

GWG Life Settlements, LLC  
Form POS EX  
November 01, 2012

As filed with the Securities and Exchange Commission on November 1, 2012

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Registration Nos. 333-174887 and  
333-174887-01

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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POST-EFFECTIVE AMENDMENT NO. 5 TO  
FORM S-1  
REGISTRATION STATEMENT  
Under the Securities Act of 1933

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GWG HOLDINGS, INC.  
GWG LIFE SETTLEMENTS, LLC  
(Exact name of Registrant as specified in its charter)

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|----------|------------|
| Delaware | 26-2222607 |
| Delaware | 20-4356955 |

(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification Number)

220 South Sixth Street, Suite 1200  
Minneapolis, Minnesota 55402  
Tel: (612) 746-1944  
Fax: (612) 746-0445

(Address, including zip code, and telephone number, including area code, of Registrant's principal executive offices)

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Jon R. Sabes  
Chief Executive Officer  
220 South Sixth Street, Suite 1200  
Minneapolis, Minnesota 55402  
Tel: (612) 746-1944  
(Name, address, including zip code, and  
telephone number,  
including area code, of agent for  
service)

Copies to:  
Paul D. Chestovich, Esq.  
Maslon Edelman Borman & Brand, LLP  
3300 Wells Fargo Center  
90 South Seventh Street  
Minneapolis, Minnesota 55402  
Tel: (612) 672-8200

Approximate date of commencement of proposed sale to the public: from time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  Registration Nos. 333-174887 and 333-174887-01

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the SEC pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

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EXPLANATORY NOTE

Pursuant to Rule 462(d), GWG Holdings, Inc., a Delaware corporation (the “Company”), is filing this Post-Effective Amendment to its Form S-1 registration statement (SEC File Nos. 333-174887 and 333-174887-01) (the “Registration Statement”) solely to amend Exhibit 4.8 to such Registration Statement. Exhibit 4.8 contains a revised form of subscription agreement for the offer and sale of debentures pursuant to the Registration Statement. The subscription agreement has been modified primarily to update certain suitability disclosures as a result of the Company’s registration of the offer and sale of debentures in certain states. This Post-Effective Amendment does not modify any provision of Part I or Part II of the Registration Statement (or any related prospectus or prospectus supplement) other than supplementing Part II, Item 16(a), as set forth below.

PART II  
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

(a) Exhibits.

Exhibit Description

No.

4.8 Form of Subscription Agreement (revised October 2012) (filed herewith)

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on November 1, 2012.

GWG Holdings, INC.

By: /s/ Jon R. Sabes  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 5 to the Registration Statement has been signed, as of November 1, 2012, by the following persons in the capacities indicated below.

| Name   | Title   |
|--|---|
| /s/ Jon R. Sabes<br>Jon R. Sabes                   | Director, Chief Executive Officer<br>(Principal Executive Officer)      |
| /s/ Paul A. Siegert *<br>Paul A. Siegert           | Chairman of the Board, President  |
| /s/ Jon Gangelhoff<br>Jon Gangelhoff               | Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ Steve F. Sabes *<br>Steven F. Sabes            | Director, Chief Operating Officer and Secretary                         |
| /s/ Laurence Zipkin *<br>Laurence Zipkin           | Director  |
| /s/ Brian Tyrell *<br>Brian Tyrell                 | Director  |
| /s/ Kenneth Michael Fink *<br>Kenneth Michael Fink | Director  |

\* By: Jon R. Sabes (as Attorney-in-Fact)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant has duly caused this Post-Effective Amendment No. 5 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on October 9, 2012.

GWG Life Settlements, LLC

By: /s/ Jon R. Sabes  
Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1933, this Post-Effective Amendment No. 5 to the Registration Statement has been signed, as of October 9, 2012, by the following persons in the capacities indicated below.

| Name                                 | Title   |
|--------------------------------------|---|
| /s/ Jon R. Sabes<br>Jon R. Sabes     | Chief Executive Officer<br>(Principal Executive Officer)                |
| /s/ Jon Gangelhoff<br>Jon Gangelhoff | Chief Financial Officer<br>(Principal Financial and Accounting Officer) |
| /s/ Jon R. Sabes<br>Jon R. Sabes     | Manager of GWG Life Settlements, LLC                                    |

EXHIBIT INDEX

Exhibit Description

No.

4.8 Form of Subscription Agreement (revised October 2012) (filed herewith)

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