

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): **January 5, 2021**

GWG Holdings, Inc.
(Exact name of registrant as specified in its charter)

Commission File Number: **001-36615**

Delaware
(State or other jurisdiction of
incorporation)

26-2222607
(IRS Employer
Identification No.)

325 North St. Paul Street, Suite 2650, Dallas, TX 75201
(Address of principal executive offices, including zip code)

(612) 746-1944
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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:

- 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 Shares	GWGH	Nasdaq Capital Markets

Indicate by check mark 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 check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On March 15, 2021, the Company received notice from Nasdaq that its compliance plan that was submitted in response to the Nasdaq notice previously reported by the Company in its Current Report on Form 8-K filed on January 11, 2021 was approved, conditioned on the Company holding its 2020 Annual Meeting of Stockholders on or prior to May 30, 2021.

Item 8.01 Other Events

In accordance with the compliance plan approved by Nasdaq, the Company has scheduled a combined 2020/2021 Annual Meeting to take place on Friday, May 28, 2021 (the "2020/2021 Annual Meeting"). The time and place for the 2020/2021 Annual Meeting will be specified in the Company's proxy materials for the 2020/2021 Annual Meeting. Stockholders of record on March 31, 2021, the record date for the 2020/2021 Annual Meeting, will be entitled to notice of, and to vote at, the 2020/2021 Annual Meeting or any adjournments thereof.

Proposals by stockholders that are submitted for inclusion in the Company's proxy statement for the 2020/2021 Annual Meeting must follow the procedures set forth in Rule 14a-8 under the Securities Exchange Act of 1934 (the "Exchange Act") and the Company's Bylaws. In accordance with Rule 14a-8, proposals to be considered for inclusion in the Company's proxy statement for the 2020/2021 Annual Meeting pursuant to Rule 14a-8 must be received by the Company at its principal executive offices on or before March 29, 2021.

Under the Company's Bylaws, if a stockholder does not submit a proposal for inclusion in the proxy statement for the 2020/2021 Annual Meeting but does wish to propose an item of business to be considered at the 2020/2021 Annual Meeting (including director nominations), that stockholder must deliver notice of the proposal or proposed director's name at our principal executive offices on or before March 29, 2021. Notices of such stockholder proposals and stockholder nominations for directors are required to comply with the informational and other requirements set forth in the Company's Bylaws as well as applicable statutes and regulations.

Rule 14a-4(c) promulgated under the Exchange Act governs the Company's use of its discretionary proxy voting authority with respect to a stockholder proposal that the stockholder has not sought to include in the Company's proxy statement. Pursuant to such rule, management proxies will be allowed to use their discretionary voting authority when the proposal is raised at the meeting, without any discussion of the matter in the proxy statement, if a proponent of a proposal fails to notify us of the proposal on or before March 29, 2021.

Among other proposals, stockholders will vote upon the election of the Company's Class II directors and Class III directors at the 2020/2021 Annual Meeting.

The Company issued a press release related to the relevant dates for the 2020/2021 Annual Meeting on March 19, 2021, a copy of which is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued March 19, 2021

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GWG HOLDINGS, INC.

Date: March 19, 2021

By: /s/ Timothy Evans

Name: Timothy Evans

Title: Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release issued March 19, 2021

GWG HOLDINGS ANNOUNCES RECORD AND MEETING DATES FOR COMBINED 2020/2021 ANNUAL MEETING

Dallas, March 19 -- GWG Holdings, Inc. (Nasdaq: GWGH) today announced that it will hold a combined 2020/2021 Annual Meeting of Stockholders on Friday, May 28, 2021. The time and place for the 2020/2021 Annual Meeting will be specified in the company's proxy materials for the 2020/2021 Annual Meeting, which will be distributed to stockholders in advance of the meeting. Stockholders of record on March 31, 2021, the record date for the 2020/2021 Annual Meeting, will be entitled to notice of, and to vote at, the 2020/2021 Annual Meeting or any adjournments thereof. Among other proposals, stockholders will vote upon the election of GWGH's Class II directors and Class III directors at the 2020/2021 Annual Meeting.

Proposals by stockholders that are submitted for inclusion in the proxy statement for the 2020/2021 Annual Meeting must follow the procedures set forth in Rule 14a-8 under the Securities Exchange Act of 1934, as amended, and GWGH's bylaws. In accordance with Rule 14a-8, proposals to be considered for inclusion in the proxy statement for the 2020/2021 Annual Meeting pursuant to Rule 14a-8 must be received by GWGH at its principal executive offices on or before March 29, 2021.

Under GWGH's bylaws, if a stockholder does not submit a proposal for inclusion in the proxy statement for the 2020/2021 Annual Meeting but does wish to propose an item of business to be considered at the 2020/2021 Annual Meeting (including director nominations), that stockholder must deliver notice of the proposal or proposed director's name at GWGH's principal executive offices on or before March 29, 2021. Notices of such stockholder proposals and stockholder nominations for directors are required to comply with the informational and other requirements set forth in GWGH's bylaws as well as applicable statutes and regulations.

About GWG Holdings, Inc.

GWG Holdings, Inc. (Nasdaq: GWGH) is an innovative financial services firm based in Dallas, Texas that is a leader in providing unique liquidity solutions and services for the owners of illiquid investments. Through its subsidiaries, The Beneficient Company Group, L.P. and GWG Life, LLC, GWGH owns and manages a diverse portfolio of alternative assets that, as of September 30, 2020, included \$1.9 billion in life insurance policy benefits, and exposure to a diversified and growing loan portfolio secured by 122 professionally managed alternative investment funds.

For more information about GWG Holdings, email info@gwgh.com or visit www.gwgh.com.

For more information about Beneficient, email askben@beneficient.com or visit www.trustben.com.

The information on GWG Holdings' and Beneficient's websites is not a part of, or incorporated by reference in, this press release.

Cautionary Statement Regarding Forward-Looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. All statements, other than statements of historical facts, included in this press release regarding our plans, strategy, future operations, future financial position, future revenue, projected costs, prospects, plans and objectives of management are forward-looking statements. The words “anticipate,” “believe,” “estimate,” “expect,” “intend,” “will,” “may,” “plan,” “would,” “target” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. We may not actually achieve the expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the expectations disclosed in the forward-looking statements that we make. We do not intend, and undertake no duty, to release publicly any updates or revisions to any forward-looking statements contained herein.

Media Contact:

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