

WESTWOOD HOLDINGS GROUP INC

Form SC 13D/A

December 07, 2007

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 13D

Under the Securities Exchange Act of 1934(Amendment No. 8)

Westwood Holdings Group, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

_____961765104_____
(CUSIP Number)

James E. McKee
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5294

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

_____December 5, 2007_____
(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 961765104

- 1 Names of reporting persons**
I.R.S. identification nos. of above persons (entities only)
GAMCO Investors, Inc. I.D. No. 13-4007862
- 2 Check the appropriate box if a member of a group(SEE INSTRUCTIONS)** (a)

(b)

- 3 Sec use only**
- 4 Source of funds (SEE INSTRUCTIONS)**
WC
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)**

- 6 Citizenship or place of organization**
New York

| | | |
|---------------------|------------|---------------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | 1,211,800 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 1,211,800 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

- 11 Aggregate amount beneficially owned by each reporting person**
1,211,800 (Item 5)

- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)**

- 13 Percent of class represented by amount in row (11)**
17.81%

14 **Type of reporting person (SEE INSTRUCTIONS)**
HC, CO

2

CUSIP No. 961765104

1 Names of reporting persons
I.R.S. identification nos. of above persons (entities only)
GGCP, Inc. I.D. No. 13-3056041

2 Check the appropriate box if a member of a group(SEE INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
New York

| | | |
|---------------------|------------|---------------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person

None

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

None

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

3

CUSIP No. 961765104

1 Names of reporting persons
I.R.S. identification nos. of above persons (entities only)
 Mario J. Gabelli

2 Check the appropriate box if a member of a group (SEE INSTRUCTIONS)

(a)

(b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)
 None

5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)

6 Citizenship or place of organization
 USA

| | | |
|---------------------|------------|---------------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person

None

12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X

13 Percent of class represented by amount in row (11)

0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

IN

4

Item 1. Security and Issuer

This Amendment No. 8 to Schedule 13D on the Common Stock of Westwood Holdings Group, Inc. (the "Issuer") is being filed on behalf of the under-signed to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on August 28, 2003. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meaning as set forth in the Schedule 13D.

Item 2. Identity and Background

(a) (b) and (c) - This statement is being filed by Mario J. Gabelli ("Mario Gabelli") GGCP, Inc. formerly known as Gabelli Group Capital Partners, Inc. ("GGCP"), and GAMCO Investors, Inc. formerly known as Gabelli Asset Management, Inc. ("GBL"). The foregoing persons signing this Schedule 13D are hereafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the parent company of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business. Mario Gabelli is the majority stockholder and Chief Executive Officer of GGCP and the Chairman and Chief Executive Officer of GBL.

GGCP and GBL are New York corporations. GBL has its principal office at One Corporate Center, Rye, New York 10580. GGCP has its principal office at 140 Greenwich Avenue, Greenwich, CT 06830.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(f) - Reference is made to Schedule I hereto.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 1,211,800 shares, representing 17.81% of the 6,802,303 shares outstanding as reported in the Issuer's most recent Form 10-Q for the quarterly period ended September 30, 2007. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|------|---------------------------|-------------------------|
| GBL | 1,211,800 | 17.81% |

Mario Gabelli and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by GBL.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is incorporated by reference to Exhibit A in the Amendment No. 2 to Schedule 13D of the Reporting Persons with respect to Lifecore Biomedical, Inc.

Exhibit A: Powers of Attorney to Peter D. Goldstein, Christopher J. Michailoff, James E. McKee and Douglas R. Jamieson from Mario J. Gabelli

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: December 6, 2007

MARIO J. GABELLI
GGCP, INC.

By: /s/ James E. McKee

James E. McKee

Attorney-in-Fact

GABELLI ASSET MANAGEMENT INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

President and Chief Operating Officer

Schedule I

Information with Respect to Executive

Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management, Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., Gabelli & Company, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) of this Schedule 13D.

GGCP, Inc.

Directors:

| | |
|------------------------|---|
| Vincent J. Amabile | Business Consultant |
| Mario J. Gabelli | Chief Executive Officer of GGCP, Inc., and GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC; Chief Executive Officer of LICT Corporation. |
| Marc J. Gabelli | Chairman of LGL Corporation |
| Matthew R. Gabelli | Vice President – Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580 |
| Charles C. Baum | Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223 |
| Douglas R. Jamieson | See below |
| Joseph R. Rindler, Jr. | Business Consultant/former Chairman of GAMCO Asset Management Inc. |
| Fredric V. Salerno | Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications |

Officers:

| | |
|-------------------|--|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer |
| Michael G. Chieco | Chief Financial Officer |

GAMCO Investors, Inc.

Directors:

| | |
|-------------------|---|
| Edwin L. Artzt | Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202 |
| Richard L. Bready | Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| Mario J. Gabelli | See above |
| John D. Gabelli | Senior Vice President |

| | |
|---------------------|--|
| John C. Ferrara | Business Consultant |
| Eugene R. McGrath | Former Chairman and Chief Executive Officer Consolidated Edison, Inc. |
| Karl Otto Pohl (1) | Sal. Oppenheim jr. & Cie. Bockenheimer Landstrasse 20 D-6000 FRANKFURT AM MAIN Germany |
| Robert S. Prather | President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319 |
| Vincent S. Tese | Lawyer, Investment Adviser and Cable Television Executive c/o Bear Stearns & Company, Inc. 245 Park Avenue, 19 th Floor New York, NY 10167 |
| Officers: | |
| Mario J. Gabelli | Chairman and Chief Executive Officer |
| Douglas R. Jamieson | President and Chief Operating Officer |
| Henry G. Van der Eb | Senior Vice President |
| Diane LaPointe | Acting Co-Chief Financial Officer |
| Kieran Caterina | Acting Co-Chief Financial Officer |
| James E. McKee | Vice President, General Counsel and Secretary |

