

GWG Holdings, Inc.  
Form POS EX  
September 29, 2014

As filed with the Securities and Exchange Commission on September 29, 2014

Registration Nos. 333-174887 and

K33-174887-01

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 11 TO**

**FORM S-1**

**REGISTRATION STATEMENT**

*Under the Securities Act of 1933*

**GWG HOLDINGS, INC.**

**GWG LIFE, LLC**

(Exact name of Registrant as specified in its charter)

**Delaware**

**26-2222607**

**Delaware**

**20-4356955**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification Number)

220 South Sixth Street, Suite 1200

Minneapolis, Minnesota 55402

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Tel: (612) 746-1944

Fax: (612) 746-0445

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

Jon R. Sabes

*Copies to:*

Chief Executive Officer

Paul D. Chestovich, Esq.

220 South Sixth Street, Suite 1200

Maslon Edelman Borman & Brand, LLP

Minneapolis, Minnesota 55402

3300 Wells Fargo Center

Tel: (612) 746-1944

90 South Seventh Street

(Name, address, including zip code, and telephone Minneapolis, Minnesota 55402

number, including area code, of agent for service) Tel: (612) 672-8200

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.

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 Nos. 333-174887 and 333-174887-01

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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 Nos. 333-174887 and 333-174887-01) (the “Registration Statement”) solely to amend Exhibit 4.3 to such Registration Statement. Exhibit 4.3 is a new form of Subscription Agreement that will be used, from and after September 29, 2014, 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**

4.3 Form of Subscription Agreement (revised September 2014) (*filed herewith*)

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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. 11 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 September 29, 2014.

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. 11 to the Registration Statement has been signed, as of September 29, 2014, 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	Chairman of the Board
/s/ William Acheson William Acheson	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Steve F. Sabes * Steven F. Sabes	Director, President and Secretary
/s/ David Abramson David Abramson	Director
/s/ Jeffrey L. McGregor Jeffrey L. McGregor	Director
/s/ Charles H. Maguire III Charles H. Maguire III	Director
Shawn R. Gensch	Director

\* By: Jon R. Sabes (as Attorney-in-Fact)

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 11 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 September 29, 2014.

GWG Life, LLC

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

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 8 to the Registration Statement has been signed, as of September 29, 2014, by the following persons in the capacities indicated below.

<b>Name</b>	<b>Title</b>
/s/ Jon R. Sabes Jon R. Sabes	Chief Executive Officer (Principal Executive Officer)
/s/ William Acheson William Acheson	Chief Financial Officer (Principal Financial and Accounting Officer)
/s/ Jon R. Sabes Jon R. Sabes	Manager of GWG Life, LLC



**EXHIBIT INDEX**

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