

WESTWOOD HOLDINGS GROUP INC

Form 8-K/A

February 03, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No.1)

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): November 24, 2010**

**WESTWOOD HOLDINGS GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-31234**  
(Commission

**75-2969997**  
(I.R.S. Employer

File Number)  
**200 Crescent Court, Suite 1200**

Identification Number)

**Dallas, Texas 75201**

(Address of principal executive offices, including zip code)

**(214) 756-6900**

(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 obligations 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))

**EXPLANATORY NOTE**

On November 24, 2010, Westwood Holdings Group, Inc. (also referred to as the Company, the Registrant, we, us or our ) filed a Current Report on Form 8-K (the Initial Form 8-K ) disclosing the closing of the acquisition of all of the outstanding membership interests of McCarthy Group Advisors, L.L.C., a Nebraska limited liability company and registered investment advisor based in Omaha, Nebraska. Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, we hereby amend the report previously filed on November 24, 2010 to provide Item 9.01 Financial Statements and Exhibits to add the historical financial statements of McCarthy Group Advisors, L.L.C. and the pro forma financial information required by Item 9.01. Except as described herein, all information in the Initial Form 8-K remains unchanged.

**Item 9.01. Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired:

Attached as Exhibit 99.1 are the following financial statements as required by Item 9.01(a)(1) of Form 8-K:

The audited financial statements of McCarthy Group Advisors, L.L.C. for the years ended December 31, 2009 and 2008 and the unaudited interim financial statements for the nine-month periods ended September 30, 2010 and 2009 as follows:

Independent Accountants Report

Financial Statements:

Balance Sheets

Statements of Income

Statements of Members Equity

Statements of Cash Flows

Notes to Financial Statements

(b) Pro Forma financial information:

Attached as Exhibit 99.2 is the following pro forma financial information as required by Item 9.01(b)(1) of Form 8-K:

Pro forma Unaudited Condensed Combined Balance Sheet as of September 30, 2010

Pro forma Unaudited Condensed Combined Statement of Income for the Nine Month period ended September 30, 2010

Pro forma Unaudited Condensed Combined Statement of Income for the Year Ended December 31, 2009

Notes to the Pro forma Unaudited Condensed Combined Financial Statements

(c) Exhibits:

<b>Exhibit No.</b>	<b>Description</b>
<b>23.1</b>	<b>Consent of Independent Auditors</b>

- 99.1 Audited and Unaudited Financial Statements for McCarthy Group Advisors, L.L.C.**
- 99.2 Unaudited Pro Forma Condensed Combined Financial Information**

**SIGNATURES**

In accordance with the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**WESTWOOD HOLDINGS GROUP, INC.**

Date: February 3, 2011

/s/ WILLIAM R. HARDCASTLE, JR.  
**William R. Hardcastle, Jr.,**  
**Chief Financial Officer**

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
<b>23.1</b>	<b>Consent of Independent Auditors</b>
<b>99.1</b>	<b>Audited and Unaudited Financial Statements for McCarthy Group Advisors, L.L.C.</b>
<b>99.2</b>	<b>Unaudited Pro Forma Condensed Combined Financial Information</b>