

GWG Holdings, Inc.
Form 3/A
September 26, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â SABES STEVEN F | | (Month/Day/Year) | GWG Holdings, Inc. [GWGH] | |
| (Last) | (First) | (Middle) | 09/18/2014 | |
| 220 SOUTH SIXTH STREET, SUITE 1200 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 09/18/2014 |
| MINNEAPOLIS,Â MNÂ 55402 | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | President and Secretary | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock, \$.001 par value | 799,779 | D | Â |
| Common Stock, \$.001 par value | 489,086 | I | By Opportunity Finance, LLC ⁽¹⁾ |
| Common Stock, \$.001 par value | 1,072,382 | I | By Trusts ⁽²⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| | Date Exercisable | Expiration Date | Derivative Security (Instr. 4) Title | Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------------------|------------------|-----------------|---|----------------------------|--|--|------------|
| Stock Options (right to buy) | Â (3) | 09/05/2023 | Common Stock, \$0.01 par value | 27,500 | \$ 8.28 | D | Â |
| Stock Options (right to buy) | Â (4) | 04/06/2024 | Common Stock | 5,000 | \$ 8.2 | D | Â |
| Stock Options (right to buy) | Â (5) | 09/01/2024 | Common Stock | 5,000 | \$ 8.71 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SABES STEVEN F 220 SOUTH SIXTH STREET, SUITE 1200 MINNEAPOLIS, MN 55402 | Â X | Â X | Â President and Secretary | Â |

Signatures

/s/ William Acheson, as Attorney-in-fact 09/26/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) A Minnesota limited liability company, of which the Reporting Person is a manager and member.
- (2) Held by certain trusts, of which the Reporting Person is a beneficiary.
- (3) 25,834 shares are currently exercisable, the remaining shares vest as follows: 833 on 9/5/2015 and 833 on 9/5/2016.
- (4) 1,667 shares vest on 4/7/2015 and 4/7/2016, 1,666 shares vest on 4/7/2017.
- (5) 1,667 shares vest on 9/2/2015 and 9/2/2016, 1,666 shares vest on 9/2/2017.

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Remarks:

Power of Attorney filed on 9/18/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.