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The reader should not assume that the information is accurate and complete.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D Notice of Exempt Offering of Securities	OMB APPROVAL OMB Number: 3235-0076 Estimated average burden hours per response: 4.00
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1. Issuer's Identity

CIK (Filer ID Number)	Previous Names	X None	Entity Type
0001522690			X Corporation
Name of Issuer			Limited Partnership
GWG Holdings, Inc.			Limited Liability Company
Jurisdiction of Incorporation/Organization			General Partnership
DELAWARE			Business Trust
Year of Incorporation/Organization			Other (Specify)
X Over Five Years Ago			
Within Last Five Years (Specify Year)			
Yet to Be Formed			

2. Principal Place of Business and Contact Information

Name of Issuer			
GWG Holdings, Inc.			
Street Address 1	Street Address 2		
220 SOUTH SIXTH STREET, SUITE 1200			
City	State/Province/Country	ZIP/PostalCode	Phone Number of Issuer
MINNEAPOLIS	MINNESOTA	55402	612-746-1944

3. Related Persons

Last Name	First Name	Middle Name	
Sabes	John	R.	
Street Address 1	Street Address 2		
220 SOUTH SIXTH STREET, SUITE 1200			
City	State/Province/Country	ZIP/PostalCode	
Minneapolis	MINNESOTA	55402	
Relationship: X Executive Officer X Director Promoter			

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name	
Sabes	Steven	F.	
Street Address 1	Street Address 2		

220 SOUTH SIXTH STREET,
SUITE 1200

City

State/Province/Country

ZIP/PostalCode

Minneapolis

MINNESOTA

55402

Relationship:

X Executive Officer

X Director

Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Acheson

William

B.

Street Address 1

Street Address 2

220 SOUTH SIXTH STREET,
SUITE 1200

City

State/Province/Country

ZIP/PostalCode

Minneapolis

MINNESOTA

55402

Relationship:

X Executive Officer

Director

Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Abramson

David

H.

Street Address 1

Street Address 2

220 SOUTH SIXTH STREET,
SUITE 1200

City

State/Province/Country

ZIP/PostalCode

Minneapolis

MINNESOTA

55402

Relationship:

Executive Officer

X Director

Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Donahue

Thomas

J.

Street Address 1

Street Address 2

220 SOUTH SIXTH STREET,
SUITE 1200

City

State/Province/Country

ZIP/PostalCode

Minneapolis

MINNESOTA

55402

Relationship:

Executive Officer

X Director

Promoter

Clarification of Response (if Necessary):

Last Name

First Name

Middle Name

Gensch

Shawn

R.

Street Address 1

Street Address 2

220 SOUTH SIXTH STREET,
SUITE 1200

City

State/Province/Country

ZIP/PostalCode

Minneapolis

MINNESOTA

55402

Relationship:

Executive Officer

X Director

Promoter

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
McGregor		Jeffrey		L.	
Street Address 1		Street Address 2			
220 SOUTH SIXTH STREET, SUITE 1200					
City		State/Province/Country		ZIP/PostalCode	
Minneapolis		MINNESOTA		55402	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

Last Name		First Name		Middle Name	
Schwarzmann		Mark		E.	
Street Address 1		Street Address 2			
220 SOUTH SIXTH STREET, SUITE 1200					
City		State/Province/Country		ZIP/PostalCode	
Minneapolis		MINNESOTA		55402	
Relationship:		Executive Officer X Director		Promoter	

Clarification of Response (if Necessary):

4. Industry Group

Agriculture		Health Care		Retailing	
Banking & Financial Services		Biotechnology		Restaurants	
Commercial Banking		Health Insurance		Technology	
Insurance		Hospitals & Physicians		Computers	
Investing		Pharmaceuticals		Telecommunications	
Investment Banking		Other Health Care		Other Technology	
Pooled Investment Fund		Manufacturing		Travel	
Is the issuer registered as an investment company under the Investment Company Act of 1940?		Real Estate		Airlines & Airports	
Yes		Commercial		Lodging & Conventions	
No		Construction		Tourism & Travel Services	
X Other Banking & Financial Services		REITS & Finance		Other Travel	
Business Services		Residential		Other	
Energy		Other Real Estate			
Coal Mining					
Electric Utilities					
Energy Conservation					
Environmental Services					
Oil & Gas					
Other Energy					

5. Issuer Size

Revenue Range		OR		Aggregate Net Asset Value Range	
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No Revenues	No Aggregate Net Asset Value
\$1 - \$1,000,000	\$1 - \$5,000,000
\$1,000,001 - \$5,000,000	\$5,000,001 - \$25,000,000
\$5,000,001 - \$25,000,000	\$25,000,001 - \$50,000,000
X \$25,000,001 - \$100,000,000	\$50,000,001 - \$100,000,000
Over \$100,000,000	Over \$100,000,000
Decline to Disclose	Decline to Disclose
Not Applicable	Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

	Investment Company Act Section 3(c)	
Rule 504(b)(1) (not (i), (ii) or (iii))	Section 3(c)(1)	Section 3(c)(9)
Rule 504 (b)(1)(i)	Section 3(c)(2)	Section 3(c)(10)
Rule 504 (b)(1)(ii)	Section 3(c)(3)	Section 3(c)(11)
Rule 504 (b)(1)(iii)	Section 3(c)(4)	Section 3(c)(12)
X Rule 506(b)	Section 3(c)(5)	Section 3(c)(13)
Rule 506(c)	Section 3(c)(6)	Section 3(c)(14)
Securities Act Section 4(a)(5)	Section 3(c)(7)	

7. Type of Filing

X New Notice Date of First Sale 2018-12-28 First Sale Yet to Occur
Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes X No

9. Type(s) of Securities Offered (select all that apply)

X Equity	Pooled Investment Fund Interests
Debt	Tenant-in-Common Securities
Option, Warrant or Other Right to Acquire Another Security	Mineral Property Securities
Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? X Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient Recipient CRD Number X None

(Associated) Broker or Dealer X None

(Associated) Broker or Dealer CRD Number

X None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation (select all that apply)

Check “All States” or check individual States

All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount\$270,135,160 USD or Indefinite

Total Amount Sold\$270,135,160 USD

Total Remaining to be Sold\$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

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15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions\$0 USD Estimate

Finders' Fees\$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or

pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
GWG Holdings, Inc.	/s/ William B. Acheson	William B. Acheson	Chief Financial Officer	2019-01-10

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.