

GWG Holdings, Inc.

Form POS EX

May 15, 2015

As filed with the Securities and Exchange Commission on May 15, 2015

Registration Nos. 333-197227 and

K33-197227-01

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 3 TO

FORM S-1

REGISTRATION STATEMENT

Under the Securities Act of 1933

GWG HOLDINGS, INC.

GWG LIFE, LLC

(Exact name of Registrant as specified in its charter)

Delaware **26-2222607**

Delaware **20-4356955**
(State or other jurisdiction (I.R.S. Employer
of incorporation or organization) Identification Number)

220 South Sixth Street, Suite 1200

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Minneapolis, Minnesota 55402

Tel: (612) 746-1944

Fax: (612) 746-0445

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

Jon R. Sabes

Chief Executive Officer

220 South Sixth Street, Suite 1200

Minneapolis, Minnesota 55402

Tel: (612) 746-1944

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Paul D. Chestovich, Esq.

Maslon LLP

3300 Wells Fargo Center

90 South Seventh Street

Minneapolis, Minnesota

55402

Tel: (612) 672-8200

Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration Nos. 333-197227 and 333-197227-01

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the SEC pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

EXPLANATORY NOTE

Pursuant to Rule 462(d), GWG Holdings, Inc., a Delaware corporation (the “Company”), is filing this Post-Effective Amendment to its Form S-1 registration statement (SEC File Nos. 333-197227 and 333-197227-01) (the “Registration Statement”) solely to amend Exhibits 10.1 and 10.2 to such Registration Statement. Exhibit 10.1 is the Company’s Second Amended and Restated Credit and Security Agreement with DZ Bank AG Deutsche Zentral-Genossenschaftsbank (as agent), and Autobahn Funding Company LLC (as lender). Exhibit 10.2 is the Company’s Amended and Restated Performance Guaranty dated May 11, 2015, delivered in favor of DZ Bank AG Deutsche Zentral-Genossenschaftsbank (as agent), and Autobahn Funding Company LLC (as lender). The amendment and restatement of the Credit and Security Agreement and the Performance Guaranty occurred effective May 11, 2015, and such amendments and restatements replace and supersede in their entireties the previous Amended and Restated Credit and Security Agreement and Performance Guaranty respectively dated January 25, 2013, and July 15, 2008, earlier included as Exhibits 10.1 and 10.2 to the Registration Statement.

This Post-Effective Amendment does not modify any provision of Part I or Part II of the Registration Statement (or any related prospectus or prospectus supplement) other than supplementing Part II, Item 16(a), as set forth below.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.*

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Second Amended and Restated Credit and Security Agreement with DZ Bank AG Deutsche Zentral-Genossenschaftsbank (as agent), and Autobahn Funding Company LLC (as lender), dated effective May 11, 2015 (<i>filed herewith</i>) |
| 10.2 | Amended and Restated Performance Guaranty dated May 11, 2015, delivered in favor of DZ Bank AG Deutsche Zentral-Genossenschaftsbank (as agent), and Autobahn Funding Company LLC (as lender) (<i>filed herewith</i>) |

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on May 15, 2015.

GWG Holdings,
INC.

By: /s/ Jon R. Sabes
Chief Executive
Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed, as of May 15, 2015, by the following persons in the capacities indicated below.

| Name | Title |
|--|---|
| /s/ Jon R. Sabes Jon R. Sabes | Director, Chief Executive Officer (Principal Executive Officer) |
| /s/ Paul A. Siegert * Paul A. Siegert | Chairman of the Board |
| /s/ William Acheson William Acheson | Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Steve F. Sabes * Steven F. Sabes | Director, President and Secretary |
| /s/ David H. Abramson * David H. Abramson | Director |
| /s/ Shawn R. Gensch * Shawn R. Gensch | Director |
| /s/ Jeffrey L. McGregor * Jeffrey L. McGregor | Director |

/s/ Charles H. Maguire III * Director
Charles H. Maguire III

* Signed pursuant to power of attorney held by Jon R. Sabes.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on May 15, 2015.

GWG Life, LLC

By: /s/ Jon R. Sabes
Chief Executive
Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed, as of May 15, 2015, by the following persons in the capacities indicated below.

| Name | Title |
|--|---|
| /s/ Jon R. Sabes Jon R. Sabes | Chief Executive Officer (Principal Executive Officer) |
| /s/ William Acheson William Acheson | Chief Financial Officer (Principal Financial and Accounting Officer) |
| /s/ Jon R. Sabes Jon R. Sabes | Manager of GWG Life, LLC |

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EXHIBIT INDEX

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