

GWG Holdings, Inc.  
 Form 3/A  
 April 08, 2015

**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 McGregor Jeffrey L.                     |         | (Month/Day/Year)                     | GWG Holdings, Inc. [GWGH]  |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |         |                                      |  | 09/18/2014   |
| 220 SOUTH SIXTH STREET,<br>SUITE 1200     |         |                                      | (Check all applicable)   |  |
| (Street)                                  |         |                                      | <input checked="" type="checkbox"/> Director                           | <input type="checkbox"/> 10% Owner                   |
|   |         |                                      | <input type="checkbox"/> Officer                                       | <input type="checkbox"/> Other                       |
| MINNEAPOLIS,Â MNÂ 55402                   |         |                                      | (give title below) (specify below)                                     |  |
| (City)                                    | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)             |  |
|   |         |                                      | <input checked="" type="checkbox"/> Form filed by One Reporting Person |  |
|   |         |                                      | <input type="checkbox"/> Form filed by More than One Reporting Person  |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock, \$.001 par value     | 0  | D   | Â  |

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<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4)<br>Title | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security:<br>Direct (D) | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|---|--|---|--|
|---|---|---|--|---|--|

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|                              | Date Exercisable | Expiration Date | Common Stock, \$ .001 par value | Amount or Number of Shares |         | or Indirect (I) (Instr. 5) |   |
|------------------------------|------------------|-----------------|---------------------------------|----------------------------|---------|----------------------------|---|
| Stock Options (right to buy) | 01/01/2014       | 12/31/2023      | Common Stock, \$ .001 par value | 3,500                      | \$ 7.52 | D                          | Â |
| Stock Options (right to buy) | 04/01/2014       | 03/31/2024      | Common Stock, \$ .001 par value | 1,750                      | \$ 7.46 | D                          | Â |
| Stock Options (right to buy) | 07/01/2014       | 06/30/2024      | Common Stock, \$ .001 par value | 1,750                      | \$ 7.46 | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| McGregor Jeffrey L.<br>220 SOUTH SIXTH STREET, SUITE 1200<br>MINNEAPOLIS, MN 55402 | Â X           | Â         | Â       | Â     |

## Signatures

/s/ William Acheson, as Attorney-in-fact for Jeffrey L. McGregor 04/08/2015

\_\_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).

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### Remarks:

Exhibit 24.1 Power of Attorney previously filed and incorporated herein by reference to Form 3 filed

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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