

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**National American University Holdings, Inc.**

**Form: 4**

**Date Filed: 2012-07-11**

Corporate Issuer CIK: 1399855

## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden hours  
per response... 0.5

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

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the  
Investment Company Act of 1940

(Print or Type Responses)

|                                                           |                                            |                                                             |                                                                                                   |  |                                                                         |   |                                                                                                                                                                                                                         |                                                                         |                                                                   |  |
|-----------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------|--|-------------------------------------------------------------------------|---|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|--|
| 1. Name and Address of Reporting Person<br>Shape Ronald L |                                            |                                                             | 2. Issuer Name and Ticker or Trading Symbol<br>National American University Holdings, Inc. [NAUH] |  |                                                                         |   | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director _____ 10% Owner _____<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____<br>CEO |                                                                         |                                                                   |  |
| (Last) (First) (Middle)<br>5301 S. HIGHWAY 16, SUITE 200  |                                            |                                                             | 3. Date of Earliest Transaction (Month/Day/Year)<br>07/10/2012                                    |  |                                                                         |   |                                                                                                                                                                                                                         |                                                                         |                                                                   |  |
| (Street)<br>RAPID CITY, SD 57701                          |                                            |                                                             | 4. If Amendment, Date Original Filed(Month/Day/Year)                                              |  |                                                                         |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person           |                                                                         |                                                                   |  |
| (City) (State) (Zip)                                      |                                            |                                                             | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned                  |  |                                                                         |   |                                                                                                                                                                                                                         |                                                                         |                                                                   |  |
| 1. Title of Security<br>(Instr. 3)                        | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8)                                                              |  | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) |   | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4)                                                                                                                     | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 5                                                                       | A | \$<br>4.78                                                                                                                                                                                                              | 163,520 (2)                                                             | D                                                                 |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 5                                                                       | A | \$<br>4.79                                                                                                                                                                                                              | 163,525 (2)                                                             | D                                                                 |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 60                                                                      | A | \$<br>4.81                                                                                                                                                                                                              | 163,585 (2)                                                             | D                                                                 |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 117                                                                     | A | \$<br>4.82                                                                                                                                                                                                              | 163,702 (2)                                                             | D                                                                 |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 89                                                                      | A | \$<br>4.84                                                                                                                                                                                                              | 163,791 (2)                                                             | D                                                                 |  |
| Common Stock                                              | 07/10/2012                                 |                                                             | P(1)                                                                                              |  | 30                                                                      | A | \$<br>4.86                                                                                                                                                                                                              | 163,821 (2)                                                             | D                                                                 |  |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

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

|                                                     |                                                                    |                                            |                                                             |                                      |                                                                                                        |                                                                |                                                                     |                                                     |                                                                                                                            |                                                                                                       |                                                                    |  |
|-----------------------------------------------------|--------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|--|
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable<br>and Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 4) | 10. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |
|                                                     |                                                                    |                                            |                                                             | Code                                 | V                                                                                                      | (A)                                                            | (D)                                                                 | Date<br>Exercisable                                 | Expiration<br>Date                                                                                                         | Title                                                                                                 | Amount or<br>Number of Shares                                      |  |

## Reporting Owners

|                                                                           |               |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|                                                                           | Director      | 10% Owner | Officer | Other |
| Shape Ronald L<br>5301 S. HIGHWAY 16<br>SUITE 200<br>RAPID CITY, SD 57701 |               |           | CEO     |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ Ronald Shape              | 07/11/2012 |
| Signature of Reporting Person | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The purchases reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 3, 2011.
- (2) Includes 41,666 shares of unvested restricted common stock.

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

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|                                                           |  |                                            |                                                                                                   | Code                                 | V | Amount                                                                  | (A) or<br>(D)                                                                                                                                                                                                           | Price                                                                                               |             |                                                                         |                                                                   |  |  |
| Common Stock                                              |  | 07/10/2012                                 |                                                                                                   | P(1)                                 |   | 5                                                                       | A                                                                                                                                                                                                                       | \$<br>4.78                                                                                          | 163,520 (2) | D                                                                       |                                                                   |  |  |
| Common Stock                                              |  | 07/10/2012                                 |                                                                                                   | P(1)                                 |   | 5                                                                       | A                                                                                                                                                                                                                       | \$<br>4.79                                                                                          | 163,525 (2) | D                                                                       |                                                                   |  |  |
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|                                                     |                                                                    |                                            |                                                             | Code                                 | V |                                                                                                        | (A)                                                            | (D) | Date<br>Exercisable                                                 | Expiration<br>Date |                                                     |                                                                                                                            |                                                                                                       |                                                                    |

## Reporting Owners

| Reporting Owner Name / Address                                            | Relationships |           |         |       |
|---------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                           | Director      | 10% Owner | Officer | Other |
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