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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
April 1, 2015

WESTWOOD HOLDINGS GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-31234
(Commission
File Number)

75-2969997
(I.R.S. Employer
Identification Number)

200 Crescent Court, Suite 1200
Dallas, Texas 75201
(Address of principal executive offices, including zip code)

(214) 756-6900
(Registrant's telephone number, including area code)

Not applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.01. Completion of Acquisition or Disposition of Assets

On April 1, 2015 (the "Closing Date"), Westwood Holdings Group, Inc. ("Westwood") completed its acquisition of Woodway Financial Advisors, A Trust Company ("Woodway") pursuant to a Reorganization Agreement and Agreement and Plan of Merger (the "Merger Agreement"), dated as of January 15, 2015, by and among Westwood, Westwood Trust, a Texas trust association wholly-owned by Westwood ("Westwood Trust"), Woodway and certain shareholders of Woodway. Pursuant to the Merger Agreement, Woodway merged with Westwood Trust, with Westwood Trust being the surviving entity of the merger. Westwood's execution of the Merger Agreement was previously disclosed in a Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on January 16, 2015.

Westwood paid Closing Date merger consideration consisting of \$25,331,200 in cash and 109,712 shares of Westwood's common stock, valued at \$6,668,800 using the average closing price over the 15 business days prior to January 15, 2015, the signing date of the Merger Agreement. Any post-closing merger consideration adjustment for Woodway's working capital, outstanding indebtedness and unpaid transaction expenses will be paid in cash. As described in the Merger Agreement, Westwood will also pay an earn-out equal to annualized revenue from the post-closing business of Woodway for the twelve month period following the Closing Date (the "Earn-Out Period"), adjusted for certain terminated clients or accounts and capped at \$15 million (the "Earn-Out Amount"). The Earn-Out Amount will be paid 54.84% in cash and 45.16% in shares of Westwood's common stock, valued using the average closing price during the last 30 days of the Earn-Out Period. The issuance and sale of the shares of Westwood common stock on the Closing Date was exempt, and the issuance and sale of shares of Westwood common stock upon payment of the Earn-Out Amount will be exempt, from registration under Section 4(a) (2) of the Securities Act because such issuances do not involve a public offering.

Item 3.02. Unregistered Sales of Equity Securities

The information disclosed in Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

Item 8.01 Other Events

On April 1, 2015, the Company issued a press release announcing the closing of the Woodway acquisition. A copy of the press release, entitled "Westwood Holdings Group, Inc. Finalizes Acquisition of Woodway Financial Advisors in Houston, Expanding the Westwood Trust Private Wealth Platform," is furnished herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

The Company will file with the SEC the financial statements required to be filed pursuant to Rule 3-05 of Regulation S-X within 71 days of the date on which this Current Report on Form 8-K was required to be filed with the SEC.

(b) Pro forma financial information.

The Company will file with the SEC pro forma financial information required to be filed pursuant to Article 11 of Regulation S-X within 71 days of the date on which this Current Report on Form 8-K was required to be filed with the SEC.

(d) Exhibits.

The following Exhibit is furnished with this Current Report on Form 8-K:

Exhibit Number	Description
99.1	Press Release dated April 1, 2015, entitled "Westwood Holdings Group, Inc. Finalizes Acquisition of Woodway Financial Advisors in Houston, Expanding the Westwood Trust Private Wealth Platform"

SIGNATURES

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

WESTWOOD HOLDINGS GROUP, INC.

/s/ Brian O. Casey

Brian O. Casey,
President & Chief Executive Officer

Date: April 1, 2015

EXHIBIT INDEX

Exhibit
Number

Description

99.1 Press Release dated April 1, 2015, entitled "Westwood Holdings Group, Inc. Finalizes Acquisition of Woodway Financial Advisors in Houston, Expanding the Westwood Trust Private Wealth Platform"



Release: On receipt, April 1, 2015
Contact: Jamie Christensen, Westwood Holdings Group, Inc. (214) 756-6900,
<mailto:jchristensen@westwoodgroup.com>

Westwood Holdings Group, Inc. Finalizes Acquisition of Woodway Financial Advisors in Houston, Expanding the Westwood Trust Private Wealth Platform

DALLAS, Texas — Westwood Holdings Group, Inc. (NYSE: WHG) has finalized its acquisition of Woodway Financial Advisors (Woodway), which was initially announced on January 15, 2015. As of December 31, 2014, Woodway manages over \$1.6 billion in private wealth client assets and currently has 26 employees. Woodway now operates as a Houston branch of Westwood Trust, a wholly owned subsidiary of Westwood Holdings Group.

“We are very pleased to announce the successful closing of this acquisition of a premier wealth management firm. It represents the achievement of a long-term strategic aim to gain a presence in the attractive and fast-growing Houston market. As we have continued to work closely with the Woodway team throughout this process, our belief that Woodway is a great cultural fit has become even stronger. The team’s strong emphasis on client engagement, providing superior long-term results, and its employee-centered culture mirror Westwood’s core values,” said Brian O. Casey, President and Chief Executive Officer of Westwood.

William D. Cunningham, President of Woodway, commented, “Westwood is the ideal strategic partner to help us provide our clients with an even more robust suite of services over time. We are excited to expand the services we offer our clients, and the broader market, while retaining our culture. Having experienced such a smooth transition, I am more confident than ever that, with Westwood’s involvement, our clients will continue to receive the service that has guided Woodway since we were founded in 1982. We are proud to be officially joining the Westwood team today.”

Woodway’s financial results will be consolidated into Westwood’s financial results beginning April 1, 2015, which is the accounting period immediately succeeding the completion of the acquisition. Additionally, Woodway’s assets under management will be combined with Westwood’s assets under management at that time. Woodway’s assets under management at the time of the acquisition were approximately \$1.6 billion.

About Westwood

Westwood Holdings Group, Inc. provides investment management services to institutional investors, private wealth clients and financial intermediaries. With \$20.3 billion in assets under management (as of December 31, 2014), the firm offers a range of investment strategies including U.S. equities, Master Limited Partnerships (MLPs), Multi-Asset, Global and Emerging Markets equities, and Global Convertible securities portfolios. Access to these strategies is available through separate accounts, commingled funds, the Westwood Funds family of mutual funds, and UCITS funds. Westwood benefits from significant, broad-based employee ownership and trades on the New York Stock Exchange under the symbol “WHG.” Based in Dallas, Westwood also maintains offices in Toronto, Boston, Omaha and Houston.

For more information about Westwood, please visit our website at www.westwoodgroup.com.

Statements in this press release that are not purely historical facts constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results and the timing of some events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors, including, without limitation our ability to identify and successfully market services that appeal to our customers; the significant concentration of our revenues among a few customers; our relationships with investment consulting firms; our relationships with current and potential customers; our ability to retain qualified personnel; our ability to successfully develop and market new asset classes; our ability to maintain our fee structure in light of competitive fee pressures; competition in the marketplace; downturns in the financial markets; new legislation adversely affecting the financial services industries; interest rates; changes in our effective tax rate; our ability to maintain an effective system of internal controls; and the other risks detailed from time to time in Westwood's SEC filings, including, but not limited to, our annual report on Form 10-K for the year ended December 31, 2014. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. Except as required by law, Westwood is not obligated to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date of this press release or to reflect the occurrence of unanticipated events.

SOURCE: Westwood Holdings Group, Inc.

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(WHG-G)