GWG Holdings, Inc.

Form 4 June 16, 2016

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per response... 0.5

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

\$.001 par value

(Print or Type Responses)

1. Name and Address of Reporting Person * Sabes Jon			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)	3. Date of Earliest Transaction	(Chook an apphonete)		
220 SOUTH SIXTH STREET, SUITE 1200		EET,	(Month/Day/Year) 04/29/2016	_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) Chief Executive Officer		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
MINNEAPOL	IS, MN 554	02	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	^(Zip) Tabl	e I - Non-D	Perivative Securities A	cquired, Disposed	d of, or Benefic	cially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or Amount (D) Price	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.001 par value					1,046,276	D	
Common Stock, \$.001 par value					489,086	I	By Opportunity Finance, LLC (1)
Common Stock,					7/3 8/10	ī	Ry Tructe (2)

By Trusts (2)

Ι

743,840

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Common Stock, \$.001 par value	102,191	I	By family members who reside in the Reporting Person's household
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 benefic	ially owned directly or indirectly.		
	Persons who respond to the colle information contained in this form required to respond unless the fo displays a currently valid OMB co	n are not rm	SEC 1474 (9-02)

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

number.

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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. Transactio Code (Instr. 8)	5. Number proof 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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 Jon	X	X	Chief			
220 SOUTH SIXTH STREET, SUITE 1200			Executive			

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MINNEAPOLIS, MN 55402

Officer

Signatures

William Acheson, as Attorney-in-fact

06/16/2016 Date

**Signature of Reporting Person

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.
 - A Delaware limited liability company managed by ISF Management, LLC, a Delaware limited liability company, of which the Reporting
- (3) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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