

GWG Holdings, Inc.
Form 8-K/A
November 09, 2018

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): **August 10, 2018**

GWG Holdings, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number:**001-36615**

Delaware **26-2222607**
(State or other jurisdiction (IRS Employer
of incorporation) Identification No.)

220 South Sixth Street, Suite 1200, Minneapolis, MN 55402

(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))

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.

Introductory Note

GWG Holdings, Inc. (“GWG” or the “Company”) previously filed a Current Report on Form 8-K dated August 10, 2018 (the “Current Report”) with the Securities and Exchange Commission on August 14, 2018 with respect to the initial transfer (the “Initial Transfer”) under that certain Master Exchange Agreement (as amended to the date hereof, the “Master Agreement”) with The Beneficient Company Group, L.P., a Delaware limited partnership (“Beneficient”), and various related trusts. The purpose of this amendment to the Current Report is to include the financial statements and pro forma financial information relating to the Initial Transfer under the Master Agreement required under Item 9.01. The Initial Transfer and final closing (the “Final Closing”) under the Master Agreement are collectively referred to herein as the “Transaction.”

Item 9.01. Financial Statements and Exhibits.

(a) Financial statements of businesses acquired.

The audited consolidated financial statements of Beneficient as of June 1, 2018 (successor), December 31, 2017 and 2016 (predecessor) and for the five months ended May 31, 2018 (predecessor), and for the years ended December 31, 2017 and 2016 (predecessor) are filed as Exhibit 99.1 and are incorporated herein by reference.

The unaudited consolidated financial statements of Beneficient as of June 30, 2018 (successor) and December 31, 2017 (predecessor) and for the one month ended June 30, 2018 (successor), five months ended May 31, 2018 (predecessor) and six months ended June 30, 2017 (predecessor) are filed as Exhibit 99.2 and are incorporated herein by reference.

(b) Pro forma financial information.

The unaudited pro forma condensed consolidated data with respect to the Initial Transfer under the Master Agreement as of and for the six months ended June 30, 2018 and the year ended December 31, 2017 are filed as Exhibit 99.3 and are incorporated hereby by reference.

(d) Exhibits.

Exhibit No.	Description
23.1	<u>Consent of Whitley Penn LLP</u>
99.1	Audited consolidated financial statements of Beneficient as of June 1, 2018 (successor), December 31, 2017 and 2016 (predecessor) and for the five months ended May 31, 2018 (predecessor), and for the years ended December 31, 2017 and 2016 (predecessor) (incorporated by reference to Annex F to the Company's preliminary Information Statement on Schedule 14C filed with the Securities and Exchange Commission on November 9, 2018)
99.2	Unaudited consolidated financial statements of Beneficient as of June 30, 2018 (successor) and December 31, 2017 (predecessor) and for the one month ended June 30, 2018 (successor), five months ended May 31, 2018 (predecessor) and six months ended June 30, 2017 (predecessor) (incorporated by reference to Annex F to the Company's preliminary Information Statement on Schedule 14C filed with the Securities and Exchange Commission on November 9, 2018)
99.3	<u>Unaudited pro forma condensed consolidated data with respect to the Initial Transfer under the Master Agreement as of and for the six months ended June 30, 2018 and the year ended December 31, 2017</u>

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: November 9, 2018 By: /s/ William Acheson
Name: William Acheson
Title: Chief Financial Officer