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

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**FORM 8-K**

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

**Date of Report (Date of earliest event reported): August 18, 2014 (August 18, 2014)**

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**WESTWOOD HOLDINGS GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**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)

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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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On August 18, 2014, Westwood Holdings Group, Inc. (the “Company”) announced the appointment of Tiffany Kice to serve as the Company’s Chief Financial Officer, effective immediately. Ms. Kice will replace William R. Hardcastle, Jr., who has been serving as the Company’s interim Chief Financial Officer. Mr. Hardcastle will resume his activities regarding business development and strategic initiatives for the Company, the position he held immediately prior to serving as the Company’s interim Chief Financial Officer.

Ms. Kice, age 47, has over 25 years of experience across multiple industries in both the public and private sectors, including 15 years in public accounting. Her expertise includes financial reporting for Securities and Exchange Commission registrants, capital markets, corporate governance, global tax and treasury matters, mergers and acquisitions, and technology solutions. Prior to joining the Company Ms. Kice served as Executive Vice President, Chief Financial Officer and Treasurer of CEC Entertainment, Inc. (“CEC”), a Dallas-based company that develops, operates and franchises family dining and entertainment centers, from August 2010 to July 2014. CEC was a New York Stock Exchange listed company until February 2014. From September 1995 to August 2010 she worked at KPMG LLP, serving as Audit Partner from October 2006 to August 2010. Ms. Kice holds a Bachelor’s degree in business administration from the University of Texas at Austin and is a certified public accountant.

The Company will pay Ms. Kice an annual base salary of \$225,000 to serve as Chief Financial Officer. Ms. Kice will receive a \$50,000 cash signing bonus on October 1, 2014. Also, on October 23, 2014 Ms. Kice will receive a time-vested restricted stock award grant of the Company’s common stock valued at \$75,000, subject to the approval of the Compensation Committee of the Company’s Board of Directors. Pursuant to the Company’s Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (the “Stock Incentive Plan”), 50% of the shares of restricted stock will vest on February 23, 2017, and 25% of the shares of restricted stock will vest on each of the first and second anniversaries of such date.

As Chief Financial Officer, Ms. Kice is eligible to participate in all compensation and incentive plans that are available to Company’s employees generally, including (i) annual cash incentive awards approved by the Compensation Committee of the Company’s Board of Directors, (ii) long-term equity incentive awards granted pursuant to the Stock Incentive Plan, and (iii) employee and post-retirement benefits, including under the Company’s Westwood Holdings Group, Inc. Savings Plan. Ms. Kice will receive a minimum cash bonus target of \$225,000 for each of 2014, 2015, 2016, 2017 and 2018. The cash bonus for 2014 will be prorated based upon partial service in the performance year as determined by her start date. Ms. Kice will receive a restricted stock award grant of the Company’s common stock valued at an amount not less than \$225,000 in February of each of 2015, 2016, 2017 and 2018. The future cash bonus awards and future restricted stock awards are subject to the approval of the Compensation Committee of the Company’s Board of Directors.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Westwood Holdings Group, Inc. dated August 18, 2014.

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**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.

Date: August 18, 2014

**WESTWOOD HOLDINGS GROUP, INC.**

/s/ Brian O. Casey

**Brian O. Casey,**  
**President & Chief Executive Officer**

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**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release of Westwood Holdings Group, Inc. dated August 18, 2014.



Release: On receipt, August 18, 2014  
Contact: Jamie Christensen, Westwood Holdings Group, Inc. (214) 756-6900,  
<mailto:jchristensen@westwoodgroup.com>

#### **Westwood Holdings Group Welcomes Tiffany Kice, CPA as Chief Financial Officer**

Dallas, TX August 18, 2014 – Westwood Holdings Group, Inc. (NYSE: WHG), is pleased to announce the appointment of Tiffany Kice, CPA as Westwood’s Chief Financial Officer. Ms. Kice has over 25 years of experience across multiple industries in both the public and private sectors, including over 15 years in public accounting. Prior to joining Westwood, she served as Executive Vice President, Chief Financial Officer and Treasurer of CEC Entertainment, Inc. Earlier in her career, she spent 15 years with KPMG LLP, serving as Audit Partner from 2006 to 2010.

“Tiffany’s impressive experience across a wide range of industries, including her time spent as an audit partner at a global accounting firm, makes her the ideal candidate to help guide Westwood into our next phase of growth,” said Brian O. Casey, President and Chief Executive Officer of Westwood. “As our business continues to expand and as we develop an increasing number of global relationships, it is critical that we have an experienced leader who can provide us with a strategic financial vision.”

“I am excited to join such a distinguished organization that I believe has established a sturdy foundation poised for significant future growth,” said Kice. “Westwood’s reputation as an investment management leader focusing so clearly on talent, clients and shareholders, and its commitment to maintaining a highly ethical culture are all attractive characteristics that match closely with my core beliefs.”

#### About Westwood

Westwood Holdings Group, Inc. provides investment management services to institutional investors, private wealth clients and financial intermediaries. Westwood manages a range of investment strategies including U.S., Global and Emerging Markets equities as well as Specialty 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 Omaha, NE and Toronto, Canada.

For more information on Westwood, please visit our website at [www.westwoodgroup.com](http://www.westwoodgroup.com).

SOURCE: Westwood Holdings Group, Inc.



(WHG-G)

CONTACT:

Westwood Management – Dallas  
Jamie Christensen, VP Marketing and Communications  
(214) 756-6900

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, its annual report on Form 10-K for the year ended December 31, 2013 and its quarterly report on Form 10-Q for the quarters ended March 31, 2014 and June 30, 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.