment – net	$ 1,256	$ 1,291

Depreciation expense for the nine months ended September 30, 2012 and 2011 was $486 and $714, respectively.

Note 7 – Intangible Assets

Intangible assets

Intangible assets at September 30, 2012 and December 31, 2011 consist primarily of a trade name, customer backlogs, customer relationships and non-compete as follows:

	December 31, 2011			September 30, 2012		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Customer relationships	$2,537	$ (687)	$ 1,850	$3,551	$ (966)	$ 2,585
Trade name	670	(316)	354	752	(500)	252
Customer backlog	575	(393)	182	616	(531)	85
Non-compete	—	—	—	92	(3)	89
Total	$3,782	$ (1,396)	$ 2,386	$5,011	$ (2,000)	$ 3,011

Trade name is amortized on a straight-line basis over its estimated life of three years. Customer backlog and customer relationships are amortized based on the future expected revenues, with weighted average amortization periods ranging from 3.5 to 8 years. Non-compete is amortized over its contractual life of 5 years.

Amortization expense for the nine months ended September 30, 2012 and 2011 was $603 and $665, respectively.

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As of September 30, 2012, the future estimated aggregate amortization related to intangible assets is as follows:

Period ending September 30,	
2013	$ 838
2014	573
2015	479
2016	393
2017	299
Thereafter	429
Total	$ 3,011

Note 8 – Accrued Liabilities

Accrued liabilities consist of the following:

	December 31, 2011	September 30, 2012
Acquisition and restructuring expense (see Note 11)	$ 15	$ —
Deferred rent	512	368
Payroll and related taxes	535	1,310
Professional fees	406	224
Benefits	792	344
Compensated absences	1,066	1,230
Stock payable – Kaco acquisition (see Note 4)	—	500
Other	306	352
Total	$ 3,632	$ 4,328

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Note 9 – Notes Payable

Notes payable consists of the following:

	December 31, 2011	September 30, 2012
Two lines of credit facilities totaling $4,000 (the "Line Facilities"), due October 30, 2013, interest payable monthly at prime rate plus 1% with a minimum of 4.50% until maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders and a wholly owned subsidiary, and contain cross default provisions with each other and with the note payable described below *(1)*	$ —	$ 1,982
Note payable to bank, interest at prime rate (minimum 5.0%), due February 1, 2015), payable in monthly installments of $46 and a lump sum of the remaining principal balance outstanding at maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders	2,248	1,834
Note payable to former stockholder of Nolte, interest at prime rate plus 1% (maximum 7.0%), due July 29, 2017, payable in quarterly principal installments of $119. Unsecured and subordinated to note payable to bank, other than monthly principal and interest payments	2,661	2,303
$2,000 uncollateralized promissory note issued to the former owner of Kaco (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 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	—	2,000
Loans payable to bank, bearing interest at 7.07% and 4.82%, due October 15, 2012 and December 20, 2013	26	37
Total debt	4,935	8,156
Less: current maturities	(1,055)	(2,058)
Long-term debt, net of current maturities	$ 3,880	$ 6,098

(1) On September 19, 2012, the existing Line Facilities were modified and extended with our current lender. The combined borrowing capacity of the Line Facilities was increased to $4,000 with a new maturity date of October 30, 2013. The interest rate on the Line is prime rate plus 1% with a minimum of 4.50% until maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders and wholly-owned subsidiaries, and contain cross default provisions with the note payable to the same bank with a maturity date of February 1, 2015.

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Future maturities of long-term debt as of September 30, 2012 are as follows:

Period ending September 30,	
2013	$ 2,058
2014	3,517
2015	1,707
2016	477
2017	397
Thereafter	—
Total	$8,156

Note 10 – Stock Repurchase Obligation

The Stock Repurchase Obligation at September 30, 2012 and December 31, 2011 represents notes payable for the repurchase of common stock of certain former stockholders of Nolte. These notes are unsecured and subordinated to bank debt and the maintenance of related debt covenants, and bear interest from 3.25% to 4.25%. The rates adjust annually based on the prime rate. The notes require quarterly interest and principal payments of approximately $180 through March 2016. The outstanding balance of the stock repurchase obligation was $2,559 and $2,136 as of September 30, 2012 and December 31, 2011, respectively.

During nine months ended September 30, 2012, the Company repurchased 186,698 common shares for an aggregate purchase price of $1,114. The Company issued a note payable for the repurchase of a transaction which is payable in eight installments of $133 each. The first payment was made on August 17, 2012 and subsequent payments of $133 plus interest are payable on each of the next seven anniversary dates. The interest rate on this obligation is 3.25%. The outstanding balance on this obligation is $929 as of September 30, 2012.

Future maturities of these notes as of September 30, 2012 are as follows:

Period ending September 30,	
2013	$ 778
2014	713
2015	474
2016	196
2017	398
Total	$2,559

Note 11 – Acquisition and Restructuring Expense

In connection with the BV and Nolte transactions, the Company initiated and executed a restructuring plan which included workforce reduction actions and facility closures, and also assumed a restructuring expense liability of $381 related to restructuring activities initiated by Nolte prior to the acquisition date. The Company recognized acquisition and restructuring charges of $0 and $82 for the nine months ended September 30, 2012 and 2011, respectively, which are reflected separately in the consolidated statements of income.

NV5 Holdings, Inc. and Subsidiaries
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except shares and per share data)

The following table presents a roll forward of the restructuring accrual balance:

	September 30, 2012
Beginning balance – December 31, 2011	$ 15
Paid during period	(15)
Ending balance	$ —

Note 12 – Leases

The Company leases various office facilities from unrelated parties. These leases expire through 2017 and, in certain cases, provide for escalating rental payments and reimbursement for operating costs. The Company also leases office space from a stockholder on a month-to-month basis and the former owner of Kaco which became a stockholder on December 28, 2012 in conjunction with the Kaco acquisition. For the nine months ended September 30, 2012 and 2011, the Company recognized lease expense of $2,090 and $2,183, respectively, which is included the line item “Facilities and facilities related” in the consolidated statements of income. Included in these amounts are $77 and $43 for the nine months ended September 30, 2012 and 2011, respectively, for office leases with stockholders of the Company.

Note 13 – 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.

Sustainable Nolte Program (SNP)

Nolte sponsored a stock purchase plan which provided an opportunity for certain qualifying employees to invest in Nolte through the purchase of shares of stock that vest over time. The gross values of the shares awarded were initially recorded as bonus payable.

Nolte offered the opportunity for the purchaser to obtain a bank loan guaranteed by Nolte. The bank loan and the bonus were both payable in equal amounts over five years. Shares purchased via the SNP were subject to various vesting percentages, generally on a proportional basis over five years, and Nolte held the shares until such time as they were fully vested. In connection with the acquisition of Nolte, the Company terminated the SNP and assumed the bank loan guarantee issued by Nolte. As of September 30, 2012 and December 31, 2011, this guarantee aggregated approximately $25 and $149, respectively, which is included in Accrued liabilities on the consolidated balance sheets.

Note 14 – Officers’ Life Insurance

Investments in life insurance policies were made with the intention of utilizing them as a long-term funding source for post-retirement benefits. However, they do not represent a committed funding source for these obligations and are subject to claims from creditors. This plan was terminated in conjunction with the Nolte Transaction, and the Company has no further financial obligations under these policies as of September 30, 2012.

The net cash surrender value of these policies at September 30, 2012 and December 31, 2011 was $655 and $650, respectively.

NV5 Holdings, Inc. and Subsidiaries
NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS
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Note 15 – Stock-Based Compensation

During September and October 2011, we adopted, and our stockholders approved, respectively, our 2011 Equity Plan (the "2011 Equity Plan"), which was subsequently amended and restated in March 2013, to provide our directors, executive officers, and other employees with additional incentives by allowing them to acquire an ownership interest in our business and, as a result, encouraging them to contribute to our success. The 2011 Equity Plan is intended to make available incentives that will assist us to attract, retain, and motivate employees, officers, consultants, and directors by allowing them to acquire an ownership interest in our business, and, as a result, encouraging them to contribute to our 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. A total of 554,658 shares of common stock is authorized and reserved for issuance under the 2011 Equity Plan. This reserve automatically increases on each January 1 from 2014 through 2023, will increase each subsequent anniversary through 2021, by an amount equal to the smaller of (a) 3.5% of the number of shares issued and outstanding on the immediately preceding December 31, or (b) an amount determined by our Board of Directors.

During April 2012, we granted from the 2011 Equity Plan 38,270 restricted shares to management and employees of which 347 shares forfeited during this period with an aggregate deferred compensation amount of approximately $274. The fair value of these shares is based on the estimated fair value of the Company's equity as of the grant date, which was estimated at $7.21 per share. These awards provide for service based vesting after three years.

In 2010, prior to the inception of the 2011 Equity Plan, the Company issued 377,104 restricted shares to management and employees of the Company with an aggregate deferred compensation amount of approximately $765. This grant was not part of the 2011 Equity Plan. Each award is service based, and vests after five years or upon certain other events, subject to each award agreement. The fair value of these shares was calculated based on the estimated fair value of the Company's equity as of the grant date, which was approximately $2.03 per share.

Share-based compensation expense relating to restricted stock awards during the nine months ended September 30, 2012 and 2011 was $152 and $115, respectively. As of September 30, 2012, no shares have vested since the Plan inception, and approximately $669 of deferred compensation is unrecognized at September 30, 2012 which expected to be recognized over the next 3.75 years.

Note 16 – Income Taxes

As of September 30, 2012, the Company had current and non-current deferred income tax assets of $731. As of December 31, 2011, the Company had deferred income tax assets of $378 and deferred income tax liabilities of $690. Deferred income tax assets consist primarily of accounting reserves and certain research and development tax credits not currently utilized for tax purposes. Deferred tax liabilities primarily relate to intangible assets, depreciation and amortization expenses and accounting basis adjustments where the Company has a future obligation for tax purposes.

In accordance with ASC Topic No. 270, "Interim Financial Reporting" and ASC Topic No. 740, at the end of each interim period the Company is required to determine the best estimate of its annual effective tax rate and then apply that rate in providing for income taxes on a current year-to-date (interim period) basis. Our consolidated effective income tax rate was 34.6% for the nine months ended September 30, 2012. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction. In January 2013, the federal government extended research and

development tax credits for years 2012 and 2013. Accordingly, we will recognize the benefits for 2012 research and development credits in 2013. Our consolidated effective income tax rate was 18.7% for the nine months ended September 30, 2011. The reduction in the effective tax rate compared to the combined statutory federal and state tax rate of 39.0% is due to the domestic production activities deduction and other tax credits that were available during 2011.

In 2011, the California Franchise Tax Board initiated an examination of Nolte's state tax filings and raised various questions about approximately $700 of research and development tax credits generated and included on Nolte's tax returns for the years 2005-2010. Nolte responded to these inquiries, but in the fourth quarter of 2012, the California Franchise Tax Board denied these credits in full.

Nolte is vigorously defending its position and believe it has appropriate documentation to support the credits in full. Accordingly, Nolte has not recorded a liability for uncertain tax benefits related to these state or federal research and development credits. Nolte has appealed the ruling and engaged a specialist firm to assist with the appeal.

Note 17 – Discontinued Operations

Effective June 30, 2011, the Company disposed of its interests in Nolte de Mexico. As a result of this transaction, the Nolte de Mexico operations has been segregated from continuing operations and presented as discontinued operations in the consolidated statements of income and cash flows for the nine months ended September 30, 2011.

A summary of the results of operations of Nolte de Mexico is as follows:

	September 30, 2011
Gross contract revenues	$ 1,022
Pre-tax income	$ 33

Note 18 – Subsequent Event

For its financial statements as of September 30, 2012 and for the nine months then ended, the Company evaluated subsequent events through January 25, 2013, the date on which the financial statements were originally issued, and through March 8, 2013, the date on which the financial statements were available to be reissued. Other than the item mentioned below, there were no events requiring disclosure or adjustment to the consolidated financial statements.

On March 7, 2013, the Company's Board of Directors declared a 1.3866-for-1 forward stock split of its outstanding common stock, to be effected immediately prior to the consummation of this offering. The stock split will result in the issuance of approximately 724,916 additional shares of common stock. All information presented in the accompanying financial statements have been adjusted to reflect this stock split.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
NV5 Holdings, Inc.

We have audited the accompanying consolidated balance sheets of NV5 Holdings, Inc. (a Delaware Corporation) and subsidiaries (the "Successor") as of December 31, 2010 and 2011, and the related consolidated statements of operations, changes in stockholders' equity, and cash flows of Nolte Associates, Inc. and subsidiaries (the "Predecessor") for the period from October 2, 2009 to August 3, 2010; and the consolidated statements of operations, changes in stockholders' equity, and cash flows of NV5 Holdings, Inc. (Successor and collectively with the Predecessor, the "Company") for each of the years ended December 31, 2010 and 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of NV5 Holdings, Inc. and subsidiaries as of December 31, 2010 and 2011, the results of operations and cash flows of Nolte Associates, Inc. and subsidiaries for the period from October 2, 2009 to August 3, 2010, and the results of operations and cash flows of NV5 Holdings, Inc. and subsidiaries for the years ended December 31, 2010 and 2011 in conformity with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP

Miami, Florida
April 11, 2012

(except as to the
stock split discussed
in Note 20, which is
as of March 8, 2013)

NV5 Holdings, Inc. and Subsidiaries
and
Nolte Associates, Inc. and Subsidiaries
CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)

	NV5 Holdings, Inc. (Successor) December 31, 2010	NV5 Holdings, Inc. (Successor) December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	$ 3,438	$ 2,762
Accounts receivable, net of allowance for doubtful accounts of $1,284 and $238 as of December 31, 2011 and 2010, respectively	16,687	15,457
Prepaid expenses and other current assets	947	393
Assets of discontinued operations	668	—
Total current assets	21,740	18,612
Property and equipment, net	2,032	1,256
Intangible assets, net	3,259	2,386
Goodwill	4,496	4,336
Cash surrender value of officer's life insurance	642	650
Other assets	167	382
Deferred tax asset	—	378
Total Assets	$ 32,336	$ 28,000
Liabilities and Stockholders' Equity		
Current liabilities:		
Accounts payable	$ 3,857	$ 3,564
Accrued liabilities	4,578	3,632
Income taxes payable	649	1,811
Billings in excess of costs and estimated earnings on uncompleted contracts	1,504	528
Client deposits	104	182
Current portion of stock repurchase obligation	677	672
Current portion of notes payable	1,500	1,055
Deferred income taxes	2,306	690
Liabilities of discontinued operations	410	—
Total current liabilities	15,585	12,134
Stock repurchase obligations, less current portion	2,135	1,464
Notes payable, less current portion	4,909	3,880
Deferred income taxes	27	—
Total liabilities	22,656	17,478
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, 2,698,195 and 2,213,021 shares issued and outstanding as of December 31, 2011 and 2010, respectively	22	27
Additional paid-in capital	5,549	9,510
Retained earnings (accumulated deficit)	(175)	985
Accumulated other comprehensive loss	(2)	—
Total NV5 Holdings, Inc. stockholders' equity	5,394	10,522
Non-controlling interest in Nolte Associates, Inc.	4,286	—
Total stockholders' equity	9,680	10,522
Total liabilities and stockholders' equity	$ 32,336	$ 28,000

See accompanying notes to the consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
and
Nolte Associates, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands)
(in thousands, except share data)

	Nolte Associates, Inc. (Predecessor)	NV5 Holdings, Inc. (Successor)	
	Period October 2, 2009 to August 3, 2010	Year Ended December 31, 2010	Year Ended December 31, 2011
Gross contract revenues	$ 43,450	$ 32,098	$ 63,366
Direct costs (excluding depreciation and amortization):			
Salaries and wages	11,541	8,224	16,810
Sub-consultant services	7,716	6,470	11,992
Other direct costs	1,397	1,172	2,146
Total direct costs	20,654	15,866	30,948
Gross Profit	22,796	16,232	32,418
Operating Expenses:			
Salaries and wages, payroll taxes and benefits	13,774	8,695	17,561
General and administrative	4,516	4,047	6,677
Facilities and facilities related	2,725	1,569	3,408
Depreciation and amortization	1,291	1,137	1,949
Acquisition and restructuring expense	446	499	95
Total operating expenses	22,752	15,947	29,690
Income from continuing operations	44	285	2,728
Other (expense) income:			
Interest expense	(115)	(260)	(376)
Other, net	28	1	—
Total other (expense)	(87)	(259)	(376)
Income (loss) from continuing operations before income tax expense	(43)	26	2,352
Income tax (expense) benefit	244	(132)	(436)
Income (loss) from continuing operations	201	(106)	1,916
Discontinued operations, net of tax	(162)	35	33
Net income (loss)	39	(71)	1,949
Non-controlling interest in (income) of Nolte Associates, Inc., net of tax	—	(104)	(530)
Net income (loss) attributable to NV5 Holdings, Inc.	$ 39	$ (175)	$ 1,419
Basic Earnings (loss) per Share:			
Continuing operations	$ 0.43	$ (0.11)	$ 0.71
Discontinued operations	(0.31)	0.02	0.02
Total	$ 0.12	$ (0.09)	$ 0.73
Diluted Earnings (loss) per Share:			
Continuing operations	$ 0.43	$ (0.11)	$ 0.65
Discontinued operations	(0.31)	0.02	0.01
Total	$ 0.12	$ (0.09)	$ 0.66

See accompanying notes to the consolidated financial statements.

NV5 Holdings, Inc. and Subsidiaries
and
Nolte Associates, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS of CHANGES IN STOCKHOLDERS' EQUITY
(in thousands, except share data)

NV5 Holdings, Inc. (Successor)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest in Nolte Associates, Inc.	Total
Balance, January 1, 2010	—	$ —	$ —	$ —	$ —	$ —	$ —
Issuance of shares	1,835,917	18	5,489	—	—	—	5,507
Stock compensation	377,104	4	60	—	—	—	64
Non-controlling interest from Nolte acquisition	—	—	—	—	—	4,682	4,682
Redemption of non-controlling interest shares	—	—	—	—	—	(500)	(500)
Comprehensive income (loss):							
Net (loss) income	—	—	—	(175)	—	104	(71)
Foreign currency translation adjustment		—	—	—	(2)	—	(2)
Total comprehensive loss				(175)		104	(73)
Balance, December 31, 2010	**2,213,021**	**$ 22**	**$ 5,549**	**$ (175)**	**$ (2)**	**$ 4,286**	**$ 9,680**
Stock compensation	—	—	153	—	—	—	153
Redemption of non-controlling interest – Mexico disposition	—	—	—	—	—	(406)	(406)
Repurchase of non-controlling interest shares	—	—	—	—	—	(454)	(454)
Distribution for Mexico disposition (a)	—	—	—	(259)	—	—	(259)
Conversion of existing and non-controlling shares	485,174	5	3,951			(3,956)	—
Direct costs of share conversion	—	—	(133)	—	—	—	(133)
Other	—	—	(10)	—	—	—	(10)
Comprehensive income (loss):							
Net income	—	—	—	1,419	—	530	1,949
Foreign currency translation adjustment	—	—	—	—	2	—	2
Total comprehensive income				1,419		530	1,951
Balance, December 31, 2011	**2,698,195**	**$ 27**	**$ 9,510**	**$ 985**	**$ —**	**$ —**	**$10,522**

(a) *The Company completed a spin-off of a subsidiary ("Nolte de Mexico") on June 30, 2011, and the resulting reduction to equity is comprised of the difference between the carrying value of current assets and equipment transferred to Nolte de Mexico less current liabilities and other obligations assumed by Nolte de Mexico upon the effective date of the spin-off.*

Nolte Associates, Inc. (Predecessor)	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Non-controlling Interest in Nolte Associates, Inc.	Total
Balance, October 1, 2009	**—**	**—**	**—**	**(7,306)**	**(134)**	**—**	**(7,440)**
Reclassification of redeemable common stock	339,016	1,695	—	8,283	—	—	9,978
Comprehensive income (loss):							
Net income	—	—	—	39	—	—	39
Foreign currency translation adjustment	—	—	—	—	(10)	—	(10)
Total comprehensive income							29
Balance, August 3, 2010	**339,016**	**$ 1,695**	**$ —**	**$ 1,016**	**$ (144)**	**$ —**	**$ 2,567**

See accompanying notes to the consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
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Nolte Associates, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Nolte Associates, Inc. (Predecessor)	NV5 Holdings, Inc. (Successor)	
	Period from October 2, 2009 to August 3, 2010	Year Ended December 31, 2010	Year Ended December 31, 2011
Cash Flows From Operating Activities:			
Net income (loss)	$ 39	$ (71)	$ 1,949
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:			
Depreciation and amortization	1,291	1,137	1,949
Provision for doubtful accounts	220	237	578
Stock compensation	—	64	153
(Gain) loss on disposal of property and equipment	88	3	(50)
Deferred income taxes (benefit)	(1,931)	(476)	(2,021)
Changes in operating assets and liabilities, net of effects of acquisitions:			
Accounts receivable	7,149	1,991	643
Prepaid expenses and other current assets	280	314	187
Net change in cash surrender value of officers' life insurance	(58)	418	(8)
Accounts payable	(334)	(991)	(481)
Accrued liabilities	(843)	211	(817)
Income taxes payable	713	(142)	1,240
Client deposits	(195)	(3)	76
Billings in excess of costs and estimated earnings on uncompleted contracts	584	(117)	(976)
Net cash provided by operating activities	7,003	2,575	2,422
Cash Flows From Investing Activities:			
Cash paid for acquisitions, net	—	(2,451)	—
Proceeds from disposition or sale of property and equipment	—	—	51
Purchase of property and equipment	(174)	(218)	(372)
Net cash used in investing activities	(174)	(2,669)	(321)
Cash Flows From Financing Activities:			
Decrease in bank overdraft	(592)	—	—
Payments on line of credit		(3,450)	—
Payments on capital lease obligations	(220)	—	—
Borrowings on long-term debt	—	2,800	—
Payments on long-term debt	(3,167)	(644)	(1,513)
Payments on stock repurchase obligation	(571)	(341)	(677)
Payments for non-controlling interest shares		(250)	(454)
Payments for direct costs of conversion of non-controlling interest shares	—	—	(133)
Issuance of mandatorily redeemable common stock	242	—	—
Redemptions of mandatorily redeemable common stock	(502)	—	—
Proceeds from issuance of common stock	—	5,507	—
Net cash (used in) provided by financing activities	(4,810)	3,622	(2,777)
Change in exchange rate	(10)	(2)	—
Net (Decrease) Increase in Cash and Cash Equivalents	2,009	3,526	(676)
Less cash from discontinued operations, end of period	(42)	(88)	—
Cash and cash equivalents at beginning of period	270	—	3,438
Cash and cash equivalents – end of period	$ 2,237	$ 3,438	$ 2,762

See accompanying notes to the consolidated financial statements.

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NV5 Holdings, Inc. and Subsidiaries
and
Nolte Associates, Inc. and Subsidiaries
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Nolte Associates, Inc. (Predecessor)	NV5 Holdings, Inc. (Successor)	
	Period from October 2, 2009 to August 3, 2010	Year Ended December 31, 2010	Year Ended December 31, 2011
Supplemental disclosures of cash flow information:			
Cash paid for interest	$ 170	$ 181	$ 374
Cash paid for income taxes	552	647	1,394
Supplemental disclosures of non-cash investing and financing activities:			
Conversion of non-controlling interest into common stock	$ —	$ —	$ 3,956
Issuance on notes payable for stock redemption	1,041	—	—
Redemption of non-controlling interest stockholder for a note payable	—	250	—
Reclassification of redeemable common stock from debt to equity	(9,978)	—	—
Transactions as part of spin-off of Nolte de Mexico:			
Assumption of note payable to bank	$ —	$ —	$ 40
Redemption of non-controlling interest	—	—	(406)
Transfer of property and equipment	—		(78)
Distribution of net assets	—		(259)
Acquisition of Bureau Veritas North America, Inc. ("BV"):			
Fair value of assets acquired	$ —	$ 5,220	$ —
Fair value of liabilities assumed and incurred	—	(968)	$ —
Cash paid to acquire assets	—	4,252	$ —
Acquisition of Nolte Associates, Inc. ("Nolte"):			
Fair value of assets acquired	$ —	$ 28,204	$ —
Fair value of liabilities assumed and incurred	—	(25,323)	—
Fair value of non-controlling interest	—	(4,682)	—
Cash received upon acquisition of Nolte	$ —	$ (1,801)	$ —

See accompanying notes to the consolidated financial statements.

NV5 Holdings, Inc. and Subsidiaries'
and
Nolte Associates, Inc. and Subsidiaries
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except share and per share data)

Note 1 – Organization and Nature of Business Operations

Business

NV5 Holdings, Inc. and its subsidiaries (collectively with Nolte Associates, Inc. and its subsidiaries, the "Company", "Holdings", "we" or "our") is a holding company providing professional and technical consulting and certification services to public and private sector clients. We focus on the infrastructure, construction, real estate and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment and compliance certification. We operate our business through a network of over 20 locations in California, Colorado, Utah, Florida, New Jersey, and in portions of Mexico (until June 2011). We conduct our operations through two primary operating subsidiaries: (i) Nolte Associates, Inc. ("Nolte"), which began operations in 1949, was incorporated as a California corporation in 1957 and in which we acquired a controlling interest in August 2010, and (ii) NV5, Inc. ("NV5"), which was incorporated as a Delaware corporation in 2009.

Holdings was incorporated as a Delaware corporation in September 2011 as part of a Plan of Reorganization (the "Reorganization"), and owns all of the outstanding shares of Nolte and NV5.

Significant Transactions

Pursuant to a series of Buy-Sell agreements with selling stockholders, NV5 ("Successor") gained control of Nolte ("Predecessor") through the acquisition of a 57% interest in the common stock of Nolte on August 3, 2010 and then acquired an additional 3% interest on December 31, 2010, and an additional 3% interest from August 2011 through September 2011 (the "Nolte Transaction"). On August 18, 2011, the Board of Directors of Nolte unanimously approved the terms of the Reorganization, whereby the holders of the remaining 37% non-controlling interest in Nolte tendered each of their owned shares of Nolte common stock for 2.5 shares of Holding's common stock, with Nolte becoming a wholly owned subsidiary of Holdings. On October 6, 2011, NV5 and Nolte completed the Reorganization and, thereafter, Holdings (i) issued shares of its common stock to the stockholders of NV5 in exchange for the contribution of their shares of NV5 common stock to Holdings, and (ii) Nolte became a wholly-owned subsidiary of Holdings. Prior to this reorganization, there were 1,464,583 shares of NV5 common stock outstanding. Upon the Reorganization 1,464,583 shares of NV5 common stock were exchanged for 2,213,021 shares of Holdings common stock with an additional 485,174 shares of Holdings common stock issued in conjunction with the Nolte shares tendered for exchange. As a result of the Reorganization transaction, Holdings issued an aggregate of 2,724,764 shares of its common stock and became the holding company under which we conduct our operations. All successor share information referenced herein, including related per share data, has been adjusted to give retroactive effect to the exchanged shares of Holdings for all periods presented. The Reorganization was accounted for as an equity transaction since the Company had a majority interest in Nolte.

Pursuant to an Asset Purchase Agreement, the Company acquired the North American operations for construction quality assurance, testing and geotechnical engineering services from Bureau Veritas North America in March 2010 ("BV" and the "BV Transaction").

These acquisitions were accounted for as business combinations under the acquisition method of accounting. Under this method the assets acquired, liabilities assumed and non-controlling interest were recorded in the Company's consolidated financial statements at their respective fair values as of the acquisition dates, and

the results of these acquisitions are included in the Company's consolidated results from the respective dates of acquisition.

Other Transactions

Effective June 30, 2011, the Company disposed of its interests in a wholly owned subsidiary of Nolte, Nolte de Mexico, Sociedad Anonima de Capital Variable ("Nolte de Mexico"), as part of an exchange agreement with two members of management of Nolte de Mexico. The Company received approximately $7 in cash and
17,023 shares of Nolte common stock from these two individuals upon the closing of this agreement. The exchange transaction was valued at fair value based on a $23.82 per share price associated with the Nolte shares as of the date of the transaction.

The Nolte de Mexico operations are presented as discontinued operations in the Company's consolidated financial statements in accordance with Accounting Standards Codification ("ASC") Topic No. 205-20 "*Presentation of Financial Statements – Discontinued Operations* ," and summarized financial information underlying this presentation is included in Note 18.

Note 2 – Summary of Significant Accounting Policies

Basis of Presentation and Principals 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 ("GAAP"). The consolidated financial statements include the accounts of the Company and all subsidiaries. All intercompany accounts and transactions have been eliminated, and a non-controlling interest has been established to reflect the less than majority ownership of Nolte in the periods prior to the effective date of the Reorganization.

Successor/Predecessor Presentation

Nolte is considered the Company's Predecessor for presentation in the consolidated financial statements as the Company succeeded to substantially all of the business of Nolte as part of the Nolte Transaction. Because NV5's business prior to the Nolte acquisition was insignificant, Nolte is considered to be our historical accounting predecessor for financial statement reporting purposes. Nolte previously reported its financial results for the 52/53 week period ending on the Thursday closest to September 30. References to the period from October 2, 2009 to August 3, 2010 refer to the results of operations and cash flows of Nolte for the period that began on October 2, 2009, the first day of Nolte's fiscal year, to August 3, 2010. The Successor consolidated financial statements for the year ended December 31, 2010 include the results of Nolte for the period from the acquisition date to December 31, 2010.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. 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.

Estimates and assumptions are evaluated periodically and adjusted when necessary. The more significant estimates affecting amounts reported in the consolidated financial statements relate to the valuation of our intangible assets, revenue recognition on the percentage-of-completion method, allowances for uncollectible accounts and reserves for professional liability claims.

Reclassifications

Certain 2010 financial statement items have been reclassified to conform to the 2011 presentation.

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. The Company from time to time may be exposed to credit risk with its bank deposits in excess of the FDIC insurance limits and with uninsured money market investments. Management believes cash and cash equivalent balances are not exposed to significant credit risk due to the financial position of the depository institutions in which those deposits are held.

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 70% of our 2011 revenues are from California-based projects and approximately 14% of our 2011 revenues are from one client. Furthermore, approximately 60% of our accounts receivable is 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.

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, cash equivalents, accounts receivable, income tax receivable, accounts payable, accrued liabilities and debt obligations to meet the definition of financial instruments. The carrying

amount of cash, cash equivalents, income tax receivable, accounts 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 and equipment is stated at cost. Property and equipment acquired in a business combination is stated at fair value at the acquisition date. The Company capitalizes the cost of improvements to property and equipment that increase the value or extend the useful lives of the assets. Normal repair and maintenance costs are expensed as incurred. Depreciation and amortization is computed on a straight-line basis over the following estimated useful lives of the assets. Leasehold improvements are amortized on a straight-line basis over the lesser of their estimated useful lives or the remaining terms of the related lease agreement.

Asset	Depreciation Period
Office furniture and equipment	5 Years
Computer equipment	3 Years
Survey and field equipment	5 Years
Leasehold improvements	Lesser of the estimated useful lives or remaining term of the lease

Property and equipment balances are periodically reviewed by management for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. 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 is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. The Company has not recognized an impairment charge relating to property and equipment.

Goodwill and Intangible Assets

Goodwill is the excess cost of an acquired entity over the amounts assigned to assets acquired 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 fair value of the acquired company’s tangible and identifiable assets and liabilities. Our goodwill relates primarily to the Nolte reporting unit, which is one level below our operating segments. The goodwill resulted from the August 3, 2010 acquisition of Nolte, which accounts for approximately 98% of our goodwill.

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. Under the new guidance adopted during 2011, 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 not 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. We are 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 our reporting units. If the carrying value of the assets and liabilities 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. We have elected to perform our annual goodwill impairment review on August 1 of each year. In the third quarter of 2011, we qualitatively assessed various factors and determined that there was no existence of events or circumstances that indicate it is more likely than not that the fair value of the reporting unit is less than its carrying value. Therefore, performing the two-step quantitative impairment test was not necessary. The Company has not recognized an impairment charge relating to goodwill during 2011 or 2010.

Identifiable intangible assets primarily include backlog, customer relationships, patents, trademarks, trade names and other assets. Amortizable intangible assets are amortized 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 is measured as the difference between fair value and carrying value, with fair value typically based on a discounted cash flow model. The Company has not recognized an impairment charge relating to amortizable intangible assets during 2011 or 2010.

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

Earnings per Share

Basic earnings (loss) per share is calculated by dividing net income (loss) attributable to the Company available to common stockholders by the weighted average number of common shares outstanding for the years ended December 31, 2011 and 2010 and for the period October 2, 2009 to August 3, 2010. 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. The weighted average number of shares outstanding in calculating basic earnings per share for the years ended December 31, 2011 and 2010 exclude 377,104 non-vested restricted shares issued during 2010. The computation of diluted earnings (loss) per share for the year ended December 31, 2010 did not assume the effect of restricted shares issued during 2010 because the effects were antidilutive. There were no restricted shares issued subject to vesting during the period October 2, 2009 to August 3, 2010.

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The following table represents a reconciliation of the net income (loss) and weighted average shares outstanding for the calculation of basic and diluted earnings per share for the years ended December 31, 2011 and 2010 and for the period October 2, 2009 to August 3, 2010:

	Nolte Associates, Inc. (Predecessor)	NV5 Holdings, Inc. (Successor)	
	Period October 2, 2009 to August 3, 2010 (acquisition)	Year ended December 31, 2010	Year ended December 31, 2011
Numerator:			
Net income (loss) before discontinued operations attributable to Holdings – *basic and diluted*	$ 201	$ (210)	$ 1,386
Net income (loss) from discontinued operations attributable to Holdings – *basic and diluted*	(162)	35	33
Net income (loss) attributable to Holdings – *basic and diluted*	$ 39	$ (175)	$ 1,419
Denominator:			
Basic weighted average shares outstanding	339,016	1,966,659	1,951,561
Effect of dilutive restricted shares	—	—	195,615
Diluted weighted average shares outstanding	339,016	1,966,659	2,147,176

Revenue Recognition

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 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 (at predetermine rates) we incur, plus a predetermined fee. Under some cost-plus contracts, our fee may be based on quality, schedule, and other performance factors.

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

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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.

Revenues from engineering services are recognized when services are performed and the revenues are earned in accordance with the accrual basis of accounting.

Revenues from long-term 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 contract 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 percentage of revenue 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.

Change orders and claims typically result from changes in scope, specifications or design, performance, materials, sites, or period of completion. Costs related to change orders and claims are recognized when incurred. Change orders are included in total estimated contract revenue when it is probable that the change order will result in an addition to the contract value and can be reliably estimated.

Federal Acquisition Regulations ("FAR"), which are applicable to the Company's federal government contracts and may be incorporated in local and state agency contracts, limit the recovery of certain specified indirect costs on contracts. Cost-plus contracts covered by FAR or with certain state and local agencies also may require an audit of actual costs and provide for upward or downward adjustments if actual recoverable costs differ from billed recoverable costs.

Unbilled work results when the appropriate contract revenue amount has been recognized in accordance with the percentage-of-completion accounting method, but a portion of the revenue recorded cannot be billed currently due to the billing terms defined in the contract. The liability "Billings in excess of costs and estimated earnings on uncompleted contracts" represents billings in excess of contract revenues recognized on these contracts.

Advertising

Advertising costs are charged to expense in the period incurred and amounted to $60 and $62, respectively, for the years ended December 31, 2011 and 2010 and $52 for the period October 2, 2009 to August 3, 2010.

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Allowance for Doubtful Accounts

The Company reports its 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 – federal government or commercial client, historical performance, historical collection trends and general economic conditions. The allowance is increased by the Company's provision for doubtful accounts charged against income, which is charged against income. All recoveries on receivables previously charged off are credited to the accounts receivable recovery account which are included in income, while direct charge-offs of receivables are deducted from the allowance.

Professional Liability Expense

The Company maintains insurance for business risks including professional liability. For professional liability risks, the Company's retention amount under its claims-made insurance policies includes an accrual for claims incurred but not reported for any potential liability, including any legal expenses, to be incurred for such claims if they occur. The Company's accruals are based upon historical expense and management's judgment. The Company maintains insurance coverage for various aspects of its business and operations; however the Company has elected to retain a portion of losses that may occur through the use of deductibles, limits and retentions under our insurance programs. Our insurance coverage may subject the Company to some future liability for which it is only partially insured or are completely uninsured. Management believes its estimated accrual for errors, omission and professional liability claims is sufficient and any additional liability over amounts accrued is not expected to have a material effect on the Company's consolidated results of operations or financial position.

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 operations. 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 reflected as a long or short-term liability or asset in the Company's consolidated balance sheets.

Segment Information

The Company reports segment information in accordance with ASC Topic No. 280 " *Segment Reporting"* ("Topic No. 280"). The Company has identified operating segments at the subsidiary entity level. However, each entity's operating performance has been aggregated into one reportable segment. Each entity's operations meet the aggregation criteria set forth in Topic No. 280. The Company's operating segments are aggregated for financial reporting purposes because they are similar in each of the following areas: economic characteristics, class of customer, nature of service and distribution methods. Revenues from customers are derived from services offered and the Company does not rely on any major customers as a source of revenue.

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 applied the uncertain tax position guidance to all tax positions for which the statute of limitations remained open. Generally, the Company remains subject to income tax examinations by its major taxing authorities from inception in 2009. Nolte generally is no longer subject to income tax examinations by its major taxing authorities for years ending before September 28, 2006. The Company's policy is to classify interest accrued as interest expense and penalties as operating expenses. The Company does not have any material uncertain tax positions.

Note 3 – Recent Accounting Pronouncements

In January 2010, the Financial Accounting Standards Board ("FASB") issued new authoritative literature, which clarifies certain existing disclosure requirements and requires additional disclosures for recurring and nonrecurring fair value measurements. These additional disclosures include amounts and reasons for significant transfers between Level 1 and Level 2 of the fair value hierarchy; significant transfers in and out of Level 3 of the fair value hierarchy; and information about purchases, sales, issuances and settlements on a gross basis in the reconciliation of recurring Level 3 measurements. The requirements of this standard are effective for periods beginning after December 15, 2009, with the exception of the requirement of information about purchases, sales, issuances and settlements of Level 3 measurements, which becomes effective for periods beginning after December 15, 2010. The Company adopted the guidance related to Level 1 and Level 2 disclosures effective January 1, 2010 and adopted the guidance related to Level 3 disclosures effective January 1, 2011; the full adoption of this guidance did not have a material effect on the Company's consolidated financial statements.

In May 2011, the FASB issued amendments to authoritative guidance to establish common fair value measurement and disclosure requirements in GAAP and International Financial Reporting Standards ("IFRSs"). These amendments change the wording used to describe many of the requirements in GAAP for measuring fair value and for disclosing information about fair value measurements to ensure consistency between GAAP and IFRSs as well as expand the disclosures for Level 3 measurements. These amendments are to be applied prospectively, and are effective for annual and interim periods beginning after December 15, 2011. The Company does not anticipate that the adoption of this amended guidance will materially expand disclosures in its consolidated financial statements.

In June 2011, the FASB issued an amendment to authoritative guidance which allows an entity the option to present the total of comprehensive income, the components of net income, and the components of other comprehensive income either in a single continuous statement of comprehensive income or in two separate but

consecutive statements. In both choices, an entity is required to present each component of net income along with total net income, each component of other comprehensive income along with a total for other comprehensive income, and a total amount for comprehensive income. This amendment eliminates the option to present the components of other comprehensive income as part of the statement of changes in stockholders' equity, but does not change the items that must be reported in other comprehensive income or when an item of other comprehensive income must be reclassified to net income. The provisions of this amendment require retrospective application, and are effective for annual and interim periods beginning after December 15, 2011. The adoption of this guidance is not expected to have a material effect on the Company's consolidated financial statements but may require a change in the presentation of its consolidated financial statements.

In September 2011, the FASB issued amended guidance on testing goodwill for impairment. Under the new guidance, 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. If the entity determines that this threshold is not met, then performing the two-step impairment test is unnecessary. The provisions of the new guidance are effective for annual and interim goodwill impairment tests performed for fiscal years beginning after December 15, 2011. Early adoption is permitted, including for annual and interim goodwill impairment tests performed as of a date before September 15, 2011, if an entity's financial statements for the most recent annual or interim period have not been issued or, for nonpublic entities, have not yet been made available for issuance. The Company has early adopted this new qualitative approach. Reference is made to Note 2.

In September 2011, the FASB amended its standards requiring additional disclosures about an employer's participation in a multiemployer plan. This new guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years ending after December 15, 2011, with early adoption permitted. The Company will not early adopt this standard and does not expect adoption of this standard to have a material impact on our disclosure.

In December 2011, the FASB issued amended guidance requiring companies to disclose information about offsetting and related arrangements to enable users of its financial statements to understand the effect of those arrangements on its financial position. This guidance is required to be applied retrospectively for all prior periods presented and is effective for annual periods for fiscal years beginning in or after January 1, 2013, and interim periods within those annual fiscal years. The Company does not expect adoption of this standard to have a material impact on its consolidated results of operations and financial condition.

In December 2011, the FASB issued amended guidance to allow the FASB time to redeliberate whether to present on the face of the financial statements the effects of reclassifications out of accumulated other comprehensive income on the components of net income and other comprehensive income for all periods presented. This guidance allows companies to continue to report reclassifications out of accumulated other comprehensive income consistent with the presentation requirements in effect prior to the new guidance issued in June 2011, which is described above. This new guidance is required to be applied retrospectively for fiscal years, and interim periods within those years, beginning after December 15, 2011, with early adoption permitted. The Company will not early adopt this standard and does not expect adoption of this standard to have a material impact on its consolidated results of operations and financial condition.

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Note 4 – Business Acquisitions

The BV Transaction

On March 5, 2010, we acquired certain assets of BV used in the construction quality assurance, testing and geotechnical engineering service operations for net cash consideration of $5,168. A portion of the purchase price was represented by two noninterest bearing notes (payable in two installments of $500 on September 1, 2010 and March 1, 2011, respectively). Interest of $84 was imputed on these notes and has been accounted for as a reduction in the purchase price. Acquisition costs of $152 were expensed in acquisition and restructuring expense in the accompanying consolidated statement of operations for the year ended December 31, 2010.

The Company recognized the assets acquired and the liabilities assumed at their fair values and has recorded an allocation of the purchase price to the BV tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values as of March 5, 2010. Goodwill has been recorded based on the amount by which the purchase price exceeded the fair value of the net assets acquired and is attributable to the reputation of the businesses acquired, the workforce in place and the synergies to be achieved from this and future acquisitions. The allocation of the purchase price to identifiable intangible assets (customer relationships and customer backlog) is based on valuations performed to determine the fair value of such assets as of the acquisition date.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

Accounts receivable	$ 3,348
Property and equipment	379
Intangible assets:	
Customer backlog	298
Customer relationships	1,131
Total Assets	5,156
Liabilities	(52)
Net assets acquired	$ 5,104
Consideration paid (Cash and Notes)	5,168
Excess consideration paid over the amounts assigned to the net assets acquired (Goodwill)	$ 64

For tax purposes, goodwill from this acquisition is deductible over a fifteen-year period.

The consolidated financial statements of the Company include the results of operations from the business and assets acquired from BV from March 6, 2010 to December 31, 2010 and include gross revenues and net income of approximately $12,345 and $833, respectively.

The Nolte Transaction

On August 3, 2010, we acquired a 57% interest in Nolte, a technical consulting and infrastructure engineering services firm. The total consideration aggregated to approximately $7,262 (cash of $3,927 and a note payable of $3,335). The transaction was accounted for using the acquisition method of accounting. Acquisition

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costs of $209 were expensed in acquisition and restructuring expense in the accompanying consolidated statements of operations for the year ended December 31, 2010.

The Company recognized the assets acquired and the liabilities assumed at their fair values and have recorded an allocation of the purchase price to the Nolte tangible and identifiable intangible assets acquired and liabilities assumed based on their fair values as of August 3, 2010. Goodwill was recorded based on the amount by which the purchase price exceeded the fair value of the net assets acquired and is attributable to the reputation of the businesses acquired, the workforce in place and the synergies to be achieved from this and future acquisitions. The allocation of the purchase price to identifiable intangible assets (trade name, customer backlog and customer relationships) is based on valuations performed to determine the fair value of such assets as of the acquisition date.

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the acquisition date:

Cash	$ 2,279
Accounts receivable	15,850
Other current assets	1,367
Property and equipment	2,151
Other noncurrent assets	2,051
Intangible assets:	
Trade name	670
Customer backlog	277
Customer relationships	1,406
Total assets	26,051
Accounts payable	5,054
Other current liabilities	10,070
Noncurrent liabilities	3,415
Total liabilities	18,539
Fair value of non-controlling interest	4,682
Net assets acquired	$ 2,830
Consideration paid (Cash and Notes)	7,262
Excess consideration paid over the amounts assigned to the net assets acquired (Goodwill)	$ 4,432

The fair value of the non-controlling interest in Nolte was estimated by applying the income approach. This fair value measurement was based on significant inputs that are not observable in the market. Key assumptions include future cash flows, discount rates, and adjustments reflective of the existing and any proposed ownership structure that market participants would consider when estimating the value of the non-controlling interest.

For tax purposes, goodwill resulting from this acquisition is not subject to amortization.

The consolidated financial statements of the Company include Nolte's results of operations from August 4, 2010 to December 31, 2010, and include gross revenues and net income of approximately $19,753 and $208, respectively.

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Pro Forma Results

The following unaudited pro forma financial information presents the combined results of operations of the Company had the BV and Nolte transactions occurred as of January 1, 2010. The pro forma information is not necessarily indicative of what the financial position or results of operations actually would have been had these transactions been completed as of January 1, 2010. In addition, the unaudited pro forma financial information is not indicative of, nor does it purport to project, the future financial position or operating results of the Company.

Unaudited Pro Forma Condensed Combined Statement of Operations Data

	Year Ended December 31, 2010
Income Statement Data:	
Gross contract revenues	$ 64,660
Income from continuing operations	$ 134
Loss from discontinued operations	$ (264)
Net loss	$ (210)
Net loss per share, basic and diluted	$ (0.11)

Note 5 – Accounts Receivable, net

Accounts receivable consisted of the following:

	December 31, 2010	December 31, 2011
Billed	$ 10,359	$ 11,577
Unbilled	6,008	4,973
Contract retentions	558	191
	16,925	16,741
Less: allowance for doubtful accounts	(238)	(1,284)
Accounts receivable, net	$ 16,687	$ 15,457

Billed accounts receivable represent amounts billed to clients that remain uncollected as of the balance sheet date. Unbilled accounts receivable represent 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.

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Note 6 – Property and Equipment

Property and equipment consisted of the following:

	December 31, 2010	December 31, 2011
Office furniture and equipment	$ 352	$ 340
Computer equipment	593	689
Survey and field equipment	616	605
Leasehold improvements	942	960
	2,503	2,594
Accumulated depreciation	(471)	(1,338)
Property and equipment – net	$ 2,032	$ 1,256

Depreciation expense for the years ended December 31, 2011 and 2010 totaled $1,076 and $614, respectively, and $1,291 for the period October 2, 2009 to August 3, 2010.

Note 7 – Intangible Assets and Goodwill

Intangible assets

Intangible assets at December 31, 2011 and 2010 consist primarily of a trade name, customer backlogs and customer relationships as follows:

	December 31, 2010			December 31, 2011		
	Gross Carrying Amount	Accumulated Amortization	Net Amount	Gross Carrying Amount	Accumulated Amortization	Net Amount
Customer relationships	$2,537	$ (316)	$2,221	$2,537	$ (687)	$1,850
Trade name	670	(93)	577	670	(316)	354
Customer backlogs	575	(114)	461	575	(393)	182
Total	$3,782	$ (523)	$3,259	$3,782	$ (1,396)	$2,386

Trade name is amortized on a straight basis over its estimated life of three years. Backlog and customer relationships are amortized based on the future expected revenues, with weighted average amortization periods of 3.5 and 7 years, respectively. The aggregate weighted average amortization period for all intangible assets is 6 years.

Amortization expense for the years ended December 31, 2011 and 2010 was $873 and $523, respectively.

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As of December 31, 2011, the future estimated aggregate amortization related to intangible assets is as follows:

Years ending December 31,	
2012	$ 714
2013	554
2014	408
2015	313
2016	223
Thereafter	174
Total	$2,386

Goodwill

The table set forth below is a reconciliation of goodwill as reflected in the Company's consolidated balance sheets as of December 31, 2011 and 2010:

Goodwill as of January 1, 2010	$ —
BV Transaction	64
Nolte Transaction	4,432
Goodwill as of December 31, 2010	4,496
Reclassification for amounts assigned to property and equipment	24
Disposition of Mexico Operations	(184)
Goodwill as of December 31, 2011	$ 4,336

Note 8 – Accrued Liabilities

Accrued liabilities consist of the following:

	December 31, 2010	December 31, 2011
Acquisition and restructuring expense (see Note 11)	$ 341	$ 15
Deferred rent	646	512
Payroll and related taxes	607	535
Professional fees	551	406
Benefits	660	792
Compensated absences	1,241	1,066
Other	532	306
Total	$ 4,578	$ 3,632

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Note 9 – Notes Payable

Notes payable consists of the following:

	December 31, 2010	December 31, 2011
Two lines of credit facilities totaling $3,000 (the "Line Facilities"), due August 7, 2012, interest at prime with a minimum of 5.0% until maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders and a wholly owned subsidiary, and contain cross default provisions with each other and with the note payable described below (No amounts borrowed in 2011 or 2010 - see Note 20 for additional discussion)	$ —	$ —
Note payable to bank, interest at prime rate (minimum 5.0%), due August 7, 2012 (as amended which was further amended on March 14, 2012 with a new maturity date of February 1, 2015), payable in monthly installments of $46 and a lump sum of the remaining principal balance outstanding at maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders (see Note 20 for additional discussion)	2,800	2,248
Note payable to former stockholder of Nolte, interest at prime rate plus 1% (maximum 7.0%), due July 29, 2017, payable in quarterly principal installments of $119. Unsecured and subordinated to note payable to bank, other than monthly principal and interest payments	3,138	2,661
Note payable for BV acquisition, repaid when due on March 1, 2011, interest imputed at 12.0%, unsecured	471	—
Loan payable to bank, bearing interest at 7.07%, due October 15, 2012, payable on demand, assumed as part of disposition of Nolte de Mexico	—	26
Total debt	6,409	4,935
Less: current maturities	(1,500)	(1,055)
Long-term debt, net of current maturities	$ 4,909	$ 3,880

Future maturities of long-term debt as of December 31, 2011 are as follows:

Year ending December 31,	
2012	$1,055
2013	1,029
2014	1,028
2015	1,069
2016	477
Thereafter	277
Total	$4,935

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(a) Covenants

(b) The Line Facilities described above contain a semi-annual maximum debt to tangible net worth covenant ratio, as defined, of 2:1 and financial reporting covenant provisions. As of December 31, 2011 and through the date of this report, the Company was in compliance with all covenant provisions.

Note 10 – Stock Repurchase Obligation

The Stock Repurchase Obligation at December 31, 2011 and 2010 represents notes payable for the repurchase of common stock of certain former stockholders of Nolte. These notes are unsecured and subordinated to bank debt and the maintenance of related debt covenants, and bear interest from 3.25% to 4.25%. The rates adjust annually based on the prime rate. The notes require quarterly interest and principal payments of $192 through March 2016.

Future maturities of these notes as of December 31, 2011 are as follows:

Year ending December 31,	
2012	$ 672
2013	639
2014	554
2015	239
2016	32
Total	$2,136

Note 11 – Acquisition and Restructuring Expense

In connection with the BV and Nolte transactions, the Company initiated and executed a restructuring plan which included workforce reduction actions and facility closures, and also assumed a restructuring expense liability of $381 related to restructuring activities initiated by Nolte prior to the acquisition date. The Company recognized acquisition and restructuring charges of $95 and $499 for the years ended December 31, 2011 and 2010, respectively, and $446 for the period October 2, 2009 to August 3, 2010, which are reflected separately in the consolidated statements of operations.

The following table presents a roll forward of the restructuring accrual balance:

	Period October 2, 2009 to August 3, 2010	December 31, 2010	December 31, 2011
Beginning balance	$ —	$ —	$ 341
Assumed in the acquisition of Nolte	—	381	—
Incurred during period	446	499	95
Paid during period	(65)	(539)	(421)
Ending balance	$ 381	$ 341	$ 15

Note 12 – Leases

The Company leases various office facilities from unrelated parties. These leases expire through 2017 and, in certain cases, provide for escalating rental payments and reimbursement for operating costs. The Company also leases office space from a stockholder on a month-to-month basis. For the years ended December 31, 2011 and 2010, the Company recognized lease expense of $2,923 and $1,552, respectively, and $2,428 for the period October 2, 2009 to August 3, 2010, which are included the line item “Facilities and facilities related” in the consolidated statements of operations. Included in these amounts are $58 and $48, respectively, of amounts paid on a month-to-month basis under an office lease with a stockholder of the Company.

Future minimum payments under the non-cancelable operating leases as of December 31, 2011 are as follows:

Period ending December 31,	Amount
2012	$ 2,318
2013	2,224
2014	2,007
2015	1,526
2016	1,066
Thereafter	617
Total minimum lease payments	$9,758

Note 13 – 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.

Sustainable Nolte Program (SNP)

Nolte sponsored a stock purchase plan which provided an opportunity for certain qualifying employees to invest in Nolte through the purchase of shares of stock that vest over time. The gross values of the shares awarded were initially recorded as bonus payable.

Nolte offered the opportunity for the purchaser to obtain a bank loan guaranteed by Nolte. The bank loan and the bonus were both payable in equal amounts over five years. Shares purchased via the SNP were subject to various vesting percentages, generally on a proportional basis over five years, and Nolte held the shares until such time as they were fully vested. In connection with the acquisition of Nolte, the Company terminated the SNP and assumed the bank loan guarantee issued by Nolte. As of December 31, 2011 and 2010, this guarantee aggregated approximately $149 and $345, respectively, which is included in Accrued liabilities on the consolidated balance sheets.

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Note 14 – Officers' Life Insurance

Investments in life insurance policies were made with the intention of utilizing them as a long-term funding source for post-retirement benefits. However, they do not represent a committed funding source for these obligations and are subject to claims from creditors. This plan was terminated in conjunction with the Nolte Transaction, and the Company has no further financial obligations under these policies as of December 31, 2011.

The net cash value of these policies at December 31, 2011 and 2010 was $650 and $642, respectively.

Note 15 – Stock-Based Compensation

During September and October 2011, we adopted, and our stockholders approved, respectively, our 2011 Equity Plan (the "2011 Equity Plan") to provide our directors, executive officers, and other employees with additional incentives by allowing them to acquire an ownership interest in our business and, as a result, encouraging them to contribute to our success. The 2011 Equity Plan is intended to make available incentives that will assist us to attract, retain, and motivate employees, including officers, consultants, and directors. 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. A total of 400,000 shares was initially authorized and reserved for issuance under the 2011 Equity Plan. This reserve automatically increased on January 1, 2012 and will increase each subsequent anniversary through 2021, by an amount equal to the smaller of (a) 3.5% of the number of shares issued and outstanding on the immediately preceding December 31, or (b) an amount determined by our Board of Directors. During 2011, no equity awards were granted from the 2011 Equity Plan.

In 2010, prior to the inception of the 2011 Equity Plan, the Company issued 377,104 restricted shares to management and employees of the Company with an aggregate deferred compensation amount of approximately $765. This grant was not part of the 2011 Equity Plan. Each award is service based, and vests after five years or upon certain other events, subject to each award agreement. The fair value of these shares was calculated based on the estimated fair value of the Company's equity as of the grant date, which was approximately $2.03 per share. No shares have forfeited or vested since the Plan inception, and approximately $548 of deferred compensation is unrecognized at December 31, 2011, expected to be recognized over the next 3.6 years. Total stock-based compensation cost recognized for the years ended December 31, 2011 and 2010 was $153 and $64, respectively, and $0 for the period October 2, 2009 to August 3, 2010.

Note 16 – Profit Sharing Plan and Pension Plans

The Company sponsors a 401(k) Profit Sharing and Savings Plan (the "401(k) Plan"). Employees meeting certain age and length of service requirements may contribute up to the defined statutory limit into the 401(k) Plan. The 401(k) Plan allows for the Company to make matching contributions into the 401(k) Plan and profit sharing contributions in such amounts as may be determined by the Board of Directors. The Company assesses its matching contributions on a quarterly basis based primarily on Company performance in previous periods.

The Company contributed $16 and $117, respectively, to the 401(k) Plans for the years ended December 31, 2011 and 2010, respectively, and $0 for the period October 2, 2009 to August 3, 2010.

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Note 17 – Income Taxes

Income tax expense (benefit) for the years ended December 31, 2011 and 2010 and the period October 2, 2009 to August 3, 2010 consisted of the following:

	Period October 2, 2009 to August 3, 2010 (acquisition)	Year ended December 31, 2010	Year ended December 31, 2011
Current:			
Federal	$ 1,387	$ 550	$ 2,207
State	300	58	250
Total current income tax expense	1,687	608	2,457
Deferred:			
Federal	(1,559)	(416)	(1,934)
State	(372)	(60)	(87)
Total deferred income tax (benefit)	(1,931)	(476)	(2,021)
Total income tax expense (benefit)	$ (244)	$ 132	$ 436

In conjunction with NV5's 57% acquisition of Nolte on August 3, 2010, Nolte no longer qualified as a Qualified Personal Service Corporation where its income taxes were reported on the cash basis of accounting. Effective for Nolte's year ended September 30, 2010, Nolte was required to change to the accrual basis of accounting for income taxes.

As a result of this change to the accrual basis for income taxes purposes, there was an unfavorable Internal Revenue Code Section 481(a) adjustment of approximately $16,400 which requires this additional taxable income to be recognized (for income tax purposes) ratably over four tax periods at approximately $6,300 of additional federal and state income taxes over this period. Approximately $4,100 of additional taxable income is required to be added to the federal and state returns for Nolte's tax years ended or ending September 30, 2010, 2011, 2012 and 2013 which results in additional federal and state income taxes of approximately $1,600 per tax period. For financial statement reporting purposes this is reflected as a deferred tax liability.

On or about September 15, 2011, NV5 received the requisite written consent of the Nolte minority stockholders for the Reorganization. As a result, NV5 and Nolte are treated as joining NV5 Holdings, Inc.'s (parent) US consolidated tax group on this date, with a consolidated accounting year end of December 31.

As a result of the Reorganization, which requires Nolte to consolidate its tax return under the consolidated tax group of NV5 Holdings, Inc., a short period (October 2011 through December 2011) has occurred requiring the Company to accelerate additional taxable income into fiscal 2011. The Reorganization changed the four tax periods in which this additional taxable income will be included in our federal and state income tax returns. The new tax periods are for the years ending September 30, 2010 and 2011, for the period October 1, 2011 through December 31, 2011 and for the year ending December 31, 2012. During 2011, Nolte and the Company are required to include approximately $8,200 (two tax periods) of taxable income in their federal and state income tax returns due to this change in cash to accrual. This acceleration of an additional $4,100 of taxable income is

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the primary cause for the increase in income taxes payable on the consolidated balance sheet as of December 31, 2011 compared to December 31, 2010.

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

	December 31, 2010	December 31, 2011
Deferred tax asset:		
Net operating loss carryover	$ 10	$ 10
R&D tax credit carryover	422	154
Alternative minimum tax credit carryover	65	—
Foreign and other tax credits	28	28
Allowance for doubtful accounts	1,207	533
Accrued compensation	—	396
Deferred rent	178	212
Depreciation and amortization	—	85
State income taxes	—	73
Other	187	240
Total deferred tax asset	2,097	1,731
Deferred tax liability:		
Acquired intangibles	(592)	(270)
Depreciation and amortization	(13)	—
Cash to accrual adjustment	(3,799)	(1,704)
State income taxes	(26)	—
Other	—	(69)
Total deferred tax liability	(4,430)	(2,043)
Net deferred tax liability	$ (2,333)	$ (312)

As of December 31, 2011 the Company had state research and development (R&D) credit carry-forwards for income tax purposes of approximately $154 and state net operating loss carry-forwards of approximately $138 which will begin to expire in 2022. The Company has no limitation of the utilization of these carry-forwards as a result of the acquisition of Nolte.

Non-controlling interest in income (loss) is recorded net of income taxes of $216 and $44 on the consolidated statement of operations for the years ended December 31, 2011 and 2010, respectively.

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Total income tax expense (benefit) was different than the amount computed by applying the Federal statutory rate as follows:

	Period October 2, 2009 to August 3, 2010 (acquisition)	Year ended December 31, 2010	Year ended December 31, 2011
Tax at federal statutory rate	$ (15)	$ 21	$ 800
Tax credits	(80)	(37)	(60)
State taxes, net of Federal benefit	(47)	6	108
Foreign tax credit	—	(28)	—
Domestic production activities deduction	(154)	(65)	(226)
Nondeductible acquisition costs	24	150	—
Other permanent differences, net	28	85	(186)
Total income tax expense (benefit)	$ (244)	$ 132	$ 436

Note 18 – Discontinued Operations

Effective June 30, 2011, the Company disposed of its interests in Nolte de Mexico. As a result of this transaction, the Nolte de Mexico operations (including a gain of $2) has been segregated from continuing operations and presented as discontinued operations in the consolidated statements of operations and cash flows, and as assets and liabilities of discontinued operations in the Company's consolidated balance sheets. The assets and liabilities of Nolte de Mexico are classified as current assets and current liabilities from discontinued operations as of December 31, 2010.

A summary of the results of operations of Nolte de Mexico is as follows:

	Period October 2, 2009 to August 3, 2010 (acquisition)	Year ended December 31, 2010	Year ended December 31, 2011
Gross contract revenues	$ 1,475	$ 656	$ 1,022
Pre-tax income (loss)	$ (159)	$ 34	$ 33

Note 19 – Mandatorily Redeemable Common Stock - Predecessor

Through July 29, 2010, all of the shares of Nolte were subject to the Fourth Amended and Restated Buy-Sell Agreement ("Fourth Buy-Sell"). Effective July 29, 2010, Nolte and its stockholders entered into the Fifth Amended and Restated Buy-Sell Agreement ("Fifth Buy-Sell").

The Fourth Buy-Sell provided for, among other things, Nolte to purchase the shares from a stockholder upon the occurrence of certain events ("Buy-out Events") including, but not limited to, the death of the stockholder, the stockholder ceasing to be employed by Nolte, or the stockholder reaching sixty-one years of age. These Buy-out Events caused the common stock to be considered a mandatorily redeemable financial instrument

and accordingly, be classified as a long-term liability. The Fifth Buy-Sell effectively eliminated the mandatory redemption clauses and accordingly, on July 29, 2010, the liability was reclassified to equity.

The redemption price of a share of stock is determined in accordance with the Fourth Buy-Sell pursuant to a formula which considers book value, revenues and operating income. This price is considered fair market value as all purchases and sales of common stock were transacted pursuant to these calculated prices during the periods presented.

Nolte's mandatorily redeemable common stock (originally classified as a liability) is summarized as follows:

	# of Shares	Fair Value
Balance as of October 1, 2009	394,259	$11,280
Stock issuances	8,470	242
Stock redemptions	(63,713)	(1,544)
Reclassify to equity	(339,016)	(9,978)
Balance as of August 3, 2010	—	$ —

Note 20 – Subsequent Events

For its consolidated financial statements as of December 31, 2011 and for the year then ended, the Company evaluated subsequent events through April 10, 2012, the date on which those financial statements were originally available to be issued and through March 8, 2013, the date on which those financial statements were available to be reissued. Other than the items mentioned below, there were no events requiring disclosure or adjustment to the consolidated financial statements.

During February 2012, the Company repurchased 4,793 shares from existing stockholders for an aggregate purchase price of approximately $33. These shares have been retired.

On March 14, 2012, the Company amended the note payable to bank which had a maturity date of August 7, 2012. The maturity date of this note payable was extended to February 1, 2015. The interest rate continues at prime rate plus 1.0% (minimum 5.0%). This note is payable in monthly principal installments of $46 and with a lump sum of the remaining principal balance outstanding at maturity, collateralized by substantially all Company assets, guaranteed by certain stockholders and guaranteed by NV5 Holdings, Inc. and Nolte Associates, Inc.

On March 14, 2012, the Company borrowed $1,750 from the Line Facilities, which we used on March 15, 2012 to pay income tax obligations accrued for at December 31, 2011.

On March 7, 2013, the Company's Board of Directors declared a 1.3866-for-1 forward stock split of its outstanding common stock, to be effected immediately prior to the consummation of this offering. The stock split will result in the issuance of approximately 724,916 additional shares of common stock. All information presented in the accompanying financial statements have been adjusted to reflect this stock split.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

NV5 Holdings, Inc. and its subsidiaries (collectively with Nolte Associates, Inc., the "Company", "Holdings", "we" or "our") is a holding company providing professional and technical consulting and certification services to public and private sector clients. We focus on the infrastructure, construction, real estate and environmental markets. The scope of our projects includes planning, design, consulting, permitting, inspection and field supervision, and management oversight. We also provide forensic engineering, litigation support, condition assessment and compliance certification. We operate our business through a network of over 20 locations in California, Colorado, Utah, Florida, New Jersey, and in portions of Mexico (until June 2011). We conduct our operations through two primary operating subsidiaries: (i) Nolte Associates, Inc. ("Nolte"), which began operations in 1949, was incorporated as a California corporation in 1957 and in which we acquired a controlling interest in August 2010, and (ii) NV5, Inc. ("NV5"), which was incorporated as a Delaware corporation in 2009.

Holdings was incorporated as a Delaware corporation in September 2011 as part of a Plan of Reorganization (the "Reorganization"), and owns all of the outstanding shares of Nolte and NV5.

Pursuant to a series of Buy-Sell agreements with selling stockholders, NV5 ("Successor") gained control of Nolte ("Predecessor") through the acquisition of a 57% interest in the common stock of Nolte on August 3, 2010 and then acquired an additional 3% interest on December 31, 2010, and an additional 3% interest from August 2011 through September 2011 (the "Nolte Transaction"). On August 18, 2011, the Board of Directors of Nolte unanimously approved the terms of the Reorganization, whereby the holders of the remaining 37% non-controlling interests in Nolte tendered each of their owned shares of Nolte common stock for 2.5 shares of Holding's common stock, with Nolte becoming a wholly owned subsidiary of Holdings. On October 6, 2011, NV5 and Nolte completed the Reorganization and, thereafter, Holdings (i) issued shares of its common stock to the stockholders of NV5 in exchange for the contribution of their shares of NV5 common stock to Holdings, and (ii) Nolte became a wholly-owned subsidiary of Holdings, pursuant to a transaction in which NV5 Holdings issued shares of its common stock to the Nolte minority shareholders in exchange for the outstanding shares of Nolte common stock not already owned by NV5.

For purposes of the Unaudited Pro Forma Condensed Consolidated Statement of Operations for the year ended December 31, 2010, the Company assumes that the Nolte acquisition occurred on January 1, 2010. As a result, the Unaudited Pro Forma Condensed Consolidated Statement of Operations was derived from:

- The audited historical consolidated statement of operations of the Company for the year ended December 31, 2010; and
- Unaudited historical statement of operations of Nolte for the period January 1, 2010 to August 3, 2010.

The Unaudited Pro Forma Condensed Consolidated Statement of Operations has been prepared pursuant to Securities and Exchange Commission rules and regulations under Article 11 of Regulation S-X, and is presented for illustration purposes and is not necessarily indicative of the operating results that would have been achieved if the Nolte acquisition had occurred at the beginning of the period presented, nor is it indicative of future operating results.

The Unaudited Pro Forma Condensed Consolidated Statement of Operations should be read in conjunction with the Company's historical consolidated financial statements and accompanying notes included elsewhere in this prospectus.

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UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

	The Company 2010 Historical	Nolte Period from January 1, 2010 through August 3, 2010	Acquisition Pro Forma Adjustments	2010 Pro Forma
Gross Contract Revenues	$ 32,098	$ 32,562	$ —	$ 64,660
Direct costs:				
Salaries and wages	8,224	8,229	—	16,453
Sub-consultant services	6,470	6,791	—	13,261
Other direct costs	1,172	1,101	—	2,273
Total direct costs	15,866	16,121	—	31,987
Gross Profit	16,232	16,441	—	32,673
Operating Expenses:				
Salaries and wages, payroll taxes and benefits	8,695	9,648	—	18,343
General and administrative	4,047	3,473	—	7,520
Facilities and facilities related	1,569	1,846	—	3,415
Depreciation and amortization	1,137	948	254 (a)	2,339
Acquisition and restructuring expense	499	446	(396) (b)	549
Total operating expenses	15,947	16,361	(142)	32,166
Income from operations	285	80	142	507
Other (expense) income:				
Interest expense	(260)	(47)	(76) (c)	(383)
Other, net	1	(7)	—	(6)
Total other (expense) income	(259)	(54)	(76)	(389)
Income (loss) before income tax expense	26	26	66	118
Income tax expense (benefit)	132	(171)	23 (d)	(16)
Net income (loss) (including net income from non-controlling interests)	(106)	197	43	134
Income (loss) from discontinued operations, net of tax	35	(299)	—	(264)
Less: Net income attributable to non-controlling interest in Nolte Associates, Inc., net of tax	(104)	41	(17) (e)	(80)
Net income	$ (175)	$ (61)	$ 26	$ (210)
Earnings (loss) per Share:				
Basic and diluted	$ (0.09)	$ (0.18)		$ (0.11)
Weighted-average Shares outstanding:				
Basic and diluted	1,966,686	339,016		1,966,686

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(a) Amortization

The pro forma adjustment reflects the additional amortization that would have been recognized on the intangible assets had the acquisitions occurred on January 1, 2010 (dollars in thousands).

	Period	January 1 2010 to August 3, 2010
Customer relationships	3.5 years	$ 51
Trade name	3 years	130
Customer backlog	7 years	73
		$ 254

(b) Acquisition Expense

The pro forma adjustment reflects the removal of acquisition costs incurred in connection with the 2010 acquisition.

(c) Interest Expense

The pro forma adjustment reflects the additional interest expense that would have been recognized on the note payable to a former shareholder of Nolte in conjunction of the acquisition of Nolte had this note been issued on January 1, 2010. Interest is computed at prime plus 1.0% (maximum 7%).

(d) Income Tax Expense

The pro forma adjustment reflects the income tax effect based on an income tax rate of 35%.

(e) Non-controlling Interest

The pro forma adjustment reflects the adjustment to income from non-controlling interest (60%) of Nolte pro forma adjustment (a) – (d).

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1,000,000 Units

NV5

PROSPECTUS

Sole Book-Running Manager

Roth Capital Partners

, 2013

Until , 2013 (25 days after the date of this prospectus), all dealers, whether or not participating in this offering, that effect transactions in these securities may be required to deliver a prospectus. This is in addition to the dealer's obligation to deliver a prospectus when acting as an underwriter in this offering and when selling previously unsold allotments or subscriptions.

Part II

Information Not Required in Prospectus

Item 13. Other expenses of issuance and distribution.

The following are the estimated expenses to be incurred in connection with the issuance and distribution of the securities registered under this registration statement, other than underwriting discounts and commissions. All amounts shown are estimates except the Securities and Exchange Commission registration fee and the Financial Industry Regulatory Authority, Inc. filing fee. The following expenses will be borne solely by the registrant.

Securities and Exchange Commission registration fee	$ 2,764.15
FINRA filing fee	3,549.75
Exchange listing fee	50,000.00
Registrant and underwriter legal fees and expenses	570,000.00
Accounting fees and expenses	180,000.00
Printing expenses	125,000.00
Transfer agent fees and expenses	2,000.00
Miscellaneous expenses	50,000.00
Total	$ 983,313.90

Item 14. Indemnification of directors and officers.

Section 145(a) of the Delaware General Corporation Law provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), because he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful.

Section 145(b) of the Delaware General Corporation Law provides, in general, that a corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor because the person is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification shall be made with respect to any claim, issue, or matter as to which he or she shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery or other adjudicating court determines that, despite the adjudication of liability but in view of all of the circumstances of the case, he or she is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or other adjudicating court shall deem proper.

Section 145(g) of the Delaware General Corporation Law provides, in general, that a corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of

the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the corporation would have the power to indemnify the person against such liability under Section 145 of the Delaware General Corporation Law.

Our bylaws provide that we will indemnify, to the fullest extent permitted by the Delaware General Corporation Law, any person who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he, or a person for whom he is the legal representative, is or was one of our directors or officers or, while serving as one of our directors or officers, is or was serving at our request as a director, officer, employee, or agent of another corporation or of another entity, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such person, subject to limited exceptions relating to indemnity in connection with a proceeding (or part thereof) initiated by such person. Our bylaws that will be in effect upon completion of this offering will further provide for the advancement of expenses to each of our officers and directors.

Our certificate of incorporation provides that, to the fullest extent permitted by the Delaware General Corporation Law, as the same exists or may be amended from time to time, our directors shall not be personally liable to us or our shareholders for monetary damages for breach of fiduciary duty as a director. Under Section 102(b)(7) of the Delaware General Corporation Law, the personal liability of a director to the corporation or its shareholders for monetary damages for breach of fiduciary duty can be limited or eliminated except (i) for any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the Delaware General Corporation Law (relating to unlawful payment of dividend or unlawful stock purchase or redemption); or (iv) for any transaction from which the director derived an improper personal benefit.

We also intend to maintain a general liability insurance policy which covers certain liabilities of our directors and officers arising out of claims based on acts or omissions in their capacities as directors or officers, whether or not we would have the power to indemnify such person against such liability under the Delaware General Corporation Law or the provisions of charter or bylaws.

In connection with the sale of common stock being registered hereby, we intend to enter into indemnification agreements with each of our directors and our executive officers. These agreements will provide that we will indemnify each of our directors and such officers to the fullest extent permitted by law and by our charter and bylaws.

In any underwriting agreement we enter into in connection with the sale of common stock being registered hereby, the underwriters will agree to indemnify, under certain conditions, us, our directors, our officers and persons who control us, within the meaning of the Securities Act, against certain liabilities.

Item 15. Recent sales of unregistered securities.

In the three years preceding the filing of this registration statement, we have issued the following securities that were not registered under the Securities Act:

In connection with the formation of NV5, we issued 1,137,016 shares of NV5 to the Wright Family Trust, of which our founder, Mr. Dickerson Wright, is the trustee. We issued these shares in reliance upon Section 4(2) of the Securities Act as a transaction by an issuer not involving a public offering.

In August 2010, we granted an aggregate of 249,589 shares of restricted common stock of NV5 to six of our employees for their past services. No additional consideration was paid for such shares. We issued these shares in reliance upon Section 4(2) of the Securities Act as a transaction by an issuer not involving a public offering.

In October 2010, we sold an aggregate of 78,103 shares of NV5 to five of our employees and our founder for an aggregate purchase price of $1,126,542.47. We issued these shares in reliance upon Section 4(2) of the Securities Act as a transaction by an issuer not involving a public offering.

In October 2011, in connection with the consummation of the reorganization transaction among us, NV5 and Nolte, we issued an aggregate of 2,724,764 shares to (i) all of the stockholders of NV5 in exchange for the contribution of their shares of NV5 common stock to us, and (ii) to the minority shareholders of Nolte in exchange for their shares of Nolte common stock. We issued these shares in reliance upon Rule 506 of Regulation D promulgated under the Securities Act.

In December 2012, we issued 69,330 shares as partial consideration for our July 2012 acquisition of certain assets of Kaderabek Company. We issued these shares in reliance upon Section 4(2) of the Securities Act as a transaction by an issuer not involving a public offering.

We did not, nor do we plan to, pay or give, directly or indirectly, any commission or other remuneration, including underwriting discounts or commissions, in connection with any of the issuances of securities listed above. In addition, each of the certificates issued or to be issued representing the securities in the transactions listed above bears or will bear a restrictive legend permitting the transfer thereof only in compliance with applicable securities laws. The recipients of securities in each of the transactions listed above represented to us or will be required to represent to us their intention to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof. All recipients had or have adequate access, through their employment or other relationship with our company or through other access to information provided by our company, to information about our company.

Item 16. Exhibits.

(a) Exhibits.

Number	Description
1.1#	Form of Underwriting Agreement
3.1#	Amended and Restated Certificate of Incorporation
3.2#	Bylaws
4.1#	Specimen Unit Certificate
4.2#	Specimen Stock Certificate
4.3#	Specimen Warrant Certificate (included in Exhibit 4.5)
4.4#	Form of Underwriter’s Warrant (included in Exhibit 1.1)
4.5#	Form of Warrant Agreement between Registrar and Transfer Company and the Registrant
5.1*	Opinion of DLA Piper LLP (US)
10.1#	2011 Equity Incentive Plan, as amended through March 8, 2013†
10.2#	Form of Restricted Stock Agreement†
10.3#	Form of Restricted Stock Unit Agreement†
10.4#	Form of Indemnity Agreement
10.5#	Employment Agreement, dated as of August 1, 2010, between NV5, Inc. and Donald Alford, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Donald Alford†

Number	Description
10.6#	Employment Agreement, dated April 11, 2011, between NV5, Inc. and Dickerson Wright†
10.7#	Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and Richard Tong, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Richard Tong†
10.8#	Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and Alexander Hockman, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Alexander Hockman†
10.9#	Employment Agreement, dated January 25, 2012, between NV5, Inc. and Michael Rama†
10.10#	Employment Agreement, dated October 1, 2010, between NV5, Inc. (formerly Vertical V, Inc.) and Mary Jo O'Brien, as amended by that certain First Amendment to Employment Agreement, dated as of March 18, 2011, between NV5, Inc. and Mary Jo O'Brien†
10.11#	Business Loan Agreement, dated March 16, 2012, between NV5, Inc., as borrower, and Torrey Pines Bank, as lender, regarding Loan Number 0901122297
10.12#	Business Loan Agreement, dated September 19, 2012, between NV5, Inc., as borrower, and Torrey Pines Bank, as lender, regarding Loan Number 0909121377
10.13#	Business Loan Agreement, dated September 19, 2012, between Nolte Associates, Inc., as borrower, and Torrey Pines Bank, as lender, regarding Loan Number 0909122289
10.14#	Stock Purchase Agreement, dated as of August 3, 2010, between George S. Nolte Jr., George S. Nolte Jr. and Jacqueline A. Nolte, as trustee of the Nolte Family Trust u/t/a/ dated March 28, 1989, as amended and restated August 20, 2011, and NV5, Inc. (formerly Vertical V, Inc.)
10.15*	Letter Agreement, dated March 12, 2013, between NV5 Holdings, Inc. and the Nolte Family Trust u/t/a dated March 23, 1989, as amended and restated August 20, 2011
21.1#	Subsidiaries of the Registrant
23.1*	Consent of DLA Piper LLP (US) (included in Exhibit 5.1)
23.2*	Consent of Grant Thornton LLP
24.1#	Power of Attorney
99.1#	Registration Statement on Form S-1 submitted confidentially to the SEC on April 12, 2012
99.2#	Consent of Director Nominee – Donald C. Alford
99.3#	Consent of Director Nominee – Gerald J. Salontai
99.4#	Consent of Director Nominee – Jeffrey A. Liss
99.5#	Consent of Director Nominee – William D. Pruitt

\# Previously filed.
* Filed herewith.
† Indicates a management contract or compensatory plan, contract or arrangement.

Item 17. Undertakings.

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(5) (ii) That, for the purpose of determining liability under the Securities Act to any purchaser, if the registrant is subject to Rule 430C, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(6) For the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(f) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement, certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

(i) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 12933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this Amendment No. 2 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Hollywood, State of Florida on March 20, 2013.

NV5 HOLDINGS, INC.

By: /s/ Dickerson Wright
Dickerson Wright
Chairman, Chief Executive Officer
and President

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 2 to the registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Dickerson Wright **Dickerson Wright**	Chairman, Chief Executive Officer, and President (Principal Executive Officer)	March 20, 2013
/s/ Michael P. Rama **Michael P. Rama**	Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	March 20, 2013

EXHIBIT INDEX

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99.4#	Consent of Director Nominee – Jeffrey A. Liss
99.5#	Consent of Director Nominee – William D. Pruitt

Previously filed.
* Filed herewith.
† Indicates a management contract or compensatory plan, contract or arrangement.

Exhibit 5.1

DLA Piper LLP (US)
2525 East Camelback Road, Suite 1000
Phoenix, Arizona 85016-4232
www.dlapiper.com

March 20, 2013

NV5 Holdings, Inc.
200 South Park Road, Suite 350
Hollywood, Florida 33021

Re: Registration Statement on Form S-1 (File No. 333-186229)

Ladies and Gentlemen:

We have acted as counsel to NV5 Holdings, Inc., a Delaware corporation (the "***Company***"), in connection with the preparation of the above-referenced registration statement filed with the Securities and Exchange Commission (the "***SEC***") on January 28, 2013 (as amended and supplemented from time to time, the "***Registration Statement***") under the Securities Act of 1933, as amended (the "***Act***"), registering the offering by the Company of the Securities (as defined below), including Securities which may be issued on the exercise of the underwriter's over-allotment option.

As used herein, the term "***Securities***" includes: (i) 1,150,000 units (the "***Units***"), each consisting of one share of the Company's common stock, par value $0.01 per share (the "***Common Stock***"), and a warrant to purchase one share of Common Stock (each, a "***Warrant***", and collectively, the "***Warrants***"); (ii) 1,150,000 shares of Common Stock included in the Units; (iii) 1,150,000 Warrants included in the Units; (iv) 1,150,000 shares of Common Stock underlying the Warrants included in the Units; (v) the warrant to be issued to Roth Capital Partners, LLC to purchase 100,000 units identical to the Units (the "***Representative's Warrant***"); (vi) 100,000 units underlying the Representative's Warrant; (vii) 100,000 shares of Common Stock included in the units underlying the Representative's Warrant; (viii) 100,000 Warrants underlying the units underlying the Representative's Warrant; (ix) 100,000 shares of Common Stock underlying the Warrants included in the units underlying the Representative's Warrant; and (x) any additional securities issued pursuant to Rule 462(b) of the Act.

This opinion is being furnished in accordance with the requirements of Item 16(a) of Form S-1 and Item 601(b)(5)(i) of Regulation S-K.

For the purposes of rendering this Opinion, we have examined the Registration Statement, the certificate of incorporation and by-laws, each as amended, of the Company, certified as true, accurate and complete by an officer of the Company, minutes of meetings and actions by written consent of the Board of Directors of the Company, certified as true, accurate and complete, and in full force and effect, by an officer of the Company, and such other documents, records and certificates as we have deemed necessary to enable us to express the opinion hereinafter set forth. We have assumed, without independent investigation, the authenticity and completeness of all records, documents, and instruments submitted to us as originals, the genuineness of all signatures, the legal capacity of natural persons and the completeness and conformity to the originals of all records, documents, and instruments submitted to us as copies.

Based upon and subject to the foregoing and to the other qualifications and limitations set forth herein, we are of the opinion that the Securities have been duly authorized, and if, as, and when issued by the Company in accordance with and in the manner described in prospectus set forth in the Registration Statement (as amended and supplemented through the date of issuance) and, in the case of those Securities underlying warrants, when issued in accordance with the terms of the applicable warrants, will be validly issued, fully paid and non-assessable and, with respect to the Warrants, will be legally binding obligations of the Company in accordance with their terms except: (a) as such enforceability may be limited by bankruptcy, insolvency, reorganization or similar laws affecting creditors' rights generally and by general equitable principles (regardless of whether enforceability is considered in a proceeding in equity or at law); (b) as enforceability of any indemnification or contribution provision may be limited under the Federal and state securities laws; and (c) that the remedy of specific performance and injunctive and other forms of equitable relief may be subject to the equitable defenses and to the discretion of the court before which any proceeding therefor may be brought.

This opinion is given to you solely for use in connection with the issuance and sale of the Securities in accordance with the Registration Statement and the related prospectus and is not to be relied on for any other purpose. Our opinion is expressly limited to the matters set forth above, and we render no opinion, whether by implication or otherwise, as to any other matters relating to the Company, the Securities, or the Registration Statement. We express no opinion as to the applicability or effect of any laws, orders, or judgments of any state or other jurisdiction

other than (a) the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution and the reported judicial decisions interpreting the foregoing) and (b), solely as to the Warrants constituting legally binding obligations of the Company, the laws of the State of New Jersey. Our opinion is given as of the date set forth above, and is based solely upon existing laws, rules, and regulations. We assume no obligation to advise you of, or update or supplement the opinions contained herein to reflect, any facts, circumstances or changes in laws that may come to our attention after the date hereof.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus that is part of the Registration Statement. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act, the rules and regulations of the SEC promulgated thereunder, or Item 509 of Regulation S-K.

Very truly yours,

/s/ DLA Piper LLP (US)
DLA Piper LLP (US)

Exhibit 10.15

March 12, 2013

To: The Nolte Family Trust c/o Mr. George Nolte, Jr.

RE: Promissory Note - Non-Conversion Acknowledgement

Dear George:

NV5 Holdings, Inc. (the "Company") has filed an amendment to its Registration Statement on Form S-1 with the Securities and Exchange Commission in connection with a proposed initial public offering, or IPO. A final decision on whether to proceed with the IPO will be made by the Company together with the underwriters for the offering. It is very important that there be no publicity regarding the IPO, which could result in a serious delay, termination of the IPO or liability to the Company. Please do not discuss the proposed IPO with anyone.

Pursuant to the Promissory Note between the Company's subsidiary Vertical V, Inc., and George S. Nolte, Jr. and Jacqueline A. Nolte, as Trustees of the Nolte Family Trust, dated August 3, 2010, there is an option to convert up to 25% of the amount of the Note into common stock upon an IPO.

In connection with the Company's IPO, we are providing you this irrevocable confirmation that you agree not to elect to convert into common stock of the Company now or in the future. Please acknowledge below by completing and return to my attention.

Should you have any questions or comments, please do not hesitate to contact me via phone at (954) 495-2114 or email at Richard.Tong@nv5.com.

Acknowledgement:

Nolte Family Trust

/s/ George S. Nolte	/s/ Jacqueline A. Nolte
George S. Nolte, as Trustee Trust	Jacqueline A. Nolte, as Trustee

cc: Dickerson Wright

200 South Park Road
Suite 350
Hollywood, Florida 33021

Main: 954.495.2112
Fax: 954.495.2101
www.nv5.com

Exhibit 23.2

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our report dated April 11, 2012, with respect to the financial statements of NV5 Holdings, Inc. contained in the Registration Statement (Form S-1 No. 333-186229) and Prospectus. We consent to the use of the aforementioned report in the Registration Statement and Prospectus, and to the use of our name as it appears under the caption "Experts."

/s/ GRANT THORNTON LLP

Fort Lauderdale, Florida
March 19, 2013