

**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)

**200 Crescent Court, Suite 1200**  
**Dallas, Texas**  
(Address of Principal Executive Offices)

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

**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:*

**Head of Corporate Section**  
**Norton Rose Fulbright US LLP**  
**2200 Ross Avenue, Suite 3600**  
**Dallas, Texas 75201**  
**Telephone: (214) 855-8000**  
**Facsimile: (214) 855-8200**

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	\$61.35	\$30,675,000	\$3,564

- (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 22, 2015 (which is within five business days prior to the filing of the Registration Statement), which was \$61.35 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, \$0.01 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 4,398,100 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); 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); and the Registration Statement on Form S-8 registering an additional 500,000 shares of the Registrant's Common Stock, filed on April 18, 2013 (Registration Statement 333-188002) 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, 2014, filed with the Commission on February 26, 2015;
2. Quarterly report on Form 10-Q for the quarterly period ended March 31, 2015, filed with the Commission on April 29, 2015;
3. Current reports on Form 8-K filed with the Commission on January 16, 2015, February 4, 2015, April 1, 2015, April 2, 2015 and April 29, 2015; 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.

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**Item 8. Exhibits.**

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
4.1	— Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc. (incorporated by reference from Amendment No. 2 to the Registration Statement on Form 10/A 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 (incorporated by reference from the Form S-8 filed with the Commission on April 18, 2013)
4.4.4*	— Third Amendment to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan.
5.1*	— Opinion of Norton Rose Fulbright US LLP
23.1*	— Consent of Grant Thornton LLP
23.2*	— Consent of Norton Rose Fulbright US LLP (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.

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**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 29, 2015.

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 Tiffany B. Kice, 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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Brian O. Casey</u> Brian O. Casey	President, Chief Executive Officer and Director (Principal Executive Officer)	April 29, 2015
<u>/s/ Tiffany B. Kice</u> Tiffany B. Kice	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	April 29, 2015
<u>/s/ Susan M. Byrne</u> Susan M. Byrne	Chairman of the Board of Directors	April 29, 2015
<u>/s/ Richard M. Frank</u> Richard M. Frank	Director	April 29, 2015
<u>/s/ Ellen H. Masterson</u> Ellen H. Masterson	Director	April 29, 2015

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<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert D. McTeer</u> Robert D. McTeer	Director	April 29, 2015
<u>/s/ Geoffrey R. Norman</u> Geoffrey R. Norman	Director	April 29, 2015
<u>/s/ Martin J. Weiland</u> Martin J. Weiland	Director	April 29, 2015
<u>/s/ Raymond E. Wooldridge</u> Raymond E. Wooldridge	Director	April 29, 2015

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\* Filed herewith.

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

The Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (the “Plan”) is hereby amended in the following respects, effective March 4, 2015, subject to approval by the stockholders of Westwood Holdings Group, Inc. no later than March 4, 2016, in accordance with Section 17 of the Plan. If this Amendment is not so approved, it will be considered void.

The first sentence of Section 4.1 of the Plan is deleted in its entirety and replaced with the following sentence:

“Subject to adjustment as provided in Section 4.2, the maximum aggregate number of shares of Stock that may be issued under the Plan shall be 4,398,100.”





April 29, 2015

Westwood Holdings Group, Inc.  
200 Crescent Court, Suite 1200  
Dallas, Texas 75201

Norton Rose Fulbright US LLP  
2200 Ross Avenue, Suite 3600  
Dallas, Texas 75201-7932  
United States

Tel +1 214 855 8000  
Fax +1 214 855 8200  
nortonrosefulbright.com

Re: Westwood Holdings Group, Inc., a Delaware corporation (the "Company")

Ladies and Gentlemen:

We have acted as counsel for the Company in connection with the Company's registration under the Securities Act of 1933 (the "Act") of 500,000 shares (the "Shares") of common stock of the Company, par value \$0.01 per share, which may be issued upon the terms and subject to the conditions set forth in the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan, as amended (the "Plan"), under the Company's registration statement on Form S-8 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on April 29, 2015.

In reaching the opinions set forth herein, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of such documents and records of the Company and such statutes, regulations and other instruments as we deemed necessary or advisable for purposes of this opinion, including (i) the Registration Statement, (ii) the amended and restated certificate of incorporation of the Company, as amended, as filed with the Secretary of State of the State of Delaware, (iii) the amended and restated bylaws of the Company, (iv) certain minutes of meetings of, and resolutions adopted by, the Board of Directors of the Company and the Company's stockholders with respect to the Plan, (v) a copy of the votes taken at the shareholder meeting on April 29, 2015 approving the amendment to the Plan increasing the number of shares covered by the Plan to 4,398,100 and (vi) the Plan, as amended.

We have assumed that (i) all information contained in all documents we reviewed is true, correct and complete, (ii) all signatures on all documents we reviewed are genuine, (iii) all documents submitted to us as originals are true and complete, (iv) all documents submitted to us as copies are true and complete copies of the originals thereof, (v) each natural person signing any document reviewed by us had the legal capacity to do so, (vi) each natural person signing in a representative capacity any document reviewed by us had authority to sign in such capacity, (vii) the full consideration for each Share, as set forth in the Plan, shall be paid to the Company and in no event shall be less than the par value of such Share, and (viii) compliance in the future with the terms of the Plan by the Company and its employees, officers, the Board of Directors and any committees or individuals appointed to administer the Plan.

Based on the foregoing, and having due regard for the legal considerations we deem relevant, we are of the opinion that the Shares, when offered, issued and delivered by the Company pursuant to the terms of the Plan, will be legally issued, fully paid and non-assessable.

Norton Rose Fulbright US LLP is a limited liability partnership registered under the laws of Texas.

Norton Rose Fulbright US LLP, Norton Rose Fulbright LLP, Norton Rose Fulbright Australia, Norton Rose Fulbright Canada LLP and Norton Rose Fulbright South Africa Inc are separate legal entities and all of them are members of Norton Rose Fulbright Verein, a Swiss verein. Norton Rose Fulbright Verein helps coordinate the activities of the members but does not itself provide legal services to clients. Details of each entity, with certain regulatory information, are available at [nortonrosefulbright.com](http://nortonrosefulbright.com).

This opinion is limited in all respects to the laws of the States of Delaware and Texas and the federal securities laws of the United States. Insofar as the opinions expressed herein relate to matters governed by Delaware law, we have based such opinions exclusively upon a reading of applicable provisions of the Delaware Constitution and the Delaware General Corporation Law.

The opinion letter may be filed as an exhibit to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of person whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Norton Rose Fulbright US LLP  
Norton Rose Fulbright US LLP

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated February 26, 2015, with respect to the consolidated financial statements and internal control over financial reporting in the Annual Report on Form 10-K for the year ended December 31, 2014 of Westwood Holdings Group, Inc., which is incorporated by reference in this Registration Statement. We consent to the incorporation by reference in the Registration Statement of the aforementioned report.

/s/ Grant Thornton LLP

Dallas, Texas  
April 29, 2015