

GWG Holdings, Inc.  
Form 8-A12B  
September 08, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

**FORM 8-A**

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

**GWG HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**26-2222607**

(IRS Employer Identification Number)

220 South Sixth Street, Suite 1200

Minneapolis, MN 55402

(Address of Principal executive offices)(Zip code)

(612) 746-1944

(Registrant's telephone number, including area code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class to be so Registered	Name of Each Exchange on Which Each Class is to be Registered
Common Stock, \$0.001 par value	The NASDAQ Stock Market LLC

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-195505

(If applicable)

Securities to be registered pursuant to Section 12(g) of the Act: N/A

**Item 1. Description of Registrant's Securities to be Registered.**

The description of the Registrant's common stock, par value \$0.001, set forth under the caption "Description of Securities" contained in the prospectus (File No. 333-195505), as initially filed with the Securities and Exchange Commission on April 25, 2014, as amended, is hereby incorporated by reference in response to this item.

**Item 2. Exhibits.**

Pursuant to the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are to be registered on The NASDAQ Stock Market, LLC and the securities to be registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

**SIGNATURE**

Pursuant to 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.

GWG Holdings, Inc.

Date: September 8, 2014 By: /s/Jon Sabes

Jon Sabes

*Chief Executive Officer*