

WESTWOOD HOLDINGS GROUP INC  
Form 8-K  
April 29, 2015

**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): April 29, 2015**

**WESTWOOD HOLDINGS GROUP, INC.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**001-31234**  
**(Commission**  
  
**File Number)**  
**200 Crescent Court, Suite 1200**  
  
**Dallas, Texas 75201**

**75-2969997**  
**(IRS Employer**  
  
**Identification No.)**

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**(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 2.02: RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

In accordance with Securities and Exchange Commission Release No. 34-47583, the following information, which is being furnished pursuant to the requirements of Item 2.02, Results of Operations and Financial Condition, is being reported under Item 7.01, Regulation FD Disclosure.

On April 29, 2015, Westwood Holdings Group, Inc. issued a press release entitled Westwood Holdings Group, Inc. Reports First Quarter 2015 Results; Assets Under Management Increase to a Record \$21.7 Billion; Quarterly Net Inflows Total \$1.1 Billion, 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 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 \$0.50 per common share payable on July 1, 2015 to stockholders of record on June 12, 2015.

**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 April 29, 2015, entitled Westwood Holdings Group, Inc. Reports First Quarter 2015 Results; Assets Under Management Increase to a Record \$21.7 Billion; Quarterly Net Inflows Total \$1.1 Billion .

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: April 29, 2015

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Tiffany B. Kice  
Tiffany B. Kice  
Chief Financial Officer and Treasurer

EXHIBIT INDEX

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sted on September 4, 2011.(2)Of the shares subject to such option, 22,500 vested on April 24, 2009, 22,500 vested on April 24, 2010, 22,500 vested on April 24, 2011 and 22,500 vested on April 24, 2012.(3)Of the initial 115,000 stock appreciation right shares subject to this SAR, 28,750 shares vested on May 7, 2010, 28,750 shares vested on May 7, 2011, 28,750 shares vested on May 7, 2012 and 28,750 shares vested on May 7, 2013.(4)Of the stock appreciation right shares subject to this SAR, 30,074 shares vested on May 6, 2013, 30,074 shares vest on May 6, 2014, and 60,151 shares vest on May 6, 2015.(5)Of the stock appreciation right shares subject to this SAR, 13,621 shares vested on May 5, 2012, 13,621 shares vested on May 5, 2013, 13,621 shares vest on May 5, 2014 and 13,621 shares vest on May 5, 2015.(6)Of the stock appreciation right shares subject to this SAR, 15,572 shares vested on April 30, 2013, 15,572, vest on April 30, 2014, 15,572, vest on April 30, 2015 and 15,573 vest on April 30, 2016(7)Of the stock appreciation right shares subject to this SAR, 9,050 shares vest on 5/3/2014, 9,050 shares vest on 5/3/2015, 9,050 shares vest on 5/3/2016 and 9,051 shares vest on 5/3/2017.(8)Previously unreportable performance based restricted stock granted May 5, 2011 with 3-year performance period ended December 31, 2013. Converted to restricted shares as of February 13, 2014 performance certification with May 5, 2014 vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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