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): February 14, 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))

Securities registered pursuant to Section 12(b) of the Act:							
Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered					
Common stock, par value \$0.01 per share	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 \Box

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. \Box

ITEM 2.02: RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On February 14, 2024, Westwood Holdings Group, Inc. ("Westwood") announced its financial results for the quarter ended December 31, 2023, a copy of which is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information in this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act"), as amended, or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise expressly stated in such filing.

ITEM 7.01: REGULATION FD DISCLOSURE

Westwood announced today that its Board of Directors has approved the payment of a quarterly cash dividend of \$0.15 per common share, payable on April 3, 2024 to stockholders of record on March 1, 2024.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

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

Exhibit Number Description

99.1 Press Release Dated February 14, 2024

104 Cover Page Interactive Date 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: February 14, 2024

WESTWOOD HOLDINGS GROUP, INC.

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



Westwood Holdings Group Reports Fourth Quarter and Full Year 2023 Results

Westwood Salient Select Income posted top decile performance last quarter Many of our Multi-Asset Strategies posted top quartile performance last quarter Institutional wins for SmidCap Value expected to fund in the first half of this year Managed Investment Solutions joined the Westwood Family

Dallas, TX, February 14, 2024 – Westwood Holdings Group, Inc. (NYSE: WHG) today reported fourth quarter earnings. Significant items include:

- SmallCap Value, Select Equity, High Alpha, Dividend Select, Enhanced Balanced, Total Return, Alternative Income and Select Income strategies all beat their primary benchmarks.
- Strong investment performance came from Income Opportunity, Alternative Income, SmallCap Value, High Income and Total Return all posting top quartile rankings, and Westwood Salient Select Income posted a top decile ranking.
- Quarterly revenues totaled \$23.2 million versus the third quarter's \$21.9 million and \$20.5 million a year ago. Comprehensive income of \$2.6 million compared with \$3.4 million in the third quarter and a net loss of \$3.1 million in the fourth quarter of 2022.
- Non-GAAP Economic Earnings of \$5.2 million for the quarter compared with \$6.3 million in the third quarter and a loss of \$0.7 million in the fourth quarter of 2022.
- Our annual comprehensive income totaled \$9.5 million versus a net loss of \$4.6 million for the previous year, and included \$5.3 million after taxes of life insurance proceeds and contingent consideration fair value adjustments, both for Salient.
- Westwood held \$53.1 million in cash and short-term investments at December 31, 2023, up \$4.6 million from September 30, 2023. Stockholders' equity totaled \$120.4 million as of December 31, 2023 and we continue to have no debt.
- We declared a cash dividend of \$0.15 per common share, payable on April 3, 2024 to stockholders of record on March 1, 2024.

Brian Casey, Westwood's CEO, commented, "Several of our strategies produced excellent results for our clients in the fourth quarter by delivering top quartile performance. Several SmidCap Value wins in the fourth quarter will be funded shortly and our new business pipeline is growing nicely. Advisors in the intermediary space are definitely taking more meetings and they had a very busy January. Our wealth business has made several key hires and is showing continuous progress in improving efficiency and generating better margins. We are excited for the year ahead and look forward to offering clients a new set of capabilities, combining active asset allocation with passive investment solutions, delivered by the creative and highly experienced Managed Investment Solutions team that has just joined Westwood."

Revenues of \$23.2 million increased \$2.8 million from 2022's fourth quarter thanks to higher average assets under management ("AUM") following the acquisition of Salient Partners' asset management

business in November 2022 and the acquisition of Broadmark Asset Management in early 2023. Revenues rose \$1.3 million versus the third quarter on higher performance fees.

Firmwide assets under management and advisement totaled \$16.6 billion at year end, consisting of AUM of \$15.5 billion and assets under advisement ("AUA") of \$1.1 billion.

Fourth quarter net income of \$2.6 million compared to \$4.4 million in the third quarter reflecting receipt of life insurance proceeds in the third quarter and higher income taxes in the fourth quarter, partially offset by higher revenues. Diluted EPS of \$0.32 compared to \$0.41 per share for the third quarter. Non-GAAP Economic Earnings were \$5.2 million, or \$0.63 per share, compared to the third quarter's \$6.3 million, or \$0.77 per share.

Fourth quarter net income of \$2.6 million compared to last year's fourth quarter net loss of \$3.1 million due to higher revenues and lower acquisition expenses, partially offset by higher employee expenses and income taxes. Diluted EPS of \$0.32 compared with (0.40) per share for 2022's fourth quarter. Non-GAAP Economic Earnings (Loss) of \$5.2 million, or \$0.63 per share, compared to (0.7) million, or (0.09) per share, in the fourth quarter of 2022.

2023 net income of \$10.6 million compared to 2022's net loss of \$4.6 million thanks to higher revenues, life insurance proceeds, changes in the fair value of contingent consideration and lower acquisition expenses, partially offset by higher costs for employee compensation, information technology, and general and administrative activities following the acquisition of Salient Partners' asset management business in late 2022. Diluted EPS was \$1.17 per share compared with \$(0.59) per share for 2022. Economic EPS of \$2.55 compared with \$0.45 in 2022.

Economic Earnings (Loss) and Economic EPS are non-GAAP performance measures that are explained and reconciled with the most comparable GAAP numbers in the attached tables.

Westwood will host a conference call to discuss fourth quarter and fiscal year 2023 results and other business matters at 4:30 p.m. Eastern time today. To join the conference call, please register here:

https://edge.media-server.com/mmc/p/rbn4eokh

After registering, you will be provided with a dial-in number containing a personalized PIN.

Webcast Link: : https://register.vevent.com/register/BI67285b888a794244b24e58e42389eca5

ABOUT WESTWOOD HOLDINGS GROUP

Westwood Holdings Group, Inc. is an investment management boutique and wealth management firm.

Westwood offers a broad array of investment solutions to institutional investors, private wealth clients and financial intermediaries. The firm specializes in several distinct investment capabilities including U.S. Value Equity, Multi-Asset, Tactical Absolute Return, Energy & Real Assets and Income Alternatives. In addition, the firm has recently begun to add capabilities in Managed Investment Solutions and Exchange Traded Funds (ETFs). Westwood's strategies are made available through separate accounts, the Westwood Funds[®] family of mutual funds and other pooled vehicles. Westwood benefits from significant, broadbased employee ownership and trades on the New York Stock Exchange under the symbol "WHG." Based in Dallas, Westwood also maintains offices in Chicago, Houston and San Francisco.

For more information on Westwood, please visit westwoodgroup.com.

Forward-looking Statements

Statements in this press release that are not purely historical facts, including, without limitation, statements about our expected future financial position, results of operations or cash flows, as well as other statements including without limitation, words such as "anticipate," "believe," "expect," "could,"

and other similar expressions, 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: the composition and market value of our AUM; our ability to maintain our fee structure in light of competitive fee pressures; our stockholder rights agreement may make it more difficult for others to obtain control over us, even if it would be beneficial to our stockholders; risks associated with actions of activist stockholders; distributions to our common stockholders have included and may in the future include a return of capital; inclusion of foreign company investments in our AUM; regulations adversely affecting the financial services industry; our ability to maintain effective cyber security; litigation risks: our ability to develop and market new investment strategies successfully; our reputation and our relationships with current and potential customers; our ability to attract and retain gualified personnel; our ability to perform operational tasks; our ability to select and oversee third-party vendors; our dependence on the operations and funds of our subsidiaries; our ability to maintain effective information systems; our ability to prevent misuse of assets and information in the possession of our employees and third-party vendors, which could damage our reputation and result in costly litigation and liability for our clients and us; our stock is thinly traded and may be subject to volatility; in addition to our stockholder rights agreement, our organizational documents contain provisions that may prevent or deter another group from paying a premium over the market price to our stockholders to acquire our stock; competition in the investment management industry; our ability to avoid termination of client agreements and the related investment redemptions; the significant concentration of our revenues in a small number of customers; our relationships with investment consulting firms; the impact of the COVID-19 pandemic; our ability to identify and execute on our strategic initiatives; our ability to declare and pay dividends; our ability to fund future capital requirements on favorable terms; our ability to properly address conflicts of interest; our ability to maintain adequate insurance coverage; 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, 2022 and its quarterly report on Form 10-Q for the quarters ended March 31, 2023, June 30, 2023 and September 30, 2023. 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.

SOURCE: Westwood Holdings Group, Inc.

(WHG-G) CONTACT: Westwood Holdings Group, Inc. Terry Forbes Chief Financial Officer and Treasurer (214) 756-6900

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands, except per share and share amounts)

(unaudited)

	Three Months Ended						
	Decer	nber 31, 2023	Septen	nber 30, 2023	Decer	December 31, 2022	
REVENUES:							
Advisory fees:							
Asset-based	\$	16,657	\$	16,902	\$	13,441	
Performance-based		710		—		1,018	
Trust fees		5,124		5,063		5,429	
Trust performance-based		349		—			
Other, net		389		(85)		568	
Total revenues		23,229		21,880		20,456	
EXPENSES:							
Employee compensation and benefits		12,367		12,661		11,131	
Sales and marketing		810		676		677	
Westwood mutual funds		783		872		890	
Information technology		2,367		2,334		2,104	
Professional services		1,239		1,009		1,469	
General and administrative		2,933		3,298		2,488	
(Gain) loss from change in fair value of contingent consideration		(113)		2,483			
Acquisition expenses		—		—		5,505	
Total expenses		20,386		23,333		24,264	
Net operating income (loss)		2,843		(1,453)		(3,808	
Net change in unrealized appreciation (depreciation) on private investments		(18)	-			(984	
Investment income		561		247		173	
Other income		365		5,265		309	
Income (loss) before income taxes		3,751		4,059		(4,310	
Provision for income taxes		1,168		(316)		(1,185	
Net income (loss)	\$	2,583	\$		\$	(3,125	
Total comprehensive income (loss)	\$	2,583	\$		\$	(3,125	
Less: Comprehensive income (loss) attributable to noncontrolling interest	φ		Ψ		Ψ	(5,125	
	-	7		1,019			
Comprehensive income (loss) attributable to Westwood Holdings Group, Inc.	\$	2,576	\$	3,356	\$	(3,125)	
Earnings (loss) per share:							
Basic	\$	0.32	\$	0.42	\$	(0.40)	
Diluted	\$	0.32		0.41		(0.40)	
Weighted average shares outstanding:		0.005.004		0.000 505			
Basic		8,007,896		8,002,537		7,775,54	
Diluted		8,184,736		8,116,747		7,775,545	
Economic Earnings (Loss)	\$	5,181	\$	6,263	\$	(738	
Economic EPS	\$	0.63	\$	0.77	\$	(0.09	
Dividends declared per share	\$	0.15	\$	0.15	\$	0.15	

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) (in thousands, except per share and share amounts) (unaudited)

	Year I	Year Ended December 31,		
	2023		2022	
REVENUES:				
Advisory fees:				
Asset-based	\$ 6	7,391 \$	46,685	
Performance-based		,265	1,018	
Trust fees	24),242	21,686	
Trust performance-based		349	_	
Other, net		534	(708	
Total revenues		9,781	68,681	
EXPENSES:				
Employee compensation and benefits	5.	2,918	40,124	
Sales and marketing	:	2,990	2,003	
Westwood mutual funds		3,133	2,201	
Information technology		9,650	7,719	
Professional services		5,132	5,357	
General and administrative	1:	2,512	9,057	
(Gain) loss from change in fair value of contingent consideration	(4	2,768)		
Acquisition expenses		209	7,093	
Total expenses	8	3,776	73,554	
Net operating income (loss)		5,005	(4,873	
Net change in unrealized appreciation (depreciation) on private investments		6	(1,495	
Net investment income (loss)		.191	266	
Other income		5,241	907	
Income (loss) before income taxes		3,443	(5,195	
Income tax provision		2,872	(567	
Net income (loss)	\$ 1),571 \$	(4,628	
Total comprehensive income (loss)		0,571 \$	(4,628	
Less: Comprehensive income (loss) attributable to noncontrolling interest		1,051		
Comprehensive income (loss) attributable to Westwood Holdings Group, Inc.		9,520 \$	(4,628	
Earnings (loss) per share:				
Basic	\$	1.20 \$	(0.59	
Diluted	\$	1.17 \$	(0.59	
Weighted average shares outstanding:				
Basic	7.96	4,423	7,844,363	
Diluted		2,139	7,844,36	
Economic Earnings	\$ 24),717 \$	3,564	
Economic EPS	\$	2.55 \$	0.45	
	ي.	2.35 Q	0.45	
Dividends declared per share	\$	0.60 \$	0.60	

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except par value and share amounts) (unaudited)

		nber 31, 2023	December 31, 2022	
ASSETS				
Current Assets:				
Cash and cash equivalents	\$	20,422	\$	23,859
Accounts receivable		14,394		13,900
Investments, at fair value		32,674		15,342
Income taxes receivable		205		446
Other current assets		4,543		4,645
Total current assets		72,238		58,192
Investments		7,247		4,455
Equity method investments		4,284		6,574
Noncurrent investments at fair value		241		3,027
Goodwill		39,501		35,732
Deferred income taxes		728		1,762
Operating lease right-of-use assets		3,673		4,976
Intangible assets, net		24,803		28,952
Property and equipment, net of accumulated depreciation of \$10,078 and \$9,277		1,444		1,828
Other long-term assets		1,008		929
Total long-term assets		82,929		88,235
Total assets	\$	155,167	\$	146,427
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current Liabilities:				
Accounts payable and accrued liabilities	\$	6,130	\$	5,678
Dividends payable		1,692		1,745
Compensation and benefits payable		9,539		8,689
Operating lease liabilities		1,286		1,502
Total current liabilities		18,647		17,614
Accrued dividends		675		701
Contingent consideration		10,133		12,901
Noncurrent operating lease liabilities		3,266		4,563
Total long-term liabilities		14,074		18,165
Total liabilities		32,721		35,779
Stockholders' Equity:		52,721		55,117
Common stock, \$0.01 par value, authorized 25,000,000 shares, issued 11,856,737 and outstanding 9,140,760 shares at December 31, 2023; issued 11,527,544 and outstanding 8,881,831 shares at December 31, 2022		119		115
Additional paid-in capital		201,622		199,914
1 1		,		,
Treasury stock, at cost – 2,715,977 shares at December 31, 2023; 2,645,713 shares at December 31, 2022 Retained earnings (accumulated deficit)		(85,990) 4,650		(85,128)
		,		(4,253)
Total Westwood Holdings Group, Inc. stockholders' equity		120,401		110,648
Noncontrolling interest in consolidated subsidiary		2,045		110 (12
Total equity	*	122,446		110,648
Total liabilities and stockholders' equity	\$	155,167	\$	146,427

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (in thousands) (unaudited)

	Year ended D		ecember 31,	
		2023	2022	
Cash flows from operating activities:				
Net income (loss)	\$	10,571 \$	(4,628	
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation		670	687	
Amortization of intangible assets		4,149	1,889	
Net change in unrealized (appreciation) depreciation on investments		(839)	2,136	
Stock-based compensation expense		6,518	6,001	
Deferred income taxes		1,036	(916	
Non-cash lease expense		1,103	1,110	
Loss on asset disposition		69	_	
Gain on remeasurement of lease liabilities		(119)	_	
Fair value change of contingent consideration		(2,768)	_	
Gain on insurance settlement		(5,000)	_	
Changes in operating assets and liabilities:				
Net (purchases) sales of investments – trading securities		(16,609)	48,977	
Accounts receivable		135	(313	
Other current assets		660	(1,842	
Accounts payable and accrued liabilities		(447)	1,251	
Compensation and benefits payable		851	(861	
Income taxes payable		241	(687	
Other liabilities		(1,433)	(1,314	
Net cash provided by (used in) operating activities		(1,212)	51,490	
Cash flows from investing activities:				
Acquisitions, net of cash acquired		(741)	(33,419	
Insurance settlement proceeds		5,000		
Purchases of property and equipment		(147)	(320	
Net cash provided by (used in) investing activities		4,112	(33,739	
Cash flows from financing activities:				
Purchases of treasury stock		_	(2,851	
Restricted stock returned for payment of taxes		(863)	(627	
Cash dividends		(5,474)	(5,625	
Net cash used in financing activities		(6,337)	(9,103	
Effect of currency rate changes on cash			5	
Net increase (decrease) in cash and cash equivalents		(3,437)	8,653	
Cash and cash equivalents, beginning of period		23,859	15,206	
Cash and cash equivalents, end of period	\$	20,422 \$	23,859	
	ф	20,122 \$	25,057	
Supplemental cash flow information:				
Cash paid during the period for income taxes	\$	1,594 \$	1,858	
Right-of-use assets obtained in exchange for operating lease liabilities	\$	173 \$	1,217	
Accrued dividends	\$	2,368 \$	2,446	
Acquired contingent consideration	\$	— \$	12,901	

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES

Reconciliation of Comprehensive Income (Loss) Attributable to Westwood Holdings Group, Inc. to Economic Earnings (Loss) (in thousands, except per share and share amounts) (unaudited)

As supplemental information, we are providing non-GAAP performance measures that we refer to as Economic Earnings (Loss) and Economic EPS. We provide these measures in addition to, not as a substitute for, Comprehensive income (loss) attributable to Westwood Holdings Group, Inc. and earnings (loss) per share, which are reported on a GAAP basis. Our management and Board of Directors review Economic Earnings (Loss) and Economic EPS to evaluate our ongoing performance, allocate resources, and review our dividend policy. We believe that these non-GAAP performance measures, while not substitutes for GAAP Comprehensive income (loss) attributable to Westwood Holdings Group, Inc. or earnings (loss) per share, are useful for management and investors when evaluating our underlying operating and financial performance and our available resources. We do not advocate that investors consider these non-GAAP measures without also considering financial information prepared in accordance with GAAP.

We define Economic Earnings (Loss) as Comprehensive income (loss) attributable to Westwood Holdings Group, Inc. plus non-cash equity-based compensation expense, amortization of intangible assets and deferred taxes related to goodwill. Although depreciation on fixed assets is a non-cash expense, we do not add it back when calculating Economic Earnings (Loss) because depreciation charges represent an allocation of the decline in the value of the related assets that will ultimately require replacement. Although gains and losses from changes in the fair value of contingent consideration are non-cash, we do not add or subtract those back when calculating Economic Earnings (Loss) because gains and losses on changes in the fair value of contingent consideration are considered regular following an acquisition. In addition, we do not adjust Economic Earnings (Loss) for tax deductions related to restricted stock expense or amortization of intangible assets. Economic EPS represents Economic Earnings (Loss) divided by diluted weighted average shares outstanding.

		Three Months Ended				
	De	cember 31, 2023		September 30, 2023		December 31, 2022
Comprehensive income (loss) attributable to Westwood Holdings Group, Inc.	\$	2,576	\$	3,356	\$	(3,125)
Stock-based compensation expense		1,407		1,739		1,591
Intangible amortization		1,073		1,043		671
Tax benefit from goodwill amortization		125		125		125
Economic Earnings (Loss)	\$	5,181	\$	6,263	\$	(738)
Earnings (loss) per share	\$	0.31	\$	0.41	\$	(0.40)
Stock-based compensation expense		0.17		0.21		0.20
Intangible amortization		0.13		0.13		0.09
Tax benefit from goodwill amortization		0.02		0.02		0.02
Economic EPS	\$	0.63	\$	0.77	\$	(0.09)
Diluted weighted average shares		8,184,736	-	8,116,747		7,775,545

	Year Ended Dec	cember 31,
	 2023	2022
Comprehensive income (loss) attributable to Westwood Holdings Group, Inc.	\$ 9,520 \$	(4,628)
Stock-based compensation expense	6,518	6,001
Intangible amortization	4,179	1,889
Tax benefit from goodwill amortization	500	302
Economic Earnings	\$ 20,717 \$	3,564
Earnings (loss) per share	\$ 1.17 \$	(0.59)
Stock-based compensation expense	0.80	0.77
Intangible amortization	0.52	0.24
Tax benefit from goodwill amortization	0.06	0.04
Economic EPS	\$ 2.55 \$	0.45
Diluted weighted average shares	8,112,139	7,844,363