

GWG Holdings, Inc.  
Form POS EX  
November 25, 2015

As filed with the Securities and Exchange Commission on November 25, 2015

Registration No. 333-206626

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**

**FORM S-1**

**REGISTRATION STATEMENT**

*Under the Securities Act of 1933*

**GWG HOLDINGS, INC.**

(Exact name of Registrant as specified in its charter)

<b>Delaware</b>	<b>26-2222607</b>
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

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220 South Sixth Street, Suite 1200

Minneapolis, Minnesota 55402

Tel: (612) 746-1944

Fax: (612) 746-0445

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

*Copies to:*

Paul D. Chestovich

GWG Holdings, Inc.

Maslon LLP

Jon R. Sabes

Robert Jones

3300 Wells Fargo  
Center

Chief Executive Officer

Emerson Equity LLC

90 South Seventh  
Street

220 South Sixth Street, Suite 1200

405 State Hwy 121  
Bypass, Suite 250

Minneapolis,  
Minnesota 55402

Minneapolis, Minnesota 55402

Lewisville, Texas 75067

Tel: (612) 746-1944

Tel: (214) 974-0762

Tel: (612) 672-8200

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. Registration No. 333-206626

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the SEC pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer   Accelerated filer   Non-accelerated filer   Smaller reporting company

## EXPLANATORY NOTE

Pursuant to Rule 462(d), GWG Holdings, Inc., a Delaware corporation (the “Company”), is filing this Post-Effective Amendment to its Form S-1 registration statement (SEC File No. 333-206626) (the “Registration Statement”) solely to amend Exhibit 4.1 to such Registration Statement. Exhibit 4.1 is a new form of Subscription Agreement that will be used in the offering to which this Registration Statement relates.

This Post-Effective Amendment does not modify any provision of Part I or Part II of the Registration Statement (or any related prospectus or prospectus supplement) other than supplementing Part II, Item 16(a), as set forth below.

## PART II

### INFORMATION NOT REQUIRED IN PROSPECTUS

#### Item 16. Exhibits and Financial Statement Schedules.

(a) *Exhibits.*

Exhibit No.	Description
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4.1	Form of Subscription Agreement (revised November 2015) ( <i>filed herewith</i> )
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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on November 25, 2015.

GWG Holdings, INC.

By: /s/ Jon R. Sabes  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed, as of November 25, 2015, by the following persons in the capacities indicated below.

<b>Name</b>	<b>Title</b>
/s/ Jon R. Sabes Jon R. Sabes	Director, Chief Executive Officer (Principal Executive Officer)
/s/ Paul A. Siegert * Paul A. Siegert	Director, Executive Chairman
/s/ William Acheson William Acheson	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Steve F. Sabes * Steven F. Sabes	Director, Executive Vice President and Secretary
/s/ David H. Abramson * David H. Abramson	Director
/s/ Charles H. Maguire III * Charles H. Maguire III	Director
/s/ Jeffrey L. McGregor * Jeffrey L. McGregor	Director
/s/ Shawn R. Gensch * Shawn R. Gensch	Director

\* Signed pursuant to power of attorney held by Jon R. Sabes.

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**EXHIBIT INDEX**

**Exhibit No. Description**

4.1 Form of Subscription Agreement (revised November 2015)

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