|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| SEC Form 3 |  |  |  |  |  |  |
| **FORM 3** | **UNITED STATES SECURITIES AND EXCHANGE** |  |  |  |  |  |
|  | **COMMISSION** |  |  |  |  |
|  |  |  |  |  |
|  |  | OMB APPROVAL |  |
|  | Washington, D.C. 20549 |  |  |  |  |  |
|  |  |  |  |  |  |
|  |  | OMB Number: | 3235- |  |  |
|  |  |  |  |  |
|  | **INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF** |  | 0104 |  |  |
|  |  |  |  |  |
|  |  | Estimated average burden |  |
|  | **SECURITIES** |  |  | 0.5 |  |  |



hours per

response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

or Section 30(h) of the Investment Company Act of 1940



|  |  |  |  |
| --- | --- | --- | --- |
| 1. Name and Address of Reporting Person | \* | 2. Date of Event |  |
|  | Requiring Statement |  |
| [Stahl John A.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001829372) |  |  |  |
|  |  | (Month/Day/Year) |  |
|  |  |  |  | 10/23/2020 |  |
| (Last) | (First) | (Middle) |  |  |  |
| C/O GWG HOLDINGS, INC., |  |  |  |

325 N. ST. PAUL STREET, SUITE

2650

|  |  |
| --- | --- |
| (Street) |  |
| DALLAS TX | 75201 |

3. Issuer Name **and** Ticker or Trading Symbol

[GWG Holdings, Inc.](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0001522690) [ GWGH ]

|  |  |  |  |
| --- | --- | --- | --- |
| 4. Relationship of Reporting Person(s) to | 5. | If Amendment, Date of Original |  |
| Issuer |  | Filed (Month/Day/Year) |  |
| (Check all applicable) |  |  |  |  |  |
| Director | X 10% Owner |  |  |  |  |
| 6. | Individual or Joint/Group Filing |  |
| Officer (give | Other (specify |  |
| (Check Applicable Line) |  |
| title below) | below) |  | X | Form filed by One Reporting |  |
|  |  |  |  |
|  |  |  |  | Person |  |

Form filed by More than One

Reporting Person

(City) (State) (Zip)



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

|  |  |  |  |
| --- | --- | --- | --- |
| **1. Title of Security (Instr. 4)** | **2. Amount of Securities** | **3. Ownership** | **4. Nature of Indirect Beneficial** |
|  | **Beneficially Owned (Instr.** | **Form: Direct** | **Ownership (Instr. 5)** |
|  | **4)** | **(D) or Indirect** |  |
|  |  | **(I) (Instr. 5)** |  |
|  |  |  |  |

|  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|  | Common Stock, $0.001 par value |  |  |  | 0(1) | D |  |  |  |  |  |
|  |  |  | **Table II - Derivative Securities Beneficially Owned** |  |  |  |  |
|  |  | **(e.g., puts, calls, warrants, options, convertible securities)** |  |  |  |  |
|  |  |  |  |  |  |  |  |  |  |  |
|  | **1. Title of Derivative Security (Instr. 4)** |  | **2. Date Exercisable and** | **3. Title and Amount of Securities** | **4.** | **5.** | **6. Nature of** |  |
|  |  |  | **Expiration Date** | **Underlying Derivative Security** | **Conversion** | **Ownership** | **Indirect Beneficial** |  |
|  |  |  | **(Month/Day/Year)** | **(Instr. 4)** |  |  | **or Exercise** | **Form:** | **Ownership (Instr.** |  |
|  |  |  |  |  |  |  |  | **Price of** | **Direct (D)** | **5)** |  |  |
|  |  |  |  |  |  | **Amount** |  |  |
|  |  |  |  |  |  | **Derivative** | **or Indirect** |  |  |  |
|  |  |  |  |  |  | **or** | **Security** | **(I) (Instr. 5)** |  |  |  |
|  |  |  |  |  |  | **Number** |  |  |  |  |  |
|  |  |  | **Date** | **Expiration** |  | **of** |  |  |  |  |  |
|  |  |  | **Exercisable** | **Date** | **Title** | **Shares** |  |  |  |  |  |



**Explanation of Responses:**

1. The Reporting Person is Trustee of the Certificateholders to certain trusts (the "Custody Trusts") that collectively own 9,837,264 shares of the outstanding common stock of GWG Holdings, Inc. (the "Issuer") and has voting power and dispositive power over the shares of the Issuer's common stock held by the Custody Trusts. However, the Reporting Person has no pecuniary interest in the shares of the Issuer's common stock held by the Custody Trusts.

|  |  |  |  |
| --- | --- | --- | --- |
|  | /s/ John A. Stahl | 11/02/2020 |  |
|  |  |  |  |  |
|  | \*\* Signature of Reporting | Date |  |
|  | Person |  |
|  |  |  |
| Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. |  |  |
| \* 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). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**