

**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)
July 14, 2021**

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
(IRS Employer
Identification No.)

**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 obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	WHG	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On July 14, 2021, Westwood Holdings Group, Inc. (the “Company”) issued a press release commenting on an unsolicited proposal received from Americana Partners, LLC to acquire the Company. A copy of that press release is furnished herewith as Exhibit 99.1 to this Current Report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued by the Company on July 14, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: July 14, 2021

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey

Name: Brian O. Casey

Title: President and Chief Executive Officer

Westwood Holdings Group, Inc. Comments on Unsolicited Proposal from Americana Partners

DALLAS, July 14, 2021 -- Westwood Holdings Group, Inc. (“Westwood” or the “Company”) (NYSE: WHG) today confirmed that, since May, it has received two unsolicited proposals from Americana Partners, LLC to acquire Westwood. Americana’s last proposal, received by the Company on June 14, 2021, offered \$25.00 per share in cash.

Westwood’s Board of Directors, in consultation with its legal and financial advisors and in accordance with its fiduciary duties, previously reviewed Americana’s proposal and determined unanimously that it significantly undervalues Westwood relative to the Company’s standalone plan. In reaching this determination, the Board also considered that Americana has not provided to Westwood any evidence of Americana’s ability to finance its acquisition bid.

Brian O. Casey, President and Chief Executive Officer of Westwood, stated: “Our hard work over the past few years, reducing costs and building a pipeline of opportunities, along with the investments we made in technology and other strategic initiatives are paying off for our stockholders as we believe Westwood is now on a more clear path to growth. We are very proud of the progress we have made and are even more confident in our ability to carry out our current plan and deliver long-term value for our stockholders.”

RBC Capital Markets is acting as financial advisor to the Company, and Sidley Austin LLP is acting as legal counsel to Westwood.

About Westwood Holdings Group

Westwood Holdings Group, Inc. is an investment management boutique and wealth management firm based in Dallas, Texas.

Westwood offers high-conviction equity and outcome-oriented solutions to institutional investors, private wealth clients and financial intermediaries. The firm specializes in two distinct investment capabilities: U.S. Value Equity and Multi-Asset, available through separate accounts, the Westwood Funds® family of mutual funds and other pooled vehicles. Westwood benefits from significant, broad-based employee ownership and trades on the New York Stock Exchange under the symbol “WHG.” For more information, please visit westwoodgroup.com.

Contact:

Investors

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