

**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)

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

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

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:

Glen Hettinger
Fulbright & Jaworski L.L.P.
2200 Ross Avenue
Suite 2800
Dallas, Texas 75201
(214) 855-8000

Large accelerated filer Accelerated filer Non-accelerated filer 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	750,000 shares	\$39.46	\$29,595,000	\$3,435.98

- (1) The securities to be registered include an aggregate of 750,000 shares of Westwood Holdings Group, Inc. (the "Company") 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 of 1933 and based on the average of the high and low prices reported on the New York Stock Exchange on July 18 (which is within five business days prior to the filing of the Registration Statement), which was \$39.46 per share.

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 750,000 shares of common stock, \$.01 par value, of Westwood Holdings Group, Inc. (the "Company") pursuant to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan, as amended by Amendment 2011-1 (the "Plan"). This registration of 750,000 shares of common stock will increase the number of shares registered for issuance under the Plan to an aggregate of 3,398,100 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 Company'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 Company's common stock, filed on May 10, 2006 (Registration Statement 333-133963); and the Registration Statement on Form S-8 registering an additional 700,000 shares of the Company's common stock, filed on July 1, 2009 (Registration Statement 333-160377) 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 with the Securities and Exchange Commission by the Registrant are hereby incorporated by reference in this Registration Statement:

- (i) Annual Report on Form 10-K for the year ended December 31, 2010, filed February 25, 2011;
- (ii) Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2011, filed April 20, 2011 and Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2011, filed July 20, 2011;
- (iii) Current Reports on Form 8-K filed February 3, 2011, March 22, 2011, April 20, 2011, April 25, 2011, June 6, 2011, June 7, 2011 and July 20, 2011;
- (iv) Current Report on Form 8-K/A filed February 3, 2011; and
- (v) the description of the Registrant's capital stock contained in the Registration Statement on Form 10 (Amendment No. 5) filed on June 6, 2002.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (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.

Item 8. Exhibits

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc. (incorporated by reference from Form 8-K filed with the Securities and Exchange Commission on May 7, 2008)
4.2	Amended and Restated Bylaws of Westwood Holdings Group, Inc. (incorporated by reference from Form 8-K filed with the Securities and Exchange Commission on October 25, 2005)
4.3	Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from Form S-8 filed with the Securities and Exchange Commission on July 1, 2009)
4.4	Amendment to Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from Form 10-Q filed with the Securities and Exchange Commission on October 21, 2010)
4.5*	Amendment 2011-1 to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan
5.1*	Opinion of Fulbright & Jaworski L.L.P.
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Fulbright & Jaworski L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney (included in the signature pages hereto)

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, 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 July 20, 2011.

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 William R. Hardcastle, Jr., 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 of 1933, 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)	July 20, 2011
<u>/s/ William R. Hardcastle Jr.</u> William R. Hardcastle Jr.	Vice President, Chief Financial Officer (Principal Financial Officer)	July 20, 2011
<u>/s/ M. Craig Whitten</u> M. Craig Whitten	Controller (Principal Accounting Officer)	July 20, 2011
<u>/s/ Susan M. Byrne</u> Susan M. Byrne	Chairman of the Board of Directors and Co-Chief Investment Officer	July 20, 2011
<u>/s/ Tom C. Davis</u> Tom C. Davis	Director	July 20, 2011
<u>/s/ Richard M. Frank</u> Richard M. Frank	Director	July 20, 2011
<u>/s/ Robert D. McTeer</u> Robert D. McTeer	Director	July 20, 2011
<u>/s/ Geoffrey R. Norman</u> Geoffrey R. Norman	Director	July 20, 2011
<u>/s/ Martin J. Weiland</u> Martin J. Weiland	Director	July 20, 2011
<u>/s/ Raymond E. Wooldridge</u> Raymond E. Wooldridge	Director	July 20, 2011

INDEX TO EXHIBITS

Exhibit Number	Description
4.1	Amended and Restated Certificate of Incorporation of Westwood Holdings Group, Inc. (incorporated by reference from Form 8-K filed with the Securities and Exchange Commission on May 7, 2008)
4.2	Amended and Restated Bylaws of Westwood Holdings Group, Inc. (incorporated by reference from Form 8-K filed with the Securities and Exchange Commission on October 25, 2005)
4.3	Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from Form S-8 filed with the Securities and Exchange Commission on July 1, 2009)
4.4	Amendment to Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (incorporated by reference from Form 10-Q filed with the Securities and Exchange Commission on October 21, 2010)
4.5*	Amendment 2011-1 to the Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan
5.1*	Opinion of Fulbright & Jaworski L.L.P.
23.1*	Consent of Independent Registered Public Accounting Firm
23.2*	Consent of Fulbright & Jaworski L.L.P. (included in the opinion filed as Exhibit 5.1 hereto)
24.1*	Power of Attorney (included in the signature pages hereto)

* Filed herewith.

**AMENDMENT 2011-1
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 as of April 20, 2011.

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 3,398,100."

Section 12.2 of the Plan is deleted in its entirety and replaced with the following new Section 12.2:

"12.2 **Objective Performance Goals and Performance Measures.** A Performance Goal established in connection with an Award covered by this Article must be (1) objective, so that a third party having knowledge of the relevant facts could determine whether the Performance Goal is met, (2) prescribed in writing by the Board before the beginning of the applicable performance period or at such later date when fulfillment is substantially uncertain not later than 90 days after the commencement of the performance period and in any event before completion of 25% of the performance period, and (3) based on any one or more of the following Performance Measures (which may be applied to an individual, a subsidiary, a business unit or division, or the Company and any one or more of its subsidiaries as a whole, as determined by the Board):

- (a) Net earnings or net income;
- (b) Cash earnings;
- (c) Earnings per share;
- (d) Net sales or revenue growth;
- (e) Net operating income;
- (f) Return measures (including, but not limited to, return on assets, capital, invested capital, equity, sales, or revenue);

-
- (g) Cash flow (including, but not limited to, operating cash flow, free cash flow, cash flow return on equity, and cash flow return on investment);
 - (h) Operating income before interest, taxes, depreciation and amortization;
 - (i) Return on stockholders' equity;
 - (j) Operating margins or operating expenses;
 - (k) Value of the Company's Stock or total return to stockholders;
 - (l) Value of an investment in the Company's Stock assuming the reinvestment of dividends;
 - (m) Assets under management;
 - (n) Performance of one or more of our investment products on an absolute basis or relative to a benchmark or peer group; and/or
 - (o) A combination of any or all of the foregoing criteria.

The targeted level or levels of performance with respect to such Performance Measures may be established at such levels, with such adjustments (including, as applicable, inclusion or exclusion of taxes, depreciation, amortization, compensation and/or other items of income or expense) and in such other terms as the Board may determine, in its discretion, including, without limitation, in absolute terms, as a goal relative to performance in prior periods, or as a goal compared to the performance of one or more comparable companies or an index covering multiple companies. If and to the extent permitted for Awards intended to qualify for the Performance-Based Exception, the Board may provide for the adjustment of such performance goals. In addition, at the time an Award is made under this Section, and subject to applicable law, the Board may prescribe that a performance goal will be adjusted to reflect changes in accounting rules or methods, corporate transactions (including, without limitation, dispositions and acquisitions) and other events or circumstances occurring during the applicable performance period."

Fulbright & Jaworski L.L.P.
A Registered Limited Liability Partnership
2200 Ross Avenue, Suite 2800
Dallas, Texas 75201-2784
www.fulbright.com

telephone: (214) 855-8000

facsimile: (214) 855-8200

July 21, 2011

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

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 750,000 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 July 21, 2011.

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 20, 2011 approving the amendment to the Plan increasing the number of shares covered by the Plan to 3,398,100 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.

Houston • New York • Washington DC • Austin • Dallas • Los Angeles • Minneapolis • San Antonio • Hong Kong • London • Munich

Westwood Holdings Group, Inc.

July 21, 2011

Page 2

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.

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.

This 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/ Fulbright & Jaworski L.L.P.

Fulbright & Jaworski L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have issued our reports dated February 25, 2011, with respect to the consolidated financial statements and internal control over financial reporting included in the Annual Report of Westwood Holdings Group, Inc. on Form 10-K for the year ended December 31, 2010, which are incorporated by reference in this registration statement. We hereby consent to the incorporation by reference of said reports in this Registration Statement of Westwood Holdings Group, Inc. on Form S-8.

/s/ GRANT THORNTON LLP

Dallas, Texas

July 21, 2011