

GWG Holdings, Inc.
Form 5/A
April 08, 2015

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *
Sabes Jon

(Last) (First) (Middle)

**220 SOUTH SIXTH STREET,
SUITE 1200**

(Street)

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
GWG Holdings, Inc. [GWGH]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
01/29/2015

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Executive Officer

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value	Â	Â	Â	Â	1,077,276	D	Â
Common Stock, \$.001 par value	Â	Â	Â	Â	489,086	I	By Opportunity Finance, LLC ⁽¹⁾
	Â	Â	Â	Â	743,842	I	By Trusts ⁽²⁾

Common
Stock,
\$.001 par
value

Common
Stock,
\$.001 par
value

Common
Stock,
\$.01 par
value

^

^

^

^

^

^

102,191

I

By family
members
who reside in
the Reporting
Person's
Household

^

^

^

^

^

^

100,000

I

By Insurance
Strategies
Fund, LLC
(3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
					(A)	(D)	Date Exercisable	Expiration Date	Title	
Stock Options (right to buy)	\$ 9.91	11/24/2014	^	A4	5,000	^	^ (4)	11/23/2024	Common Stock, \$.001 par value	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Sabes Jon 220 SOUTH SIXTH STREET, SUITE 1200 MINNEAPOLIS, MN 55402	^ X	^ X	^ Chief Executive Officer	^

Signatures

/s/ William Acheson, as Attorney-in -fact for Jon Sabes

04/08/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) A Minnesota limited liability company, of which the Reporting Person is a manager and member.
- (2) Held by certain trusts, of which the Reporting Person is a beneficiary.

- (3) A Delaware limited liability company managed by ISF Management, LLC, a Delaware limited liability company, of which the Reporting Person is a manager. The Reporting Person disclaims beneficial ownership of the shares held by Insurance Strategies Fund, LLC, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for the purposes of Section 16 or for any other purpose.

- (4) 1,667 shares vest on each of 11/24/2015 and 11/24/2016; 1,666 shares vest on 11/24/2017.

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Remarks:

ExhibitÂ 24.1Â PowerÂ ofÂ AttorneyÂ previouslyÂ filedÂ andÂ incorporatedÂ hereinÂ byÂ referenceÂ toÂ FormÂ 3Â file

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.