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WESTWOOD HOLDINGS GROUP INC

Form 8-K

July 27, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 26, 2005

WESTWOOD HOLDINGS GROUP, INC.
(Exact name of registrant as specified in charter)

Delaware	001-31234	75-2969997
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

200 Crescent Court, Suite 1200
Dallas, Texas 75201
(Address of principal executive offices)

(214) 756-6900
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 2.02: RESULTS OF OPERATIONS AND FINANCIAL CONDITION

In accordance with Securities and Exchange Commission Release No. 34-47583, the following information, which is being furnished pursuant to the requirements of Item 2.02, "Results of Operations and Financial Condition," is being reported under Item 7.01, "Regulation FD Disclosure."

On July 26, 2005, Westwood Holdings Group, Inc. issued a press release entitled "Westwood Holdings Group, Inc. Announces 12.5% Increase in Quarterly Dividend, a Special Cash Dividend of \$0.75 per Share and Second Quarter 2005 Results," a

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copy of which is furnished with this Current Report on Form 8-K as Exhibit 99.1. The information in this Current Report on Form 8-K shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall it be deemed incorporated by reference in any filing of the Company under the Securities Act of 1933, as amended.

ITEM 7.01: REGULATION FD DISCLOSURE

Westwood announced today that its Board of Directors has approved the payment of a quarterly cash dividend of \$0.09 per common share and a special dividend of \$0.75 per common share, payable on October 3, 2005 to stockholders of record on September 15, 2005.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits: The following exhibit is furnished with this report:

Exhibit Number	Description
99.1	Press Release dated July 26, 2005, entitled "Westwood Holdings Group, Inc. Announces 12.5% Increase in Quarterly Dividend, a Special Cash Dividend of \$0.75 per Share and Second Quarter 2005 Results"

SIGNATURES

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.

Date: July 26, 2005

WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey

Brian O. Casey,
President and Chief Operating Officer

EXHIBIT INDEX

Exhibit Number	Description
99.1	Press Release dated July 26, 2005, entitled "Westwood Holdings Group, Inc. Announces 12.5% Increase in Quarterly Dividend, a Special Cash Dividend of \$0.75 per Share and Second Quarter 2005 Results"

idth: 1; border-bottom-width: 1">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)CodeVAmount(A) or (D)Price Class A Common Stock11/30/2012 M 12,080 A \$ 0 56,488 D Class A Common Stock11/30/2012 M 24,298 A \$ 0 80,786 D Class A Common Stock11/30/2012 F 16,983 D \$ 149.71 63,803 D

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Class A Common Stock 885 I By The Alison Blackwell Partridge 2004 Irrevocable Trust Class A Common Stock 885 I By The Amy Morgan Partridge 2004 Irrevocable Trust Class A Common Stock 885 I By The John McIntosh Partridge, Jr. 2004 Irrevocable Trust Class A Common Stock 885 I By The Katharine Ann Partridge 2004 Irrevocable Trust Class A Common Stock 10,416 I By The Partridge Revocable Trust

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

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 control number.

SEC 1474
(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
Performance Share Award	\$ 0 ⁽¹⁾	11/30/2012		M		12,080		⁽²⁾	⁽²⁾	Common Stock	12,080
Performance Share Award	\$ 0 ⁽¹⁾	11/30/2012		M		24,298		⁽³⁾	⁽³⁾	Common Stock	24,298

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PARTRIDGE JOHN C/O VISA INC. P.O. BOX 8999 SAN FRANCISCO, CA 94128-8999	PRESIDENT

Signatures

/s/ Jenny Kim,
Attorney-In-Fact 12/04/2012

__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).

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- (1) Each restricted stock unit represents a contingent right to receive one share of Visa Inc. common stock or a cash equivalent of its value.
- (2) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vested in two equal installments on November 30, 2011 and 2012, respectively.
- (3) Represents performance share awards granted and earned pursuant to the Visa Inc. 2007 Equity Incentive Compensation Plan. The earned performance share award vests in two equal installments on November 30, 2012 and 2013, respectively.

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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