

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 2, 2008

WESTWOOD HOLDINGS GROUP, INC.
(Exact name of registrant as specified in charter)

Delaware (State or other jurisdiction of incorporation)	001-31234 (Commission File Number)	75-2969997 (IRS Employer Identification No.)
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200 Crescent Court, Suite 1200
Dallas, Texas 75201
(Address of principal executive offices)

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

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))

ITEM 5.03: AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On May 2, 2008, Westwood Holdings Group, Inc. filed its Amended and Restated Certificate of Incorporation with the State of Delaware increasing the number of authorized shares of common stock from 10,000,000 to 25,000,000. The Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc. is furnished as Exhibit 3.1 to this report.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits: The following exhibit is furnished with this report:

Exhibit Number	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc.

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: May 7, 2008

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ William R. Hardcastle, Jr.

William R. Hardcastle, Jr.,
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number

Description

3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc.
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Certificate of Amendment to the
Amended and Restated
Certificate of Incorporation of
Westwood Holdings Group, Inc.

Pursuant to the provisions of Section 242 of the Delaware General Corporation Law, the undersigned Company files the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation, which amends the fourth section thereof so as to increase the number of shares of common stock, par value \$0.01 per share (the "Common Stock"), authorized to be issued from 10,000,000 shares to 25,000,000 shares.

ARTICLE I

The name of the Company is Westwood Holdings Group, Inc.

ARTICLE II

At a meeting of the Board of Directors (the "Board") of the Company held on February 6, 2008, the Board adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Company, declaring said amendment to be advisable, and directing that such amendment be considered by the stockholders of the Company entitled to vote thereon. The resolution setting forth the proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the stockholders of the Company (the "Stockholders"), the Board hereby authorizes and approves the following amendment to the Certificate of Incorporation to increase the number of shares of Common Stock authorized to be issued from 10,000,000 shares to 25,000,000 shares (the "Amendment"):

The first paragraph of Section 4 of the Company's Amended and Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"Section 4. The Corporation shall have the authority to issue 25,000,000 shares of Common Stock with a par value of \$0.01 per share. The Board of Directors of the Corporation has the authority, without further action by the stockholders, to issue 1,000,000 shares of Preferred Stock, par value \$0.01 per share, in one or more series and to fix the rights, preferences, privileges and restrictions thereof, including without limitation dividend rights, conversion rights, voting rights, terms of redemption, liquidation preferences, sinking fund terms and the number of shares constituting any series or the designation of such series, without any further vote or action by the stockholders."

The remaining provisions of Section 4 of the Company's Amended and Restated Certificate of Incorporation shall remain the same and in full force and effect.

ARTICLE III

Thereafter, pursuant to resolution of the Board, the annual meeting of stockholders of the Company was duly called and held, upon notice in accordance with Section 222 of the Delaware General Corporation Law, at which meeting the necessary number of shares as required by statute were voted in favor of said amendment. Specifically, at the time of adoption, the holders of 6,968,708 shares of capital stock of the Company were entitled to vote on said amendment, of which 5,974,892 shares voted for said amendment, 815,553 voted against said amendment and 2,791 shares abstained from voting.

ARTICLE IV

Said amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND THIS THE 2ND DAY OF MAY, 2008.

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey

Name: Brian O. Casey

Title: President & CEO
