

**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): December 2, 2024

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.)

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))

| <u>Title of Each Class</u> | Securities registered pursuant to Section 12(b) of the Act: | <u>Name of Each Exchange on Which Registered</u> |
|--|---|--|
| Common stock, par value \$0.01 per share | <u>Trading Symbol(s)</u> WHG | New York Stock Exchange |

Indicate by checkmark 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 checkmark if the registrant has elected not to use the extended transition period for complying with any new revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On February 14, 2024, the Board of Directors (the "Board") of Westwood Holdings Group, Inc. (the "Company") approved an amendment to the Company's Amended and Restated Certificate of Incorporation. The stockholders of the Company voted to approve the amendment to the Company's Amended and Restated Certificate of Incorporation at the Annual Meeting of Stockholders on May 1, 2024.

Attached hereto as Exhibit 3.1 is the Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

- (a) Financial statements of businesses acquired: Not applicable.
- (b) Pro forma financial information: Not applicable.
- (c) Exhibits: The following exhibits are furnished with this report:

| Exhibit Number | Description |
|----------------|-------------|
|----------------|-------------|

| | |
|-----|--|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Company dated as of December 2, 2024. |
|-----|--|

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| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document) |
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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: December 2, 2024

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Murray Forbes III
Murray Forbes III
Chief Financial Officer and Treasurer

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "WESTWOOD HOLDINGS GROUP, INC.", FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2024, AT 4:35 O`CLOCK P.M.



3465986 8100
SR# 20244360488

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line, and underneath the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 205012126
Date: 12-03-24

**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 (“**DGCL**”), Westwood Holdings Group, Inc. (the “**Company**”) files the following Certificate of Amendment to its Amended and Restated Certificate of Incorporation.

ARTICLE I

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

ARTICLE II

Section 11 of the Amended and Restated Certificate of Incorporation of the Company is hereby amended and restated in its entirety to read as follows:

“Section 11. A director, officer or former director or officer of the Corporation shall not, to the fullest extent permitted by the Delaware General Corporation Law as the same exists or may hereafter be amended, be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty to the Corporation or its stockholders.”

ARTICLE III

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 December, 2024.

WESTWOOD HOLDINGS GROUP, INC.

By: *Jill Meyer*

Name: Jill Meyer

Title: Secretary

