

GWG Holdings, Inc.
Form 4
June 16, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
SABES STEVEN F

2. Issuer Name and Ticker or Trading Symbol
GWG Holdings, Inc. [GWGH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
220 SOUTH SIXTH STREET,
SUITE 1200

3. Date of Earliest Transaction
(Month/Day/Year)
04/29/2016

Director 10% Owner
 Officer (give title below) Other (specify below)
Exec VP & Secretary

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock, \$.001 par value | | | | | 799,779 | D | |
| Common Stock, \$.001 par value | | | | | 489,086 | I | By Opportunity Finance, LLC <u>(1)</u> |
| Common Stock, \$.001 par value | | | | | 1,072,382 | I | By Trusts <u>(2)</u> |

| | | | |
|---|---------|---|--|
| Common Stock, \$.001 par value | 100,000 | I | By Insurance Strategies Fund, LLC ⁽³⁾ |
|---|---------|---|--|

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

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 control number.

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. I Der Sec (In | |
|---|--|---|---|--------------------------------------|---|--|---|---|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| Stock Options (right to buy) | \$ 6.99 | 04/29/2016 | | A | 5,000 | <u>(4)</u> | 04/29/2026 | Common Stock, \$.001 par value | 5,000 |
| Stock Options (right to buy) | \$ 7.05 | 05/13/2016 | | A | 5,000 | <u>(5)</u> | 05/13/2026 | Common Stock, \$.001 par value | 5,000 |

Reporting Owners

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

Signatures

William Acheson, as Attorney-in-fact for Steven Sabes

06/16/2016

 **Signature of Reporting Person

 Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) A Delaware limited liability company managed by ISF Management, LLC, a Delaware limited liability company, of which the Reporting Person is a manager. The Reporting Person disclaims beneficial ownership of the shares held by Insurance Strategies Fund, LLC, except to the extent of his pecuniary interest therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all the reported shares for the purposes of Section 16 or for any other purpose.

(4) 1,667 shares vest on each of 4/29/2017 and 4/29/2018; 1,666 shares vest on 4/29/2019.

(5) 1,667 shares vest on each of 5/13/2017 and 5/13/2018; 1,666 shares vest on 5/13/2019.

Remarks:

Exhibit 24.1 Power of Attorney previously filed and incorporated herein by reference to Form 3 filed on 9/19/2014.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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