

**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): April 27, 2022

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**WESTWOOD HOLDINGS GROUP, INC.**

(Exact name of registrant as specified in charter)

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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:

<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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously announced and as further described under Item 5.07, on April 27, 2022, Westwood Holdings Group, Inc. (the “Company”) virtually held its annual meeting of stockholders (the “Annual Meeting”).

The Company’s stockholders approved the First Amendment to the Eighth Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (the “Incentive Plan”). The material revisions of the First Amendment included:

- Increase the total number of shares currently authorized under the Incentive Plan by 250,000 shares.

The Incentive Plan was included as Appendix A to the Definitive Proxy Statement filed with the SEC on March 22, 2022.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Last year, on May 2, 2021, the board of directors (the “Board”) of Westwood Holdings Group, Inc., (the “Company”), adopted a stockholder rights agreement and declared a dividend of one right (a “Right”) for each outstanding share of common stock of the Company. Each Right entitled the holder thereof under certain circumstances to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock. The terms of the Rights were set forth in a Stockholder Rights Agreement, dated as of May 2, 2021, between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the “Rights Agreement”).

As previously disclosed, the Board determined to allow the Rights Agreement to expire in accordance with its terms. With this, the Rights expired pursuant to the Rights Agreement on May 2, 2022. On May 3, 2022, the Company filed with the Secretary of State of the State of Delaware a Certificate of Elimination eliminating from its Amended and Restated Certificate of Incorporation, as amended, the designation of certain shares of its preferred stock as Series A Junior Participating Preferred Stock, which had been designated for potential use in connection with the Rights Agreement. As a result, all shares of preferred stock previously designated as Series A Junior Participating Preferred Stock were eliminated and returned to the status of authorized but unissued shares of preferred stock, without designation.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At the Annual Meeting, the following Proposals 1, 2, 3, 4 and 5 were approved by the Company’s stockholders. No other business was brought before the Annual Meeting. The Proposals are described in detail in the Company’s definitive proxy statement filed with the SEC on March 22, 2022. The voting results for the Annual Meeting are set forth below.

- (a) Proposal 1: The stockholders elected the directors listed below to hold office until the next annual meeting and until their respective successors shall have been duly elected and qualified. The voting results for this Proposal 1 were as follows:

Nominee	For	Against	Abstain	Broker Non-Vote
Brian O. Casey	5,335,006	1,293,224	1,092	715,509
Richard M. Frank	3,738,007	2,884,460	6,855	715,509
Susan M. Byrne	5,531,002	1,097,495	825	715,509
Ellen H. Masterson	3,770,180	2,857,099	2,043	715,509
Geoffrey R. Norman	3,764,955	2,860,695	3,672	715,509
Randy A. Bowman	5,650,597	963,553	15,172	715,509

- (b) Proposal 2: The stockholders ratified Deloitte & Touche LLP as the Company’s independent auditors for the year ending December 31, 2022. The voting results for this Proposal 2 were as follows:

For	Against	Abstain
7,170,955	132,531	41,345

- (c) Proposal 3: The stockholders approved the First Amendment to the Eighth Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan. The voting results for this Proposal 3 were as follows:

For	Against	Abstain	Broker Non-Vote
5,057,149	1,547,572	24,601	715,509

(d) Proposal 4: The stockholders approved, on a non-binding, advisory basis, the Company's executive compensation. The voting results for this Proposal 4 were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
4,813,922	1,800,419	14,981	715,509

(e) Proposal 5: The stockholders approved amendments to the Company's Certificate of Incorporation to eliminate supermajority voting requirements to amend the Certificate and Bylaws. The voting results for this Proposal 5 were as follows:

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Vote</b>
6,580,578	46,313	2,431	715,509

#### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	<a href="#">Certificate of Elimination of the Series A Junior Participating Preferred Stock of the Company</a>
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: May 3, 2022

WESTWOOD HOLDINGS GROUP, INC.

/s/ Brian O. Casey

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Brian O. Casey

President and Chief Executive Officer

**CERTIFICATE OF ELIMINATION  
OF  
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK  
OF  
WESTWOOD HOLDINGS GROUP, INC.**

**Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware**

Westwood Holdings Group, Inc., a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware (the "DGCL") and the authority conferred upon the Board of Directors of the Corporation (the "Board") in accordance with the Corporation's Amended and Restated Certificate of Incorporation, as amended, and the Corporation's Amended and Restated Bylaws, the Board adopted the following resolutions respecting the Corporation's Series A Junior Participating Preferred Stock, which resolutions have not been amended or rescinded:

WHEREAS, effective May 2, 2021, the Board authorized the issuance of a series of 25,000 shares of Series A Junior Participating Preferred Stock, par value \$0.01 per share (the "Series A Junior Participating Preferred Stock"); and

WHEREAS, the Board deems it advisable and in the best interest of the Corporation and its stockholders to eliminate the Series A Junior Participating Preferred Stock.

NOW, THEREFORE, BE IT RESOLVED, that none of the authorized shares of Series A Junior Participating Preferred Stock are outstanding, and none will be issued subject to the Certificate of Designation of Series A Junior Participating Preferred Stock previously filed with the Secretary of State of the State of Delaware with respect to such Series A Junior Participating Preferred Stock (the "Certificate of Designation");

RESOLVED FURTHER, that each of the officers of the Corporation be, and each of them individually hereby is, authorized and directed to take any and all actions as such officers deem necessary and appropriate to eliminate such Series A Junior Participating Preferred Stock, including to execute and file, or cause to be executed and filed, a Certificate of Elimination of the Series A Junior Participating Preferred Stock (the "Certificate of Elimination") with the Secretary of State of the State of Delaware;

RESOLVED FURTHER, that when the Certificate of Elimination setting forth these resolutions becomes effective, it shall have the effect of eliminating from the Amended and Restated Certificate of Incorporation of the Corporation, as amended, all matters set forth in the Certificate of Designation with respect to such Series A Junior Participating Preferred Stock, and all of the shares that

were designated as Series A Junior Participating Preferred Stock shall be returned to the status of preferred shares of the Corporation, without designation as to series;

2. This Certificate of Elimination shall be effective as of May 3, 2022 (the “Effective Date”).

3. In accordance with Section 151(g) of the DGCL, effective as of the Effective Time, all matters set forth in the Certificate of Designation with respect to the Series A Junior Participating Preferred Stock, previously filed with the Secretary of State of the State of Delaware on May 3, 2021, are hereby eliminated.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 3rd day of May, 2022.

**WESTWOOD HOLDINGS GROUP, INC.**

/s/ Brian O. Casey

Brian O. Casey

President & Chief Executive Officer