

WESTWOOD HOLDINGS GROUP INC

Form SC 13G/A

January 14, 2015

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Westwood Holdings Group, Inc.

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

961765104

(CUSIP Number)

December 31, 2014

(Date of Event which Requires Filing of this Statement)

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

☒ Rule 13d-1(b)

☐ Rule 13d-1(c)

☐ Rule 13d-1(d)

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

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

CUSIP No.: 961765104

1

NAME OF REPORTING PERSON

Conestoga Capital Advisors LLC

I.R.S. IDENTIFICATION NO. OF

ABOVE PERSON (ENTITIES ONLY)
23-3072906

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

2

(a) ☐

(b) ☐

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF
ORGANIZATION
Delaware

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON WITH

5 SOLE VOTING POWER
530,177

6 SHARED VOTING POWER
None

7 SOLE DISPOSITIVE POWER
599,802

8 SHARED DISPOSITIVE POWER
None

9

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
599,802

10

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

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)
7.29%

12

TYPE OF REPORTING PERSON
IA

CUSIP No.: 961765104

ITEM 1(a). NAME OF
ISSUER:

Westwood
Holdings Group,
Inc.

ITEM 1(b). ADDRESS OF
ISSUER'S

PRINCIPAL
EXECUTIVE
OFFICES:

200 Crescent
Court, Suite
1200, Dallas,
Texas 75201

ITEM 2(a). NAME OF
PERSON
FILING:

This statement is
filed by
Conestoga
Capital Advisors
LLC, a
Delaware
limited liability
company (the
Reporting
Person), which
acts as an
investment
advisor or
investment
manager to one
or more private
investment
funds and
accounts
(collectively, the
Accounts).

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

550 E.
Swedesford Rd.
Suite 120
Wayne, PA
19087

ITEM 2(c). CITIZENSHIP:

Delaware

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

Common Stock,
\$0.01 Par Value

ITEM 2(e). CUSIP
NUMBER:
961765104

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTION 240.13d-1(b), or 13d-2(b) or (c) CHECK
WHETHER THE PERSON FILING IS A:

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

ITEM 4. OWNERSHIP:

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

(a) Amount beneficially owned:

As of December 31, 2014, the Reporting Person indirectly beneficially owned 599,802 shares of the Issuers Common Stock. Such shares of the Issuers Common Stock were directly beneficially owned by the Accounts, none of which beneficially owned more than 5.0% of the Issuers issued and outstanding Common Stock.

(b) Percent of class:

As of December 31, 2014, the Reporting Person indirectly beneficially owned 7.29% of the Issuers issued and outstanding Common Stock (based on 8,288,082 shares of the Issuers Common Stock outstanding as of October 17, 2014, as reported by the Issuer in its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on October 23, 2014). Such shares of the Issuers Common Stock were directly beneficially owned by the Accounts, none of which beneficially owned more than 5.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

530,177

(ii) Shared power to vote or to direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

599,802

(iv) Shared power to dispose or to direct the disposition of:

0

ITEM 5. OWNERSHIP OF
FIVE PERCENT OR
LESS OF A CLASS:

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

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

Not Applicable.

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

Not Applicable.

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

Not Applicable.

ITEM 9. NOTICE OF
DISSOLUTION OF

GROUP:

Not Applicable.

ITEM 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

January 13, 2015

Date

Conestoga Capital Advisors LLC

/s/Duane R. D'Orazio

Signature

Duane R. D'Orazio, Chief Compliance Officer

Name/Title

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

SIGNATURE