

WESTWOOD HOLDINGS GROUP INC  
Form S-8  
April 18, 2013

As filed with the Securities and Exchange Commission on April 18, 2013

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**WESTWOOD HOLDINGS GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**75-2969997**  
(I.R.S. Employer  
Identification No.)

**200 Crescent Court, Suite 1200**

**Dallas, Texas**  
**(Address of Principal Executive Offices)**

**75201**  
**(Zip Code)**

**THIRD AMENDED AND RESTATED WESTWOOD HOLDINGS GROUP, INC. STOCK INCENTIVE PLAN**

**(Full title of the plan)**

**Brian O. Casey**

**Chief Executive Officer**

**Westwood Holdings Group, Inc.**

**200 Crescent Court, Suite 1200**

**Dallas, Texas 75201**

**(Name and address of agent for service)**

**(214) 756-6900**

**(Telephone number, including area code, of agent for service)**

*Copies to:*

**Glen Hettinger**

**Fulbright & Jaworski L.L.P.**

**2200 Ross Avenue, Suite 2800**

**Dallas, Texas 75201**

**Telephone: (214) 855-8000**

**Facsimile: (214) 855-8200**

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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.

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

### CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(3)
Common Stock, \$0.01 par value per share	500,000 shares	\$42.47	\$21,235,000	\$2,896.45

- (1) The securities to be registered include an aggregate of 500,000 shares of Westwood Holdings Group, Inc.'s common stock, par value \$0.01 per share (the "Common Stock"), reserved for issuance under the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan, as amended (the "Plan"). The Plan has recently been amended to increase the number of shares of Common Stock issuable under the Plan. The additional shares of Common Stock issuable under the Plan are being registered by this Registration Statement.
- (2) If, as a result of stock splits, stock dividends or similar transactions, the number of securities purported to be registered on this Registration Statement changes, the provisions of Rule 416 shall apply to this Registration Statement, and this Registration Statement shall be deemed to cover the additional securities resulting from the split of, or dividend on, the securities covered by this Registration Statement.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) under the Securities Act and based on the average of the high and low prices reported on the New York Stock Exchange on April 16 (which is within five business days prior to the filing of the Registration Statement), which was \$42.47 per share.

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**EXPLANATORY NOTE**

This Registration Statement relates solely to the registration of additional securities of the same class as other securities for which a registration statement on this form relating to an employee benefit plan is effective. This Registration Statement is filed for the purpose of registering an additional 500,000 shares of common stock, \$.01 par value ( Common Stock ), of Westwood Holdings Group, Inc. (the Registrant ) pursuant to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan, as amended (the Plan ). This registration of 500,000 shares of Common Stock will increase the number of shares registered for issuance under the Plan to an aggregate of 3,898,100 shares of Common Stock, subject to adjustment as provided in the Plan. Pursuant to General Instruction E to Form S-8, the contents of the Registration Statement on Form S-8 registering 948,100 shares of the Registrant s Common Stock, filed on August 28, 2002 (Registration Statement 333-98841); the Registration Statement on Form S-8 registering an additional 1,000,000 shares of the Registrant s Common Stock, filed on May 10, 2006 (Registration Statement 333-133963); the Registration Statement on Form S-8 registering an additional 700,000 shares of the Registrant s Common Stock, filed on July 1, 2009 (Registration Statement 333-160377); and the Registration Statement on Form S-8 registering an additional 750,000 shares of the Registrant s Common Stock, filed on July 21, 2011 (Registration Statement 333-175696) are incorporated by reference into this Registration Statement, except as amended hereby. Pursuant to General Instruction E of Form S-8, all information that has been incorporated by reference from the original registration statement is not repeated in this Registration Statement.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference.**

The following documents, previously filed by the Registrant with the Securities and Exchange Commission (the Commission ) pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act ), are incorporated by reference into this Registration Statement:

1. Annual report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Commission on February 28, 2013;
2. Quarterly report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the Commission on April 18, 2013;
3. Current reports on Form 8-K filed with the Commission on February 7, 2013 and March 11, 2013; and
4. The description of the Registrant s Common Stock, par value \$0.01 per share (the Common Stock ), contained in the Registrant s Registration Statement on Form 10 (Amendment No. 5) filed with the Commission on June 6, 2002.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment which indicates that all securities registered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such statement.

Nothing in this Registration Statement shall be deemed to incorporate information furnished by us but not filed with the Securities and Exchange Commission pursuant to Items 2.02, 7.01 or 9.01 of Form S-K.

**Item 8. Exhibits.**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
4.1	Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc. (incorporated by reference from the Form 10-12B filed with the Commission on April 30, 2002)
4.1.1	First Amendment to Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc., as amended (incorporated by reference from the Form 8-K filed with the Commission on May 7, 2008)
4.2	Amended and Restated Bylaws of Westwood Holdings Group, Inc. (incorporated by reference from the Form 8-K filed with the Commission on April 25, 2012)
4.3	Form of Certificate Evidencing Common Stock (incorporated by reference from Amendment No. 2 to the Registration Statement on Form 10/A filed with the Commission on April 30, 2002)
4.4	Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from the Form S-8 filed with the Commission on July 1, 2009)
4.4.1	Amendment to Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from the Form 10-Q filed with the Commission on October 21, 2010)
4.4.2	Amendment 2011-1 to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from the Form S-8 filed with the Commission on July 21, 2011)
4.4.3*	Second Amendment to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan
5.1*	Opinion of Fulbright & Jaworski L.L.P.
23.1*	Consent of Grant Thornton LLP
23.2*	Consent of Fulbright & Jaworski L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney (included in the signature page to this Registration Statement)

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended (the Securities Act), the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Dallas, State of Texas, on April 18, 2013.

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey  
 Brian O. Casey  
 President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints, Brian O. Casey and Mark A. Wallace, and each of them, his or her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments, including post-effective amendments, to this Registration Statement, and any registration statement relating to the offering covered by this Registration Statement and filed pursuant to Rule 462(b) under the Securities Act, and to file the same, with exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or their substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
/s/ Brian O. Casey Brian O. Casey	President, Chief Executive Officer and Director (Principal Executive Officer)	April 18, 2013
/s/ Mark A. Wallace Mark A. Wallace	Chief Financial Officer (Principal Financial Officer)	April 18, 2013
/s/ Craig Whitten Craig Whitten	Controller and Treasurer (Principal Accounting Officer)	April 18, 2013
/s/ Susan M. Byrne Susan M. Byrne	Chairman of the Board of Directors and Director	April 18, 2013
/s/ Richard M. Frank Richard M. Frank	Director	April 18, 2013

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Signature	Title	Date
/s/ Robert D. McTeer Robert D. McTeer	Director	April 18, 2013
/s/ Geoffrey R. Norman Geoffrey R. Norman	Director	April 18, 2013
/s/ Martin J. Weiland Martin J. Weiland	Director	April 18, 2013
/s/ Raymond E. Woolridge Raymond E. Woolridge	Director	April 18, 2013

**EXHIBIT INDEX**

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