

SABES STEVEN F  
Form 4  
September 05, 2018

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
SABES STEVEN F

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)  
220 SOUTH SIXTH STREET,  
SUITE 1200

3. Date of Earliest Transaction  
(Month/Day/Year)  
08/21/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Exec VP & Secretary

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

MINNEAPOLIS, MN 55402

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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) |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price   |   |
| Common Stock, \$.001 par value  |                                      |  |                                |   | 100,000   | I  | By Insurance Strategies Fund, LLC <sup>(1)</sup>      |   |
| Common Stock, \$.001 par value  |                                      |  |                                |   | 1,072,382   | I  | By SFS Holdings, LLC <sup>(2)</sup>                   |   |
| Common Stock, \$.001 par value  | 08/21/2018                           |  | M                              | 27,500  | A   | \$ 8.28  | 1,071,822   | D |
|                                 | 08/21/2018                           |  | F                              | 23,710  | D   |  | 1,048,112   | D |

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|                                   |            |   |       |   |             |           |   |
|-----------------------------------|------------|---|-------|---|-------------|-----------|---|
| Common Stock,<br>\$.001 par value |            |   |       |   | \$          | 11.05     |   |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 5,000 | A | \$ 8.2      | 1,053,112 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 4,291 | D | \$<br>11.05 | 1,048,821 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 5,000 | A | \$ 8.71     | 1,053,821 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 4,440 | D | \$<br>11.05 | 1,049,381 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 5,000 | A | \$ 9.01     | 1,054,381 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 4,539 | D | \$<br>11.05 | 1,049,842 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 2,500 | A | \$<br>10.18 | 1,052,342 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 2,402 | D | \$<br>11.05 | 1,049,940 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 5,000 | A | \$ 8.55     | 1,054,940 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 4,435 | D | \$<br>11.05 | 1,050,505 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 3,333 | A | \$ 6.6      | 1,053,838 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 2,662 | D | \$<br>11.05 | 1,051,176 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 3,333 | A | \$ 6.35     | 1,054,509 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 2,625 | D | \$<br>11.05 | 1,051,884 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 3,333 | A | \$ 6.41     | 1,055,217 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 2,634 | D | \$<br>11.05 | 1,052,583 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 1,667 | A | \$ 9.64     | 1,054,250 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | F | 1,561 | D | \$<br>11.05 | 1,052,689 | D |
| Common Stock,<br>\$.001 par value | 08/21/2018 | M | 1,667 | A | \$<br>10.38 | 1,054,356 | D |
|                                   | 08/21/2018 | F | 1,617 | D |             | 1,052,739 | D |

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Common Stock, \$ .001 par value \$ 11.05

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

| 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. Transaction Code (Instr. 8) | 5. Number of 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)               | \$ 8.28  | 08/21/2018                           |  | M                              | 27,500  | 09/05/2016 09/05/2018                                    | Common Stock 27,500   |
| Stock Options (right to buy)               | \$ 8.2   | 08/21/2018                           |  | M                              | 5,000   | 04/07/2017 04/01/2019                                    | Common Stock 5,000  |
| Stock Options (right to buy)               | \$ 8.71  | 08/21/2018                           |  | M                              | 5,000   | 09/02/2017 09/02/2019                                    | Common Stock 5,000  |
| Stock Options (right to buy)               | \$ 9.01  | 08/21/2018                           |  | M                              | 5,000   | 11/24/2017 11/24/2019                                    | Common Stock 5,000  |
| Stock Options (right to buy)               | \$ 10.18   | 08/21/2018                           |  | M                              | 2,500   | 06/12/2018 06/12/2020                                    | Common Stock 2,500  |
| Stock Options (right to buy)               | \$ 8.55  | 08/21/2018                           |  | M                              | 5,000   | 08/18/2018 08/18/2020                                    | Common Stock 5,000  |

|                              |          |            |   |       |            |            |              |       |
|------------------------------|----------|------------|---|-------|------------|------------|--------------|-------|
| Stock Options (right to buy) | \$ 6.6   | 08/21/2018 | M | 3,333 | 12/29/2017 | 12/29/2020 | Common Stock | 3,333 |
| Stock Options (right to buy) | \$ 6.35  | 08/21/2018 | M | 3,333 | 04/29/2018 | 04/29/2021 | Common Stock | 3,333 |
| Stock Options (right to buy) | \$ 6.41  | 08/21/2018 | M | 3,333 | 05/13/2018 | 05/13/2021 | Common Stock | 3,333 |
| Stock Options (right to buy) | \$ 9.64  | 08/21/2018 | M | 1,667 | 09/19/2017 | 09/19/2021 | Common Stock | 1,667 |
| Stock Options (right to buy) | \$ 10.38 | 08/21/2018 | M | 1,667 | 04/18/2018 | 04/18/2022 | Common Stock | 1,667 |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| SABES STEVEN F<br>220 SOUTH SIXTH STREET, SUITE 1200<br>MINNEAPOLIS, MN 55402 | X             | X         | Exec VP &<br>Secretary |       |

## Signatures

/s/ William Acheson, as Attorney-in-fact Steven F. Sabes

09/04/2018

\*\*Signature of Reporting Person

Date

## 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 Delaware limited liability company managed by ISF Management, LLC, a Delaware limited liability company, of which the Reporting 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.

(2) A Nevada limited liability company, of which the reporting person is sole manager.

### Remarks:

Exhibit 24.1 Power of Attorney previously filed and incorporated herein by reference to Form 3 filed on 9/18/2014.

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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