

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

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)
Over Five Years Ago			
X Within Last Five Years (Specify Year) 2008			
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	612-764-1944

3. Related Persons

Last Name	First Name	Middle Name
Sabes	Jon	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
Siegert	Paul	A.
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	
Gangelhoff		Jon			
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	
Tyrell		Brian			
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	
Zipkin		Laurence		A.	
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	
Fink		Kenneth		Chaim	
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		

Investing
Investment Banking
X Pooled Investment Fund
Hedge Fund
Private Equity Fund
Venture Capital Fund
X Other Investment Fund

Is the issuer registered as an investment company under the Investment Company Act of 1940?

Yes X No

Other Banking & Financial Services

Business Services

Energy

Coal Mining

Electric Utilities

Energy Conservation

Environmental Services

Oil & Gas

Other Energy

Hospitals & Physicians
Pharmaceuticals
Other Health Care

Manufacturing
Real Estate
Commercial
Construction
REITS & Finance
Residential
Other Real Estate

Computers
Telecommunications
Other Technology
Travel
Airlines & Airports
Lodging & Conventions
Tourism & Travel Services
Other Travel
Other

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
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
\$25,000,001 - \$100,000,000		\$50,000,001 - \$100,000,000
Over \$100,000,000		Over \$100,000,000
Decline to Disclose		X Decline to Disclose
Not Applicable		Not Applicable

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

Rule 504(b)(1) (not (i), (ii) or (iii))	Rule 505
Rule 504 (b)(1)(i)	X Rule 506
Rule 504 (b)(1)(ii)	Securities Act Section 4(5)
Rule 504 (b)(1)(iii)	Investment Company Act Section 3(c)
	Section 3(c)(1) Section 3(c)(9)
	Section 3(c)(2) Section 3(c)(10)
	Section 3(c)(3) Section 3(c)(11)
	Section 3(c)(4) Section 3(c)(12)
	Section 3(c)(5) Section 3(c)(13)
	Section 3(c)(6) Section 3(c)(14)
	Section 3(c)(7)

7. Type of Filing

X New Notice Date of First Sale 2011-09-01 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

Debt

X Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

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? Yes X No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$25,000 USD

12. Sales Compensation

Recipient

Arque Capital, Ltd.

(Associated) Broker or Dealer X None

None

Recipient CRD Number

121192

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

7501 E. McCormick Pkwy, Suite 111N

City

Scottsdale

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

Check “All States” or check individual States

Street Address 2

State/Province/Country

ARIZONA

ZIP/Postal Code

85258

All States

Foreign/non-US

ARIZONA

CALIFORNIA

ILLINOIS

MISSOURI

NEBRASKA

Recipient

Landolt Securities, Inc.

(Associated) Broker or Dealer X None

None

Recipient CRD Number

28352

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

701 Oregon Street

City

Oshkosh

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

Check “All States” or check individual States

Street Address 2

State/Province/Country

WISCONSIN

ZIP/Postal Code

54902

All States

Foreign/non-US

WISCONSIN

Recipient

Allied Beacon Partners, Inc.

Recipient CRD Number

46227

None

(Associated) Broker or Dealer X None

None

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

7501 Boulders View Dr, Suite 601

City

Richmond

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

Check “All States” or check individual States

All States

Foreign/non-US

FLORIDA

IDAHO

VIRGINIA

WISCONSIN

Street Address 2

State/Province/Country

VIRGINIA

ZIP/Postal Code

23225

Recipient

Edwin C. Blitz Investments, Inc.

(Associated) Broker or Dealer X None

None

Recipient CRD Number

None

7638

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

191 Waukegan Road, #101

City

Northfield

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

Check “All States” or check individual States

All States

Foreign/non-US

FLORIDA

ILLINOIS

Street Address 2

State/Province/Country

ILLINOIS

ZIP/Postal Code

60093

Recipient

Dalton Strategic Investment Services Inc.

(Associated) Broker or Dealer X None

None

Recipient CRD Number

None

23485

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

26 N. Washington Street

City

Knightstown

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

Check “All States” or check individual States

All States

Foreign/non-US

MINNESOTA

Street Address 2

State/Province/Country

INDIANA

ZIP/Postal Code

46148

Recipient

Center Street Securities, Inc.

(Associated) Broker or Dealer X None

None

Recipient CRD Number

None

26898

(Associated) Broker or Dealer CRD Number X None

None

Street Address 1

26 Century Blvd, Suite 301

City

Nashville

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

Check “All States” or check individual States

All States

Foreign/non-US

ARIZONA

Street Address 2

State/Province/Country

TENNESSEE

ZIP/Postal Code

37214

Total Offering Amount \$25,000,000 USD or Indefinite
Total Amount Sold \$2,599,670 USD
Total Remaining to be Sold \$22,400,330 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 \$272,965 USD X 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:

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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.

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Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

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
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Issuer	Signature	Name of Signer	Title	Date
GWG Holdings, Inc.	Jon R. Sabes	Jon R. Sabes	Chief Executive Officer	2011-09-12

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.
