RIVERVIEW BANCORP INC
Form 10-K
June 12, 2015

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

FORM 10-K

[X] ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Fiscal Year Ended March 31, 2015OR

[ ] TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 0-22957

RIVERVIEW BANCORP, INC.
(Exact name of registrant as specified in its charter)

Washington (State or other jurisdiction of incorporation or organization)	91-1838969 (I.R.S. Employer I.D. Number)
900 Washington St., Ste. 900, Vancouver, Washington (Address of principal executive offices)	98660 (Zip Code)
Registrant's telephone number, including area code:	(360) 693-6650
Securities registered pursuant to Section 12(b) of the Act:	
Common Stock, Par Value $.01 per share (Title of Each Class)	Nasdaq Stock Market LLC (Name of Each Exchange on Which Registered)
Securities registered pursuant to Section 12(g) of the Act:	None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes [ ] No [X]

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.
Yes [ ] No [X]

Indicate by check mark whether the registrant (1) filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes [X] No [ ]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and disclosure will not be contained, to the best of the registrant's knowledge, in any definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to this Form 10-K [X]

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 definition of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer [ ] Accelerated filer [ ] Non-accelerated filer [ ] Smaller Reporting Company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes o No x

The aggregate market value of the voting stock held by non-affiliates of the registrant, based on the closing sales price of the registrant's Common Stock as quoted on the Nasdaq Global Select Market System under the symbol "RVSB" on September 30, 2014 was $89,662,841 (22,471,890 shares at $3.99 per share). As of May 31, 2015, there were issued and outstanding 22,507,890 shares of the registrant’s common stock.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of registrant's Definitive Proxy Statement for the 2015 Annual Meeting of Shareholders (Part III).

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Special Note Regarding Forward-Looking Statements

As used in this Form 10-K, the terms "we," "our" "us", "Riverview" and "Company" refer to Riverview Bancorp, Inc. and consolidated subsidiaries, including its wholly-owned subsidiary, Riverview Community Bank, unless the context indicates otherwise.

"Safe Harbor" statement under the Private Securities Litigation Reform Act of 1995: When used in this Form 10-K, the words "believes," "expects," "anticipates," "estimates," "forecasts," "intends," "plans," "targets," "potentially," "probab "outlook," or similar expressions or future or conditional verbs such as "may," "will," "should," "would," and "could," or si expression are intended to identify "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include statements with respect to our beliefs, plans, objectives, goals, expectations, assumptions and statements about future performance. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors that could cause actual results to differ materially from the results anticipated, including, but not limited to: the credit risks of lending activities, including changes in the level and trend of loan delinquencies and write-offs and changes in the Company's allowance for loan losses and provision for loan losses that may be impacted by deterioration in the housing and commercial real estate markets; changes in general economic conditions, either nationally or in the Company's market areas; changes in the levels of general interest rates, and the relative differences between short and long term interest rates, deposit interest rates, the Company's net interest margin and funding sources; fluctuations in the demand for loans, the number of unsold homes, land and other properties and fluctuations in real estate values in the Company's market areas; secondary market conditions for loans and the Company's ability to sell loans in the secondary market; results of examinations of our bank subsidiary, Riverview Community Bank, by the Office of the Comptroller of the Currency and of the Company by the Board of Governors of the Federal Reserve System, or other regulatory authorities, including the possibility that any such regulatory authority may, among other things, require the Company to increase its reserve for loan losses, write-down assets, reclassify its assets, change Riverview Community Bank's regulatory capital position or affect the Company's ability to borrow funds or maintain or increase deposits, which could adversely affect its liquidity and earnings; legislative or regulatory changes that adversely affect the Company's business including changes in regulatory policies and principles, or the interpretation of regulatory capital or other rules, including as a result of Basel III; the Company's ability to attract and retain deposits; increases in premiums for deposit insurance; the Company's ability to control operating costs and expenses; the use of estimates in determining fair value of certain of the Company's assets, which estimates may prove to be incorrect and result in significant declines in valuation; difficulties in reducing risks associated with the loans on the Company's balance sheet; staffing fluctuations in response to product demand or the implementation of corporate strategies that affect the Company's workforce and potential associated charges; computer systems on which the Company depends could fail or experience a security breach; the Company's ability to retain key members of its senior management team; costs and effects of litigation, including settlements and judgments; the Company's ability to implement its business strategies; the Company's ability to successfully integrate any assets, liabilities, customers, systems, and management personnel it may acquire into its operations and the Company's ability to realize related revenue synergies and cost savings within expected time frames and any goodwill charges related thereto; increased competitive pressures among financial services companies; changes in consumer spending, borrowing and savings habits; the availability of resources to address changes in laws, rules, or regulations or to respond to regulatory actions; the Company's ability to pay dividends on its common stock and interest or principal payments on its junior subordinated debentures; adverse changes in the securities markets; inability of key third-party providers to perform their obligations to us; changes in accounting policies and practices, as may be adopted by the financial institution regulatory agencies or the Financial Accounting Standards Board, including additional guidance and interpretation on accounting issues and details of the implementation of new accounting methods; other economic, competitive, governmental, regulatory, and technological factors affecting the Company's operations, pricing, products and services and the other risks described from time to time in our filings with the Securities and Exchange Commission.

The Company cautions readers not to place undue reliance on any forward-looking statements. Moreover, you should treat these statements as speaking only as of the date they are made and based only on information then actually known to the Company. The Company does not undertake to revise any forward-looking statements to reflect the occurrence of anticipated or unanticipated events or circumstances after the date of such statements. These risks could cause our actual results for fiscal 2016 and beyond to differ materially from those expressed in any forward-looking statements by, or on behalf of, us, and could negatively affect the Company's financial condition and results of operations as well as its stock price performance.

PART I

Item 1. Business

General

Riverview Bancorp, Inc., a Washington corporation, is the savings and loan holding company of Riverview Community Bank (the “Bank”). At March 31, 2015, the Company had total assets of $858.8 million, total deposit accounts of $720.9 million and shareholders' equity of $103.8 million. The Company’s executive offices are located in Vancouver Washington.

The Company is subject to regulation by the Board of Governors of the Federal Reserve Systems (“Federal Reserve”). Substantially all of the Company’s business is conducted through the Bank which is regulated by the Office of the Comptroller of the Currency ("OCC"), its primary regulator, and by the Federal Deposit Insurance Corporation ("FDIC"), the insurer of its deposits. The Bank's deposits are insured by the FDIC up to applicable legal limits under the Deposit Insurance Fund ("DIF"). The Bank has been a member of the Federal Home Loan Bank of Seattle ("FHLB") since 1937.

As a progressive, community-oriented financial services company, the Company emphasizes local, personal service to residents of its primary market area. The Company considers Clark, Cowlitz, Klickitat and Skamania counties of Washington and Multnomah and Marion counties of Oregon as its primary market area. The counties of Multnomah, Clark and Skamania are part of the Portland metropolitan area as defined by the U.S. Census Bureau. The Company is engaged predominantly in the business of attracting deposits from the general public and using such funds in its primary market area to originate commercial business, commercial real estate, multi-family real estate, real estate construction, residential real estate and other consumer loans. The Company’s loan portfolio totaled $569.0 million at March 31, 2015 compared to $520.9 million a year ago.

Most recently, the Company’s primary focus has been on increasing commercial business loans and owner occupied commercial real estate loans with a specific focus on medical professionals and the medical industry. Beginning in 2014, the Company began purchasing from time to time pools of automobile loans from another financial institution as a way to further diversify its loan portfolio and to earn a higher yield than earned on its cash or short-term investments. At March 31, 2015, the Company had $34.7 million in purchased automobile loans.

The Company’s strategic plan includes targeting the commercial banking customer base in its primary market area for loan originations and deposit growth, specifically small and medium size businesses, professionals and wealth building individuals. In pursuit of these goals, the Company will seek to increase the loan portfolio consistent with its strategic plan and asset/liability and regulatory capital objectives, which includes maintaining a significant amount of commercial and commercial real estate loans in its loan portfolio. Significant portions of our new loan originations carry adjustable rates, higher yields or shorter terms and higher credit risk than traditional fixed-rate mortgages.

At March 31, 2015, checking accounts totaled $267.4 million, or 37.1% of our total deposit mix compared to $233.2 million or 33.8% a year ago. Our strategic plan also stresses increased emphasis on non-interest income, including increased fees for asset management through the Bank’s subsidiary, Riverview Asset Management Corp (“RAMCorp”), a trust and financial services company, and deposit service charges. The strategic plan is designed to enhance earnings, reduce interest rate risk and provide a more complete range of financial services to customers and the local communities the Company serves.

Market Area

The Company conducts operations from its home office in Vancouver and 17 branch offices located in Camas, Washougal, Stevenson, White Salmon, Battle Ground, Goldendale, Vancouver (seven branch offices) and Longview, Washington and Portland, Gresham and Aumsville, Oregon. We believe we are well positioned to attract new customers and to increase our market share through our branch network. RAMCorp is located in downtown Vancouver, Washington, provides full-service brokerage activities, trust and asset management services. Riverview Mortgage, a mortgage broker division of the Bank, originates mortgage loans for various mortgage companies predominantly in the Vancouver/Portland metropolitan areas, as well as for the Bank. The Bank's Business and Professional Banking Division, with two lending office in Vancouver and one lending office in Portland, Oregon offers commercial and business banking services. The Bank also operates a lending office for mortgage banking activities in Vancouver.

Vancouver is located in Clark County, Washington, which is just north of Portland, Oregon. Many businesses are located in the Vancouver area because of the favorable tax structure and lower energy costs in Washington as compared to Oregon. Companies located in the Vancouver area include Sharp Microelectronics, Hewlett Packard, Georgia Pacific, Underwriters Laboratory, Wafer Tech, Nautilus, Barrett Business Services, PeaceHealth and Fisher Investments, as well as several support industries. In addition to this industry base, the Columbia River Gorge Scenic Area is a source of tourism, which has helped to transform the area from its past dependence on the timber industry.

Economic conditions in the Company’s market areas have continued to improve from the recent recessionary downturn. According to the Washington State Employment Security Department, unemployment in Clark County decreased to 6.7% at March 31, 2015 compared to 7.5% at March 31, 2014. According to the Oregon Employment Department, unemployment in Portland decreased to 4.8% at March 31, 2015 compared to 6.9% at March 31, 2014. According to the Regional Multiple Listing Services (“RMLS”), inventory levels in Portland, Oregon have decreased to 1.9 months at March 31, 2015 compared to 3.1 months at March 31, 2014. Inventory levels in Clark County have decreased to 2.6 months at March 31, 2015 compared to 4.6 months at March 31, 2014. According to the RMLS, closed home sales in March 2015 in Clark County increased to 32.8% compared to March 2014. Closed home sales during March 2015 in Portland increased 32.3% compared to March 2014. The Company has also seen an increase in sales activity for building lots during the past twelve months. Commercial real estate leasing activity in the Portland/Vancouver market area has performed better than the residential real estate market; however, it is generally affected by a slow economy later than other indicators. According to Norris Beggs Simpson, commercial vacancy rates in Clark County and Portland, Oregon were approximately 14.73% and 13.81%, respectively, as of March 31, 2015 compared to 10.38% and 14.60%, respectively, at March 31, 2014.

Lending Activities

General. At March 31, 2015, the Company's net loans receivable totaled $569.0 million, or 66.3% of total assets at that date. The principal lending activity of the Company is the origination of loans collateralized by commercial properties and commercial business loans. A substantial portion of the Company's loan portfolio is secured by real estate, either as primary or secondary collateral, located in its primary market area. The Company’s lending activities are subject to the written, non-discriminatory, underwriting standards and loan origination procedures established by the Bank’s Board of Directors (“Board”) and management. The customary sources of loan originations are realtors, walk-in customers, referrals and existing customers. The Bank also uses commissioned loan brokers and print advertising to market its products and services. Loans are approved at various levels of management, depending upon the amount of the loan.

Loan Portfolio Analysis. The following table sets forth the composition of the Company's loan portfolio, excluding loans held for sale, by type of loan at the dates indicated.

	At March 31,														
	2015			2014			2013			2012			2011		
	Amount	Percent		Amount	Percent		Amount	Percent		Amount	Percent		Amount	Percent	
	(Dollars in thousands)														
Commercial and construction:															
Commercial business	$77,186	13.31	%	$71,632	13.43	%	$71,935	13.42	%	$87,238	12.74	%	$85,511	12.44	%
Other real estate mortgage (1)	345,506	59.60		324,881	60.90		355,397	66.30		434,763	63.49		461,955	67.19	
Real estate construction	30,498	5.26		19,482	3.65		9,675	1.81		25,791	3.76		27,385	3.98	
Total commercial and construction	453,190	78.17		415,995	77.98		437,007	81.53		547,792	79.99		574,851	83.61	
Consumer:															
Real estate one-to-four family	89,801	15.49		93,007	17.43		97,140	18.12		134,975	19.71		110,437	16.06	
Other installment	36,781	6.34		24,486	4.59		1,865	0.35		2,042	0.30		2,289	0.33	
Total consumer loans	126,582	21.83		117,493	22.02		99,005	18.47		137,017	20.01		112,726	16.39	
Total loans	579,772	100.00	%	533,488	100.00	%	536,012	100.00	%	684,809	100.00	%	687,577	100.00	

737

140

Total revenues

23,862

33,567

EXPENSES:

Employee compensation and benefits

14,610

17,759

Sales and marketing

530

443

Westwood mutual funds

846

985

Information technology

1,977

2,038

Professional services

1,149

1,028

General and administrative

2,434

2,414

(Gain) loss on foreign currency transactions

820

(1,063
)
Total expenses

22,366

23,604

Net operating income

1,496

9,963

Gain on sale of operations

—

524

Income before income taxes

1,496

10,487

Provision for income taxes

1,104

2,509

Net income

$
392

$
7,978

Other comprehensive income (loss):

Foreign currency translation adjustments

831

(1,199

)
Total comprehensive income

$
1,223

$
6,779

Earnings per share:

Basic

$
0.05

$
0.96

Diluted

$
0.05

$
0.93

Weighted average shares outstanding:

Basic

8,363,109

8,270,793

Diluted

8,455,386

8,539,545

See Notes to Condensed Consolidated Financial Statements.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Three Months Ended March 31, 2019 and 2018
(In thousands, except share amounts)
(Unaudited)

	Common Stock, Par Shares	Amount	Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Gain (Loss)	Retained Earnings	Total
BALANCE, December 31, 2018	8,904,902	$ 102	$194,116	$(58,711)	$ (4,883)	$30,525	$161,149
Net income	—	—	—	—	—	392	392
Other comprehensive gain	—	—	—	—	831	—	831
Issuance of restricted stock, net of forfeitures	158,046	2	(2)	—	—	—	—
Dividends declared ($0.72 per share)	—	—	—	—	—	(6,380)	(6,380)
Stock based compensation expense	—	—	3,252	—	—	—	3,252
Reclassification of compensation liability to be paid in shares	—	—	232	—	—	—	232
Purchases of treasury stock	(25,047)	—	—	(981)	—	—	(981)
Restricted stock returned for payment of taxes	(62,036)	—	—	(2,385)	—	—	(2,385)
BALANCE, March 31, 2019	8,975,865	$ 104	$197,598	$(62,077)	$ (4,052)	$24,537	$156,110

	Common Stock, Par Shares	Amount	Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Loss	Retained Earnings	Total
BALANCE, December 31, 2017	8,899,587	$ 100	$179,241	$(49,788)	$ (1,764)	$28,607	$156,396
Net income	—	—	—	—	—	7,978	7,978
Other comprehensive loss	—	—	—	—	(1,199)	—	(1,199)
Issuance of restricted stock, net of forfeitures	214,389	2	(2)	—	—		—
Dividends declared ($0.68 per share)	—	—		—	—	(6,094)	(6,094)
Stock based compensation expense	—	—	4,187	—	—	—	4,187
Reclassification of compensation liability to be paid in shares			165			—	165
Purchases of treasury stock	(13,031)	—	—	(726)	—	—	(726)
Restricted stock returned for payment of taxes	(83,671)	—	—	(4,687)	—	—	(4,687)
BALANCE, March 31, 2018	9,017,274	$ 102	$183,591	$(55,201)	$ (2,963)	$30,491	$156,020

See Notes to Condensed Consolidated Financial Statements.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(In thousands)
(Unaudited)

	Three Months Ended March 31,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$392	$7,978
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	212	213
Amortization of intangible assets	413	418
Unrealized (gains) losses on trading investments	(374)	232
Stock based compensation expense	3,252	4,187
Deferred income taxes	273	(859)
Non-cash lease expense	242	270
Gain on sale of operations	—	(524)
Change in operating assets and liabilities:		
Net sales of investments - trading securities	16,554	2,175
Accounts receivable	2,981	(2,575)
Other current assets	(886)	3,027
Accounts payable and accrued liabilities	(275)	(22)
Compensation and benefits payable	(12,305)	(13,712)
Income taxes payable	379	871
Other liabilities	(293)	(327)
Net cash provided by operating activities	10,565	1,352
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(71)	(299)
Proceeds from Omaha divestiture	—	10,013
Purchase of investments	(250)	—
Net cash provided by (used in) investing activities	(321)	9,714
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchase of treasury stock under employee stock plans	(981)	(726)
Restricted stock returned for payment of taxes	(2,385)	(4,687)
Cash dividends paid	(7,686)	(7,332)
Net cash used in financing activities	(11,052)	(12,745)
Effect of currency rate changes on cash	780	(1,020)
Net Change in Cash and Cash Equivalents	(28)	(2,699)
Cash and cash equivalents, beginning of period	52,449	54,249
Cash and cash equivalents, end of period	$52,421	$51,550
Supplemental cash flow information:		
Cash paid during the period for income taxes	$453	$—
Accrued dividends	$7,980	$7,836
Accrued purchase of property and equipment	$425	$29

See Notes to Condensed Consolidated Financial Statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

1. DESCRIPTION OF THE BUSINESS

Westwood Holdings Group, Inc. (“Westwood”, the “Company”, “we”, “us” or “our”) was incorporated under the laws of the State of Delaware on December 12, 2001. Westwood provides investment management services to institutional investors, private wealth clients and financial intermediaries through its subsidiaries, Westwood Management Corp. and Westwood Advisors, L.L.C. (together “Westwood Management”), Westwood Trust, and Westwood International Advisors Inc. (“Westwood International”). Revenue is largely dependent on the total value and composition of assets under management (“AUM”). Accordingly, fluctuations in financial markets and in the composition of AUM impact revenues and results of operations.

Divestiture of our Omaha Operations

On September 6, 2017, we entered into an agreement to sell the Omaha-based component of our Wealth Management business. The sale closed on January 12, 2018. We received proceeds of $10.0 million, net of working capital requirements, and recorded a $524,000 gain on the sale, which is included as “Gain on sale of operations” on our Condensed Consolidated Statements of Comprehensive Income. The sale reduced goodwill and intangible assets but did not have a material impact on our Condensed Consolidated Balance Sheet. The following table presents cash proceeds received and net assets sold (in thousands):

Cash Proceeds	$	10,013	
Net assets sold:			
Accounts receivable	99		
Other current assets	112		
Goodwill	7,340		
Intangible assets, net	2,170		
Property and equipment, net	18		
Accounts payable and accrued liabilities	(241		)
Other liabilities	(9		)
Gain on sale of operations	$	524	

The component is reported within both our Advisory and Trust segments. The sale did not represent a major strategic shift in our business and did not qualify for discontinued operations reporting.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying Condensed Consolidated Financial Statements are unaudited and are presented in accordance with the requirements for quarterly reports on Form 10-Q and consequently do not include all of the information and footnote disclosures required by accounting principles generally accepted in the United States of America (“GAAP”). The Company’s Condensed Consolidated Financial Statements reflect all adjustments (consisting only of normal recurring adjustments) necessary in the opinion of management to present fairly our interim financial position and results of operations and cash flows for the periods presented. The accompanying Condensed Consolidated Financial Statements are presented in accordance with GAAP and the rules and regulations of the Securities and Exchange Commission (“SEC”).

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

The accompanying unaudited Condensed Consolidated Financial Statements should be read in conjunction with our Consolidated Financial Statements, and notes thereto, included in our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC. Operating results for the periods in these Condensed Consolidated Financial Statements are not necessarily indicative of results for any future period. The accompanying Condensed Consolidated Financial Statements include the accounts of Westwood and its subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation. In the current year, we created a new expense item on the Condensed Consolidated Statements of Comprehensive Income for "(Gain) loss on foreign currency transactions," which was previously included in "General and Administrative" expense, and a new cash flow item on the Condensed Consolidated Statements of Cash Flows for Non-cash lease expense, which was previously included in the changes in operating assets and liabilities within "Other liabilities." Prior year financial statements were reclassified to conform to this presentation. These reclassifications had no impact on net income, stockholders' equity or cash flows as previously reported.

Recent Accounting Pronouncements

Recently Adopted

In February 2016, the FASB issued ASU 2016-02, Leases. ASU 2016-02 requires lessees to recognize a lease liability and a right-of-use asset for all leases at the commencement date, excluding short-term leases. Leases will be classified as either financing or operating, with classification impacting the pattern of expense recognition in the income statement. The amendment is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. We adopted the standard as of January 1, 2019 under the modified retrospective approach, which provides a method for recording existing leases at adoption and in comparative periods that approximates the results of a full retrospective approach. We elected the package of practical expedients permitted under the transition guidance, which, among other things, allows us to carry forward the historical lease classification and elect hindsight to determine certain lease terms for existing leases. See further discussion in Note 13 "Leases."

The following table summarizes the impacts of the adoption of ASU 2016-02 to our previously reported results (in thousands):

Balance Sheet as of December 31, 2018:	As Previously Reported	New Lease Standard Adjustment	As Restated
Operating lease right-of-use assets	$ —	$ 8,698	$ 8,698
Operating lease liabilities	—	1,432	1,432
Noncurrent operating lease liabilities	—	9,331	9,331
Deferred rent	2,065	(2,065)	—

In June 2018, the FASB issued ASU 2018-07, Compensation - Stock Compensation (Topic 718): Improvements to Nonemployee Share-Based Payment Accounting. The purpose of this amendment is to simplify the accounting for share-based payments granted to nonemployees for goods and services by aligning it with the accounting used for arrangements with employees. We adopted the standard as of January 1, 2019 and it did not have a material impact on our Consolidated Financial Statements.

Not Yet Adopted

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement. The purpose of this amendment is to modify, remove and add certain disclosure requirements for fair value measurements. Under ASU 2018-13, entities are required to disclose the amount of total gains or losses recognized in other comprehensive income attributable to assets and liabilities categorized within Level 3 of the fair value hierarchy. The ASU also adds an incremental requirement about significant unobservable inputs for Level 3 fair value measurements. The requirement to disclose reasons for transfers between Level 1 and Level 2 was removed. Various requirements for Level 3 disclosure were also modified. The amendments in this ASU are effective for all entities for fiscal years and interim periods beginning after December 15, 2019. We do not expect the amendment to have a material impact on our Consolidated Financial

Statements, and we plan to adopt this amendment within the required time frame.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
(Unaudited)

In August 2018, the FASB issued ASU 2018-15, Intangibles - Goodwill and Other - Internal-Use Software (Topic 350): Customer's Accounting for Implementation Costs Incurred in a Cloud Computing Arrangement That Is a Service Contract. The purpose of this amendment is to align the requirements for capitalizing implementation costs incurred in a hosting arrangement that is a service contract with the requirements for capitalizing implementation costs incurred to develop or obtain internal-use software (and hosting arrangements that include an internal-use software license). The amendments in this update are effective for public companies for fiscal years beginning after December 15, 2019, including interim periods within that fiscal year. We do not expect the amendment to have a material impact on our Consolidated Financial Statements, and we plan to adopt the standard within the required time frame.

3. EARNINGS PER SHARE

Basic earnings per common share is computed by dividing net income available to common stockholders by the weighted average number of shares outstanding for the applicable period. Diluted earnings per share is computed based on the weighted average number of shares outstanding plus the effect of any dilutive shares of restricted stock granted to employees and non-employee directors. There were approximately 51,000 and 10,000 anti-dilutive restricted shares outstanding for the three months ended March 31, 2019 and 2018, respectively.

The following table sets forth the computation of basic and diluted earnings per share (in thousands, except per share and share amounts):

	Three Months Ended March 31,	
	2019	2018
Net income	$392	$ 7,978
Weighted average shares outstanding - basic	8,363,109	8,270,793
Dilutive potential shares from unvested restricted shares	92,277	268,752
Weighted average shares outstanding - diluted	8,455,386	8,539,545
Earnings per share:		
Basic	$0.05	$ 0.96
Diluted	$0.05	$ 0.93

4. INVESTMENTS

During 2018, we entered into a $5.4 million strategic investment in an equity position of a private company, which is included in “Investments” on our Condensed Consolidated Balance Sheets. This investment represents a private company without a readily-determinable fair value. The Company has elected to apply the measurement alternative of cost minus impairment, if any, plus or minus changes resulting from observable price changes. As of March 31, 2019 and December 31, 2018, there were no observable price changes or indicators of impairment for this investment.

In February 2019, we made a $250,000 investment in Westwood Hospitality Fund I, LLC, a private investment fund. Our investment is included in “Investments” on our Condensed Consolidated Balance Sheets and will be measured at fair value on a recurring basis using net asset value (“NAV”) as a practical expedient.

All other investments are accounted for as trading securities, are carried at fair value on a recurring basis and are included in “Investments, at fair value” on our Condensed Consolidated Balance Sheets.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS — (Continued)
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Investments carried at fair value are presented in the table below (in thousands):

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
March 31, 2019:				
U.S. Government and Government agency obligations	$32,386	$ 234	$ —	$ 32,620
Money market funds	10,511	—	—	10,511
Equity funds	6,424	146	(100)	6,470
Total trading securities	49,321	380	(100)	49,601
Private investment fund	250	—	—	250
Total investments carried at fair value	$49,571	$ 380	$ (100)	$ 49,851
December 31, 2018:				
U.S. Government and Government agency obligations	$48,177	$ 232	$ —	$ 48,409
Money market funds	10,354	—	—	10,354
Equity funds	7,344	—	(326)	7,018
Total trading securities	$65,875	$ 232	$ (326)	$ 65,781

As of March 31, 2019 and December 31, 2018, approximately $6.4 million and $6.1 million, respectively, in corporate funds were invested in Westwood Funds®. See Note 8 “Variable Interest Entities.”

5. FAIR VALUE MEASUREMENTS

We determine estimated fair values for our financial instruments using available information. The fair value amounts discussed in our Condensed Consolidated Financial Statements are not necessarily indicative of either amounts realizable upon disposition of these instruments or our intent or ability to dispose of these assets. The estimated fair value of cash and cash equivalents, accounts receivable, prepaid income taxes, other current assets, accounts payable and accrued liabilities, dividends payable, compensation and benefits payable and income taxes payable approximates their carrying value due to their short-term maturities. The carrying amount of investments designated as trading securities, primarily U.S. Government and Government agency obligations, money market funds, Westwood Funds® mutual funds, Westwood Investment Funds Plc (the “UCITS Fund”) and Westwood Trust common trust fund shares, equals their fair value based on prices quoted in active markets and, with respect to common trust funds, the net asset value of the shares held as reported by each fund. Market values of our money market holdings generally do not fluctuate. Our strategic investment in a private company discussed in Note 4 “Investments” is excluded from the recurring fair value table shown below, as we have elected to apply the measurement alternative for this investment.
ASC 820, Fair Value Measurements, defines fair value, establishes a framework for measuring fair value and requires disclosures regarding certain fair value measurements. ASC 820 establishes a three-tier hierarchy for measuring fair value, as follows:

- level 1 – quoted market prices in active markets for identical assets
- level 2 – inputs other than quoted prices that are directly or indirectly observable
- level 3 – significant unobservable inputs where there is little or no market activity

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The following table summarizes the values of our investments measured at fair value on a recurring basis within the fair value hierarchy as of the dates indicated (in thousands):

	Level 1	Level 2	Level 3	Investments Measured at NAV (1)	Total
As of March 31, 2019:					
Investments in trading securities	$49,601	$ —	$ —	$ —	$49,601
Private investment fund	—	—	—	250	250
Total investments carried at fair value	$49,601	$ —	$ —	$ 250	$49,851
As of December 31, 2018:					
Investments in trading securities	$65,781	$ —	$ —	$ —	$65,781
Total investments carried at fair value	$65,781	$ —	$ —	$ —	$65,781

(1) Comprised of certain investments measured at fair value using NAV as a practical expedient. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on our Condensed Consolidated Balance Sheets.

6. GOODWILL AND OTHER INTANGIBLE ASSETS

Goodwill

Goodwill represents the excess of the cost of acquired assets over the fair value of the underlying identifiable assets at the date of acquisition. Goodwill is not amortized but is tested for impairment at least annually. We completed our annual goodwill impairment assessment during the third quarter of 2018 and determined that no impairment loss was required. No impairments on goodwill were recorded during the three months ended March 31, 2019 or 2018.

Other Intangible Assets

Our intangible assets represent the acquisition date fair value of acquired client relationships, trade names, non-compete agreements and internally developed software and are reflected net of amortization. In valuing these assets, we made significant estimates regarding their useful lives, growth rates and potential attrition. We periodically review intangible assets for events or circumstances that would indicate impairment. No impairments on intangible assets were recorded during the three months ended March 31, 2019 or 2018.

7. STOCKHOLDERS' EQUITY

Accumulated Other Comprehensive Loss

The components of “Accumulated other comprehensive loss” were as follows (in thousands):

	As of March 31, 2019	As of December 31, 2018
Foreign currency translation adjustment	$(4,052)	$(4,883)
Accumulated other comprehensive loss	$(4,052)	$(4,883)

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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8. VARIABLE INTEREST ENTITIES

We have evaluated (i) our advisory relationships with the UCITS Fund and the Westwood Funds®, (ii) our relationship as sponsor of the Common Trust Funds ("CTFs") and managing member of the private investment funds Westwood Hospitality Fund I, LLC and Westwood Technology Opportunities Fund I, LP (collectively, the "Private Funds") and (iii) the private company discussed in Note 4 "Investments" ("Private Equity") to determine whether each of these entities is a variable interest entity ("VIE") or voting ownership entity ("VOE"). Based on our analysis, we determined that the CTFs and Private Funds were VIEs, as the at-risk equity holders do not have the ability to direct the activities that most significantly impact the entity's economic performance, and the Company and its representatives have a majority control of the entities' respective boards of directors and can influence the respective entities' management and affairs. Although we have related parties on the UCITS Fund board of directors, the shareholders have rights to remove the current directors by a simple majority vote and so we determined that the UCITS Fund is not a VIE. As the Company and its representatives do not have representation on the Westwood Funds® or the Private Equity independent boards of directors, which direct the activities that most significantly impact the entities' economic performance, we determined that the Westwood Funds® and the Private Equity were not VIEs. Therefore, the UCITS Fund, Westwood Funds® and Private Equity should be analyzed under the VOE consolidation method. Based on our analysis of our investments in these entities for the periods ending March 31, 2019 and December 31, 2018, we have not consolidated the CTFs, Private Funds or LLCs under the VIE method or the UCITS Fund, Westwood Funds® or Private Equity under the VOE method, and therefore the financial results of these entities are not included in the Company's consolidated financial results.

As of March 31, 2019 and December 31, 2018, our seed investments aggregated approximately $6.4 million and $6.1 million, respectively, in the Westwood Funds. The seed investments were provided for the sole purpose of showing the economic substance needed to establish the funds. The Company's seed investments in these funds are included in "Investments, at fair value" on our Condensed Consolidated Balance Sheets.

We have not otherwise provided any financial support not previously contractually obligated to provide, and there are no arrangements that would require us to provide additional financial support to any of these entities. Our seed investments in the above-mentioned Westwood Funds®, the UCITS Fund and the CTFs are accounted for as investments in accordance with our other investments described in Note 4 "Investments." We recognized fee revenue from the Westwood VIEs and Westwood VOEs of approximately $8.7 million and $12.6 million for the three months ended March 31, 2019 and 2018, respectively.

The following table displays the assets under management, the amounts of our seed investments included in "Investments" on our consolidated balance sheets, and the risk of loss in each vehicle (in millions):

	As of March 31, 2019		
	Assets Under Management	Corporate Investment	Amount at Risk
VIEs/VOEs:			
Westwood Funds®	$3,168	$ 6.4	$ 6.4
Common Trust Funds	1,687	—	—
UCITS Fund	317	—	—
Private Funds	10	0.3	0.3
Private Equity	—	5.4	5.4
All other assets:			
Wealth Management	2,671		
Institutional	8,918		
Total Assets Under Management	$16,771		

9. REVENUE

Revenue Recognition

Revenues are recognized when the performance obligation (the investment management and advisory or trust services provided to the client) defined by the investment advisory or sub-advisory agreement is satisfied. For each performance obligation, we determine at contract inception whether the revenue satisfies over time or at a point in time. We derive our revenues from investment advisory fees, trust fees and other sources of revenues. Advisory and Trust fees are calculated based on a percentage of assets under management and the performance obligation is realized over the current calendar quarter. Once clients receive our investment advisory services we have an enforceable right to payment.

Advisory Fee Revenues

Our advisory fees are generated by Westwood Management and Westwood International, which manage client accounts under investment advisory and sub-advisory agreements. Advisory fees are typically calculated based on a percentage of assets under management and are paid in accordance with the terms of the agreements. Advisory fees are paid quarterly in advance based on assets under management on the last day of the preceding quarter, quarterly in arrears based on assets under management on the last day of the quarter just ended or are based on a daily or monthly analysis of assets under management for the stated period. We recognize advisory fee revenues as services are rendered. Since our advance paying clients' billing periods coincide with the calendar quarter to which such payments relate, revenue is recognized within the quarter and our condensed consolidated financial statements contain no deferred advisory fee revenues. Advisory clients typically consist of institutional and mutual fund accounts.

Institutional investors include separate accounts of (i) corporate pension and profit sharing plans, public employee retirement funds, Taft Hartley plans, endowments, foundations and individuals; (ii) subadvisory relationships where Westwood provides investment management services for funds offered by other financial institutions; (iii) pooled investment vehicles, including the UCITS Fund and collective investment trusts; and (iv) managed account relationships with brokerage firms and other registered investment advisors that offer Westwood products to their customers.

Mutual funds include the Westwood Funds®, a family of mutual funds for which Westwood Management serves as advisor. These funds are available to individual investors, as well as offered as part of our investment strategies for institutional investors and private wealth accounts.

Arrangements with Performance Based Obligations

A limited number of our advisory clients have a contractual performance-based fee component in their contracts, which generates additional revenues if we outperform a specified index over a specific period of time. The revenue is based on future market performance and is susceptible to factors outside our control. We cannot conclude that a significant reversal in the cumulative amount of revenue recognized will not occur during the measurement period, and therefore the revenue is recorded at the end of the measurement period when the performance obligation has been satisfied.

Trust Fee Revenues

Our trust fees are generated by Westwood Trust pursuant to trust or custodial agreements. Trust fees are separately negotiated with each client and are generally based on a percentage of assets under management. Westwood Trust also provides trust services to a small number of clients on a fixed fee basis. The fees for most of our trust clients are calculated quarterly in arrears, based on a daily average of assets under management for the quarter. Since billing periods for most of Westwood Trust’s clients coincide with the calendar quarter, revenue is fully recognized within the quarter and our Condensed Consolidated Financial Statements do not contain a significant amount of deferred trust fee revenues.

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Revenue Disaggregated

Sales taxes are excluded from revenues. The following table presents our revenue disaggregated by account type (in thousands):

	Three Months Ended March 31,	
	2019	2018
Advisory Fees:		
Institutional	$10,439	$16,705
Mutual Funds	5,865	7,750
Wealth Management	102	28
Performance-based	180	1,335
Trust Fees	6,539	7,609
Other	737	140
Total revenues	$23,862	$33,567

We have clients in various locations around the world. The following table presents our revenue disaggregated by our clients' geographical locations (in thousands):

Three Months Ended March 31, 2019	Advisory	Trust	Performance-based	Other	Total
Asia	$406	$—	$ —	$—	$406
Australia	591	—	—	—	591
Canada	824	—	—	40	864
Europe	977	—	180	—	1,157
United States	13,608	6,539	—	697	20,844
Total	$16,406	$6,539	$ 180	$737	$23,862
Three Months Ended March 31, 2018	Advisory	Trust	Performance-based	Other	Total
Asia	$1,431	$—	$ —	$—	$1,431
Australia	1,022	—	—	—	1,022
Canada	1,830	—	—	49	1,879
Europe	1,243	—	—	—	1,243
United States	18,957	7,609	1,335	91	27,992
Total	$24,483	$7,609	$ 1,335	$140	$33,567

10. LONG-TERM INCENTIVE COMPENSATION

Restricted Stock Awards

We have issued restricted shares to our employees and non-employee directors. The Fifth Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan (the “Plan”) reserves shares of Westwood common stock for issuance to eligible employees, directors and consultants of Westwood or its subsidiaries in the form of restricted stock. The total number of shares issuable under the Plan (including predecessor plans to the Plan) may not exceed 4,848,100 shares. At March 31, 2019, approximately 280,000 shares remain available for issuance under the Plan.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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The following table presents the total stock-based compensation expense recorded for stock-based compensation arrangements for the periods indicated (in thousands):

	Three Months Ended March 31,	
	2019	2018
Service condition stock-based compensation expense	$2,188	$2,790
Performance condition stock-based compensation expense	928	1,276
Stock-based compensation expense under the Plan	3,116	4,066
Canadian Plan stock-based compensation expense	136	121
Total stock-based compensation expense	$3,252	$4,187

Restricted Stock

Under the Plan, we have granted to employees and non-employee directors restricted stock subject to service conditions and to certain key employees restricted stock subject to both service and performance conditions.

As of March 31, 2019, there was approximately $22.0 million of unrecognized compensation cost for restricted stock grants under the Plan, which we expect to recognize over a weighted-average period of 2.8 years. Our two types of restricted stock grants under the Plan are discussed below.

Restricted Stock Subject Only to a Service Condition

We calculate compensation cost for restricted stock grants by using the fair market value of our common stock at the date of grant, the number of shares issued and an adjustment for restrictions on dividends. This compensation cost is amortized on a straight-line basis over the applicable vesting period, with adjustments for forfeitures recorded as they occur.

The following table details the status and changes in our restricted stock grants subject only to a service condition for the three months ended March 31, 2019:

	Shares	Weighted Average Grant Date Fair Value
Non-vested, January 1, 2019	440,073	$ 56.40
Granted	177,416	38.77
Vested	(150,589)	57.03
Forfeited	(21,061)	50.32
Non-vested, March 31, 2019	445,839	$ 49.46

Restricted Stock Subject to Service and Performance Conditions

Under the Plan, certain key employees were provided agreements for grants of restricted shares that vest over multiple year periods subject to achieving annual performance goals established by the Compensation Committee of Westwood's Board of Directors. Each year the Compensation Committee establishes specific goals for that year's vesting of the restricted shares. The date that the Compensation Committee establishes annual goals is considered to be the grant date and the fair value measurement date to determine expense on the shares that are likely to vest. The vesting period ends when the Compensation Committee formally approves the performance-based restricted stock vesting based on the specific performance goals from the Company's audited consolidated financial statements. If a portion of the performance-based restricted shares does not vest, no compensation expense is recognized for that portion and any previously recognized compensation expense related to shares that do not vest is reversed.

In March 2019, the Compensation Committee established fiscal 2019 goals based on various departmental and company-wide performance goals. During the first three months of 2019, we recorded expense related to the applicable percentage of the performance-based restricted shares expected to meet or exceed the performance goals needed to earn the shares.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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The following table details the status and changes in our restricted stock grants subject to service and performance conditions for the three months ended March 31, 2019:

	Shares	Weighted Average Grant Date Fair Value
Non-vested, January 1, 2019	156,293	$ 55.66
Granted	21,186	37.97
Vested	(80,493)	56.09
Forfeited	(19,495)	55.18
Non-vested, March 31, 2019	77,491	$ 50.29

Canadian Plan

The Share Award Plan of Westwood Holdings Group, Inc. for Service Provided in Canada to its Subsidiaries (the "Canadian Plan") provides compensation in the form of common stock for services performed by employees of Westwood International. Under the Canadian Plan, no more than $10 million CDN ($7.5 million in U.S. Dollars using the exchange rate on March 31, 2019) may be funded to the plan trustee for purchases of common stock with respect to awards granted under the Canadian Plan. At March 31, 2019, approximately $2.3 million CDN ($1.7 million in U.S. Dollars using the exchange rate on March 31, 2019) remains available for issuance under the Canadian Plan, or approximately 48,000 shares based on the closing share price of our stock of $35.27 as of March 31, 2019. During the first three months of 2019, the trust formed pursuant to the Canadian Plan purchased in the open market 25,047 Westwood common shares for approximately $980,000. As of March 31, 2019, the trust holds 61,078 shares of Westwood common stock. As of March 31, 2019, unrecognized compensation cost related to restricted stock grants under the Canadian Plan totaled $1.3 million, which we expect to recognize over a weighted-average period of 2.2 years.

Mutual Fund Share Incentive Awards

We grant annually to certain employees mutual fund incentive awards, which are bonus awards based on our mutual funds achieving specific performance goals. Awards granted are notionally credited to a participant account maintained by us that contains a number of mutual fund shares equal to the award amount divided by the net closing value of a fund share on the date the amount is credited to the account. We maintain the award in a corporate investment account until vesting. The investment may increase or decrease based on changes in the value of the mutual fund shares awarded, including reinvested income from the mutual funds during the vesting period. Unvested mutual fund awards are included under "Investments, at fair value" on our Condensed Consolidated Balance Sheets. Awards vest over approximately two years of service following the year in which the participant earned the award. We begin accruing a liability for mutual fund incentive awards when we believe it is probable that the award will be earned and record expense for these awards over the service period of the award, which is three years. During the year in which the amount of the award is determined, we record expense based on the expected value of the award. After the award is earned, we record expense based on the value of the shares awarded and the percentage of the vesting period that has elapsed. Our liability under these awards may increase or decrease based on changes in the value of the mutual fund shares awarded, including reinvested income from the mutual funds during the vesting period. Upon vesting, participants receive the value of the mutual fund share awards adjusted for earnings or losses attributable to the underlying mutual funds. For the three months ended March 31, 2019 and 2018, we recorded expense of approximately $8,000 and $174,000, respectively, related to mutual fund share incentive awards. During the first quarter of 2019, we also recorded a $134,000 credit to mutual fund expense related to the forfeiture of a mutual fund award. As of March 31, 2019 and December 31, 2018, we had an accrued liability of approximately $42,000 and $635,000, respectively, related to mutual fund share incentive awards.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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11. INCOME TAXES

Our effective income tax rate was 73.8% for the first quarter of 2019, compared with 23.9% for the first quarter of 2018. The current quarter rate was negatively impacted by a $638,000 discrete tax expense related to a permanent difference between book and tax restricted stock expense based on a decrease in our stock price between the grant and vesting dates.

Tax Audit

The Company is subject to taxation in the United States and various state and foreign jurisdictions. Our 2015, 2016 and 2017 tax returns are currently under audit in a state jurisdiction in which we operate. It is reasonably possible that the audits may be completed during the next twelve months, and we do not expect the result of the audits to have a material impact on our Consolidated Financial Statements.

12. RELATED PARTY TRANSACTIONS

Some of our directors, executive officers and their affiliates invest personal funds directly in trust accounts that we manage. For the three months ended March 31, 2019 and 2018, we recorded trust fees from these accounts of $78,000 and $95,000, respectively. There was $78,000 and $84,000 due from these accounts as of March 31, 2019 and December 31, 2018, respectively.

The Company engages in transactions with its affiliates in the ordinary course of business. Westwood International and Westwood Management provide investment advisory services to the Westwood Funds®, and Westwood International provides investment advisory services to the UCITS Fund. Certain members of our management serve on the board of directors of the UCITS Fund, and we have capital invested in three of the Westwood Funds®. Under the terms of the investment advisory agreements, the Company earns quarterly fees paid by clients of the fund or by the funds directly. The fees are based on negotiated fee schedules applied to assets under management. These fees are commensurate with market rates. For the three months ended March 31, 2019 and 2018, the Company earned approximately $820,000 and $1.2 million, respectively, in fees from the affiliated funds. These fees do not include fees paid directly to Westwood International by certain clients invested in the UCITS Fund that have an investment management agreement with Westwood International. As of March 31, 2019 and December 31, 2018, $311,000 and $295,000, respectively, of these fees were outstanding and included in “Accounts receivable” on our Condensed Consolidated Balance Sheets.

As discussed in Note 4 “Investments,” the Company made a strategic investment in an equity position of a private company during 2018. We previously entered into a separate agreement with this private company to implement portfolio management and digital solutions products. For the three months ended March 31, 2019 and 2018, we incurred approximately $132,000 and $75,000, respectively, in expenses payable to this company, which are included in “Information technology expenses” on our Condensed Consolidated Statements of Comprehensive Income.

13. LEASES

We have operating leases for corporate offices and for certain office equipment. The lease terms for our corporate offices vary and have remaining lease terms ranging from 1 to 7 years. The corporate office lease payments are fixed and are based upon contractual monthly rates. The majority of our corporate office leases do not include options to extend or terminate the leases, and each lease is re-negotiated before its leasing period ends. We lease office equipment for a period of 2 years.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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The following table presents the components of lease costs, as well as supplemental cash flow information, related to our leases (in thousands):

	Three Months Ended March 31,	
	2019	2018
Operating lease cost	$471	$436
Supplemental cash flow information:		
Cash paid for amounts included in the measurement of lease liabilities:		
Operating cash flows from operating leases	$521	$474
Right-of-use assets obtained in exchange for lease obligations	$—	$254

Operating lease cost is included in “General and administrative” expense on our Condensed Consolidated Statements of Comprehensive Income.

The following table presents information regarding our operating leases (in thousands, except years and rates):

	March 31, 2019	December 31, 2018
Operating lease right-of-use assets	$8,472	$8,698
Operating lease liabilities	$1,538	$1,432
Non-current lease liabilities	$8,949	$9,331
Total lease liabilities	$10,487	$10,763
Weighted-average remaining lease term - (in years)	6.4	6.6
Weighted-average discount rate	5.0 %	5.0 %

The maturities of lease liabilities are as follows (in thousands):

Year Ending December 31,	Operating Leases
2019 (excluding the three months ended March 31, 2019)	$1,572
2020	2,119
2021	2,083
2022	1,717
2023	1,719
2024	1,550
Thereafter	1,852
Total undiscounted lease payments	$12,612
Less discount	(2,125)
Total lease liabilities	$10,487

14. SEGMENT REPORTING

We operate two segments: Advisory and Trust. These segments are managed separately based on the types of products and services offered and their related client bases. The Company’s segment information is prepared on the same basis that management reviews the financial information for operational decision-making purposes. The Company’s chief operating decision maker, our Chief Executive Officer, evaluates the performance of our segments based primarily on fee revenues and Economic Earnings. Westwood Holdings Group, Inc., the parent company of Advisory and Trust, does not have revenues and is the entity in which we record typical holding company expenses including employee compensation and benefits for holding company employees, directors’ fees and investor relations costs. All segment accounting policies are the same as those described in the summary of significant accounting policies. Intersegment balances that eliminate in consolidation have been applied to the appropriate segment.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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Advisory
Our Advisory segment provides investment advisory services to corporate retirement plans, public retirement plans, endowments, foundations, individuals, the Westwood Funds®, and the UCITS Fund, as well as investment subadvisory services to mutual funds and our Trust segment. Westwood Management and Westwood International, which provide investment advisory services to similar clients, are included in our Advisory segment.
Trust
Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals. Westwood Trust is included in our Trust segment.

(in thousands)	Advisory	Trust	Westwood Holdings	Eliminations	Consolidated
Three Months Ended March 31, 2019					
Net fee revenues from external sources	$16,586	$6,539	$—	$—	$ 23,125
Net intersegment revenues	1,016	71	—	(1,087)	—
Net interest and dividend revenue	225	86	—	—	311
Other, net	432	(6)	—	—	426
Total revenues	$18,259	$6,690	$—	$(1,087)	$ 23,862
Economic Earnings	$4,880	$1,253	$(2,017)	$—	$ 4,116
Less: Restricted stock expense					3,252
Intangible amortization					413
Deferred taxes on goodwill					59
Net income					$ 392
Segment assets	$226,362	$62,696	$19,746	$(127,655)	$ 181,149
Segment goodwill	$3,403	$16,401	$—	$—	$ 19,804
Three Months Ended March 31, 2018					
Net fee revenues from external sources	$25,818	$7,609	$—	$—	$ 33,427
Net intersegment revenues	2,037	55	—	(2,092)	—
Net interest and dividend revenue	141	46	—	—	187
Other, net	(43)	(4)	—	—	(47)
Total revenues	$27,953	$7,706	$—	$(2,092)	$ 33,567
Economic Earnings	$13,800	$1,220	$(2,378)	$—	$ 12,642
Less: Restricted stock expense					4,187
Intangible amortization					418
Deferred taxes on goodwill					59
Net income					$ 7,978
Segment assets	$204,343	$60,584	$18,132	$(107,943)	$ 175,116
Segment goodwill	$3,403	$16,401	$—	$—	$ 19,804

We are providing a performance measure that we refer to as Economic Earnings. Our management and the Board of Directors review Economic Earnings to evaluate our ongoing performance, allocate resources and determine our dividend policy. We also believe that this performance measure is useful for management and investors when evaluating our underlying operating and financial performance and our available resources.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
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In calculating Economic Earnings, we add to net income the non-cash expense associated with equity-based compensation awards of restricted stock, amortization of intangible assets and the deferred taxes related to the tax-basis amortization of goodwill. Although depreciation on property and equipment is a non-cash expense, we do not add it back when calculating Economic Earnings because depreciation charges represent a decline in the value of the related assets that will ultimately require replacement.

The following tables provide a reconciliation of Net income to Economic Earnings (in thousands):

	Three Months Ended March 31,	
	2019	2018
Net income	$392	$7,978
Add: Stock-based compensation expense	3,252	4,187
Add: Intangible amortization	413	418
Add: Tax benefit from goodwill amortization	59	59
Economic Earnings	$4,116	$12,642

15. SUBSEQUENT EVENTS

Dividend Declared

In April 2019, Westwood's Board of Directors declared a quarterly cash dividend of $0.72 per common share, payable on July 1, 2019, to stockholders of record on June 7, 2019.

ITEM 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Forward-Looking Statements

Statements in this report and the Annual Report to Stockholders that are not purely historical facts, including, without limitation, statements about our expected future financial position, results of operations or cash flows, as well as other statements including, without limitation, words such as “anticipate,” “believe,” “plan,” “estimate,” “expect,” “intend,” “should, “could,” “goal,” “may,” “target,” “designed,” “on track,” “comfortable with,” “optimistic” and other similar expressions, const forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Actual results and the timing of some events could differ materially from those projected in or contemplated by the forward-looking statements due to a number of factors, including, without limitation, the risks described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC, and those risks set forth below:

- the composition and market value of our assets under management;
- regulations adversely affecting the financial services industry;
- competition in the investment management industry;
- our assets under management includes investments in foreign companies;
- our ability to develop and market new investment strategies successfully;
- our reputation and our relationships with current and potential customers;
- our ability to attract and retain qualified personnel;
- our ability to maintain effective cyber security;
- our ability to perform operational tasks;
- our ability to identify and execute on our strategic initiatives;
- our ability to maintain effective information systems;
- our ability to select and oversee third-party vendors;
- litigation risks;
- our ability to properly address conflicts of interest;
- our ability to maintain adequate insurance coverage;
- our ability to maintain an effective system of internal controls;
- our ability to maintain our fee structure in light of competitive fee pressures;
- our relationships with investment consulting firms; and
- the significant concentration of our revenues in a small number of customers.

You should not unduly rely on these forward-looking statements, which speak only as of the date of this report. We are not obligated and do not undertake an obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances occurring after the date of this report or to reflect the occurrence of unanticipated events or otherwise.

Overview

We manage investment assets and provide services for our clients through our subsidiaries, Westwood Management Corp. and Westwood Advisors, L.L.C. (each of which is an SEC-registered investment advisor and referred to hereinafter together as “Westwood Management”), Westwood International Advisors Inc. (“Westwood International”) and Westwood Trust. Westwood Management provides investment advisory services to institutional investors, a family of mutual funds called the Westwood Funds®, other mutual funds, an Irish investment company authorized pursuant to the European Communities (Undertakings for Collective Investment in Transferable Securities) Regulation 2011 (as amended) (the “UCITS Fund”), individuals and clients of Westwood Trust. Westwood International provides investment advisory services to institutional clients, the Westwood Funds®, other mutual funds, the UCITS Fund and clients of Westwood Trust. Westwood Trust provides trust and custodial services and participation in common trust funds to institutions and high net worth individuals. Our revenues are generally derived from fees based on a percentage of assets under management.

Divestiture of our Omaha Operations

On September 6, 2017, we entered into an agreement to sell the Omaha-based component of our Wealth Management business. The sale closed on January 12, 2018. We received proceeds of $10.0 million, net of working capital requirements, and recorded a gain on the sale of $524,000, which is included as “Gain on sale of operations” on our Consolidated Statement of Comprehensive Income. The component is reported within both our Advisory and Trust segments. The sale did not represent a major strategic shift in our business and did not qualify for discontinued operations reporting.

Revenues

We derive our revenues from investment advisory fees, trust fees and other revenues. Our advisory fees are generated by Westwood Management and Westwood International, which manage client accounts under investment advisory and subadvisory agreements. Advisory fees are typically calculated based on a percentage of assets under management and are paid in accordance with the terms of the agreements. Advisory fees are paid quarterly in advance based on assets under management on the last day of the preceding quarter, quarterly in arrears based on assets under management on the last day of the quarter just ended or are based on a daily or monthly analysis of assets under management for the stated period. We recognize advisory fee revenues as services are rendered. A limited number of our clients have a contractual performance-based fee component in their contracts, which generates additional revenues if we outperform a specified index over a specific period of time. We record revenues from performance-based fees at the end of the measurement period. Since our advance paying clients' billing periods coincide with the calendar quarter to which such payments relate, revenue is recognized within the quarter, and our Condensed Consolidated Financial Statements contain no deferred advisory fee revenues.

Our trust fees are generated by Westwood Trust pursuant to trust or custodial agreements. Trust fees are separately negotiated with each client and are generally based on a percentage of assets under management. Westwood Trust also provides trust services to a small number of clients on a fixed fee basis. Trust fees are primarily either calculated quarterly in arrears based on a daily average of assets under management for the quarter. Since billing periods for most of Westwood Trust’s clients coincide with the calendar quarter or monthly based on the month-end assets under management. Since billing periods for most of Westwood Trust's clients coincide with the calendar quarter, revenue is fully recognized within the quarter, and our Condensed Consolidated Financial Statements do not contain a significant amount of deferred trust fee revenues.

Our other revenues generally consist of interest and investment income. Although we generally invest most of our cash in U.S. Treasury securities, we also invest in equity and fixed income instruments and money market funds, including seed money for new investment strategies.

Employee Compensation and Benefits

Employee compensation and benefits expenses generally consist of salaries, incentive compensation, equity-based compensation and benefits.

Sales and Marketing

Sales and marketing expenses relate to our marketing efforts, including travel and entertainment, direct marketing and advertising costs.

Westwood Mutual Funds

Westwood Mutual Funds expenses relate to our marketing, distribution and administration of the Westwood Funds®.

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Information Technology
Information technology expenses are generally costs associated with proprietary investment research tools, maintenance and support, computing hardware, software licenses, telecommunications and other related costs.
Professional Services
Professional services expenses generally consist of costs associated with subadvisory fees, audit, tax, legal and other professional services.
General and Administrative
General and administrative expenses generally consist of costs associated with the lease of our office space, amortization, depreciation, insurance, custody expense, Board of Directors' fees, investor relations, licenses and fees, office supplies and other miscellaneous expenses.
Gain (Loss) on Foreign Currency Transactions
Gain (loss) on foreign currency transactions consists of foreign currency transactions primarily related to Westwood International Advisors.
Gain on Sale of Operations
Gain on sale of operations includes the gain on the sale of our Omaha-based component of our Wealth Management business.

Assets Under Management

Assets under management ("AUM") decreased $5.8 billion to $16.8 billion at March 31, 2019 compared with $22.6 billion at March 31, 2018. The average of beginning and ending assets under management for the first quarter of 2019 was $16.7 billion compared to $23.4 billion for the first quarter of 2018. These decreases are due to net outflows, including $629 million of outflows related to the sale of the Omaha-based component of our Wealth Management business, partially offset by market appreciation, over the last twelve months.

The following table displays assets under management as of March 31, 2019 and 2018:

	As of March 31,		% Change March 31, 2019 vs. March 31, 2018
	2019	2018	
	(in millions)		
Institutional(1)	$9,235	$13,377	(31)%
Wealth Management(2)	4,368	5,001	(13)
Mutual Funds(3)	3,168	4,244	(25)
Total Assets Under Management(4)	$16,771	$22,622	(26)%

(1) Institutional includes (i) separate accounts of corporate pension and profit sharing plans, public employee retirement funds, Taft-Hartley plans, endowments, foundations and individuals; (ii) subadvisory relationships where Westwood provides investment management services for funds offered by other financial institutions; (iii) pooled investment vehicles, including the UCITS Fund and collective investment trusts; and (iv) managed account relationships with brokerage firms and other registered investment advisors that offer Westwood products to their customers.

(2) Wealth Management includes assets for which Westwood Trust provides trust and custodial services and participation in common trust funds that it sponsors to institutions and high net worth individuals pursuant to trust or agency agreements and assets for which Westwood Advisors, L.L.C. provided advisory services to high net worth individuals. Investment subadvisory services are provided for the common trust funds by Westwood Management, Westwood International Advisors and external unaffiliated subadvisors. For certain assets in this category Westwood Trust currently provides limited custody services for a minimal or no fee, viewing these assets as potentially converting to fee-generating managed assets in the future. As an example, some assets in this category consist of low-basis stock currently held in custody for clients where we believe such assets may convert to fee-generating managed assets following an intergenerational transfer of wealth.

(3) Mutual Funds include the Westwood Funds®, a family of mutual funds for which Westwood Management serves as advisor. These funds are available to individual investors, as well as offered as part of our investment strategies for institutional and private wealth accounts.

(4) AUM excludes $264 million and $250 million of assets under advisement ("AUA") as of March 31, 2019 and 2018, respectively, related to our model portfolios for which we provided consulting advice but for which we did not have direct discretionary investment authority.

Roll-Forward of Assets Under Management

	Three Months Ended March 31,	
(in millions)	2019	2018
Institutional		
Beginning of period assets	$9,327	$14,421
Inflows	254	393
Outflows	(1,202)	(1,389)
Net flows	(948)	(996)
Market appreciation (depreciation)	856	(48)
Net change	(92)	(1,044)
End of period assets	$9,235	$13,377
Wealth Management		
Beginning of period assets	$4,043	$5,566
Inflows	101	65
Outflows[(1)]	(117)	(584)
Net flows	(16)	(519)
Market appreciation (depreciation)	341	(46)
Net change	325	(565)
End of period assets	$4,368	$5,001
Mutual Funds		
Beginning of period assets	$3,236	$4,242
Inflows	165	343
Outflows	(526)	(285)
Net flows	(361)	58
Market appreciation (depreciation)	293	(56)
Net change	(68)	2
End of period assets	$3,168	$4,244
Total AUM		
Beginning of period assets	$16,606	$24,229
Inflows	520	801
Outflows	(1,845)	(2,258)
Net flows	(1,325)	(1,457)
Market appreciation (depreciation)	1,490	(150)
Net change	165	(1,607)
End of period assets	$16,771	$22,622

(1) Wealth Management outflows include approximately $453 million of assets related to the sale of the Omaha-based component of our Wealth Management business for the three months ended March 31, 2018.

Three months ended March 31, 2019 and 2018
The $165 million increase in assets under management for the three months ended March 31, 2019 was due to market appreciation of $1.5 billion, offset by net outflows of $1.3 billion. Net outflows were primarily related to our Emerging Markets and Income Opportunity strategies, partially offset by net inflows to our SmallCap Value strategy. The $1.6 billion decrease in assets under management for the three months ended March 31, 2018 was due to market depreciation of $150 million and net outflows of $1.5 billion. Net outflows were primarily related to our Emerging

Markets and LargeCap Value strategies and the divestiture of our Omaha operations, partially offset by net inflows to our SmallCap Value strategy.

Results of Operations

The following table (dollars in thousands) and discussion of our results of operations are based upon data derived from the condensed consolidated statements of comprehensive income contained in our condensed consolidated financial statements and should be read in conjunction with those statements included elsewhere in this report.

	Three Months Ended March 31,		% Change March 31, 2019 vs. March 31, 2018
	2019	2018	
Revenues:			
Advisory fees: asset-based	$16,406	$24,483	(33)%
Advisory fees: performance-based	180	1,335	(87)
Trust fees	6,539	7,609	(14)
Other revenues	737	140	NM
Total revenues	23,862	33,567	(29)
Expenses:			
Employee compensation and benefits	14,610	17,759	(18)
Sales and marketing	530	443	20
Westwood mutual funds	846	985	(14)
Information technology	1,977	2,038	(3)
Professional services	1,149	1,028	12
General and administrative	2,434	2,414	1
(Gain) loss on foreign currency transactions	820	(1,063)	NM
Total expenses	22,366	23,604	(5)
Net operating income	1,496	9,963	(85)
Gain on sale of operations	—	524	NM
Income before income taxes	1,496	10,487	(86)
Provision for income taxes	1,104	2,509	(56)
Net income	$392	$7,978	(95)%

NM Not meaningful

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Three months ended March 31, 2019 compared to three months ended March 31, 2018

Total Revenues. Total revenues decreased $9.7 million, or 29%, to $23.9 million for the three months ended March 31, 2019 compared with $33.6 million for the three months ended March 31, 2018. Asset-based advisory fees decreased $8.1 million, or 33%, and Trust fees decreased $1.1 million, or 14%, both primarily due to lower average assets under management. Performance-based fees decreased $1.1 million, or 86.5%, to $0.2 million for the three months ended March 31, 2019 compared with $1.3 million for the three months ended March 31, 2018.

Employee Compensation and Benefits. Employee compensation and benefits decreased $3.2 million, or 18%, to $14.6 million for the three months ended March 31, 2019 compared with $17.8 million for the three months ended March 31, 2018. The decrease was due to reductions in compensation relating to short- and long-term incentive compensation as a result of lower asset-based revenues as compared to the prior year quarter.

(Gain) loss on foreign currency transactions. We recorded $820,000 foreign currency losses in the current quarter as a result of a 2.2% decrease in the Canadian dollar exchange rate.

Provision for Income Taxes. The effective tax rate increased to 73.8% for the three months ended March 31, 2019 from 23.9% for the three months ended March 31, 2018. The current quarter rate was negatively impacted by a $638,000 discrete tax expense related to a permanent difference between book and tax restricted stock expense based on a decrease in our stock price between the grant and vesting dates.

Supplemental Financial Information

As supplemental information, we provide a non-U.S. generally accepted accounting principles (“non-GAAP”) performance measure that we refer to as Economic Earnings. We provide this measure in addition to, but not as a substitute for, net income reported on a U.S. generally accepted accounting principles (“GAAP”) basis. Our management and Board of Directors review Economic Earnings to evaluate our ongoing performance, allocate resources and review the dividend policy. We believe that this non-GAAP performance measure, while not a substitute for GAAP net income, is useful for management and investors when evaluating our underlying operating and financial performance and our available resources. We do not advocate that investors consider this non-GAAP measure without also considering financial information prepared in accordance with GAAP.

In calculating Economic Earnings, we add back to net income the non-cash expense associated with equity-based compensation awards of restricted stock, amortization of intangible assets and deferred taxes related to the tax-basis amortization of goodwill. Although depreciation on property and equipment is a non-cash expense, we do not add it back when calculating Economic Earnings because depreciation charges represent a decline in the value of the related assets that will ultimately require replacement.

The following tables provide a reconciliation of Net income to Economic Earnings (in thousands, except share and per share amounts):

	Three Months Ended March 31,		% Change
	2019	2018	
Net income	$392	$ 7,978	(95)%
Add: Stock-based compensation expense	3,252	4,187	(22)
Add: Intangible amortization	413	418	(1)
Add: Tax benefit from goodwill amortization	59	59	—
Economic Earnings	$4,116	$ 12,642	(67)%
Diluted weighted average shares outstanding	8,455,386	8,539,545	
Economic Earnings per share	$0.49	$ 1.48	

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Liquidity and Capital Resources

We fund our operations and cash requirements with cash generated from operating activities. We may also use cash from operations to pay dividends to our stockholders. As of March 31, 2019 and December 31, 2018, we had no debt. The changes in net cash provided by operating activities generally reflect the changes in earnings plus the effects of non-cash items and changes in working capital, including liquidation of investments used to cover current liabilities. Changes in working capital, especially accounts receivable and accounts payable, are generally the result of timing differences between collection of fees billed and payment of operating expenses.

During the three months ended March 31, 2019, cash flow provided by operating activities was $10.6 million, which included $16.5 million liquidation of current investments partially offset by a $12.3 million decrease in compensation and benefits payables. Cash flow used in investing activities of $321,000 during the three months ended March 31, 2019 was primarily related to our investment in a private investment fund, while the prior year quarter experienced cash flow provided by investing activities as a result of the sale of the Omaha-based component of our wealth management business. Cash flow used in financing activities of $11.1 million for the three months ended March 31, 2019 reflected the payment of dividends, purchases of restricted stock returned for payment of taxes and purchases of treasury shares for our Canadian share award plan.

We had cash and short-term investments of $102.0 million as of March 31, 2019 and $118.2 million as of December 31, 2018. Cash and cash equivalents as of March 31, 2019 and December 31, 2018 included approximately $33.0 million of undistributed income from Westwood International. If these funds were needed for our U.S. operations, we would be required to accrue and pay a 5% incremental Canadian withholding taxes to repatriate all or a portion of these funds. Our current intention is to permanently reinvest the funds subject to withholding taxes outside of the U.S., and our current forecasts do not demonstrate a need to repatriate them to fund our U.S. operations. At March 31, 2019 and December 31, 2018, working capital aggregated $106.7 million and $112.6 million, respectively.

Westwood Trust must maintain cash and investments in an amount equal to the minimum restricted capital of $4.0 million, as required by the Texas Finance Code. Restricted capital is included in Investments in the accompanying Condensed Consolidated Balance Sheets. At March 31, 2019, Westwood Trust had approximately $17.3 million in excess of its minimum capital requirement.

Our future liquidity and capital requirements will depend upon numerous factors, including our results of operations, the timing and magnitude of capital expenditures or strategic initiatives, our dividend policy and other business and risk factors described under “Risk Factors” in our Annual Report on Form 10-K for the year ended December 31, 2018, filed with the SEC. We believe that current cash and short-term investment balances plus cash generated from operations will be sufficient to meet both the operating and capital requirements of our ordinary business operations through at least the next twelve months. However, there can be no assurance that we will not require additional financing within this time frame. The failure to raise needed capital on attractive terms, if at all, could have a material adverse effect on our business, financial condition and results of operations.

Contractual Obligations

As of March 31, 2019, there have been no material changes outside of the ordinary course of business to our contractual obligations since December 31, 2018. For information regarding our contractual obligations, refer to “Contractual Obligations” in Part II, Item 7. “Management's Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Critical and Significant Accounting Policies and Estimates

Effective January 1, 2019, we adopted ASU 2016-02, Leases. Refer to Note 2 “Summary of Significant Accounting Policies” and Note 13 “Leases” in our Condensed Consolidated Financial Statements included in Part I, Item 1. “Financial Statements” of this Quarterly Report on Form 10-Q for a detailed description of the adoption of ASU 2016-02.

There have been no other significant changes in our critical or significant accounting policies and estimates since December 31, 2018. Information with respect to our critical accounting policies and estimates that we believe could have the most significant effect on our reported consolidated results and require difficult, subjective or complex judgment by management is described under “Critical Accounting Policies and Estimates” in Part II, Item 7. “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018.

Accounting Developments

Refer to Note 2 “Summary of Significant Accounting Policies” in our Condensed Consolidated Financial Statements included in Part I, Item 1. “Financial Statements” of this Quarterly Report on Form 10-Q for a description of recently issued accounting guidance.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no significant changes in our Quantitative and Qualitative Disclosures about Market Risk from those previously reported in our Annual Report on Form 10-K for the year ended December 31, 2018.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports we file or submit under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), (1) is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and (2) is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, to allow timely decisions regarding required disclosure. An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Exchange Act) as of the end of the period covered by this report. Based on this evaluation, our management, including our Chief Executive Officer and our Chief Financial Officer, concluded that, as of the end of the period covered by this report, our disclosure controls and procedures were effective to ensure that information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms and is accumulated and communicated to management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Controls over Financial Reporting

During the quarter ended March 31, 2019, we implemented the necessary internal controls to ensure we adequately evaluate our contracts for the identification of leases and properly assess the discount rates used to value leases under Accounting Standards Update 2016-02, Leases. There were no other changes in our internal controls over financial reporting (as defined in Rule 13a-15(f) under the Exchange Act) that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

None.

ITEM 1A. RISK FACTORS

We face a number of significant risks and uncertainties in our business, including those detailed under “Risk Factors” in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and summarized in this report under “Management’s Discussion and Analysis of Financial Condition and Results of Operations.” These risks and uncertainties may affect our current position and future prospects and should be considered carefully in evaluating us, including making an investment in our common stock.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

The following table displays information with respect to the treasury shares we purchased during the three months ended March 31, 2019:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number (or approximate dollar value) of shares that may yet be purchased under the plans or programs (1)
Repurchase program (1)	—	$ —	—	$ 5,366,000
Canadian Plan (2)	—	$ —	—	CDN $ 2,259,000
Employee transactions (3)	—	$ —	—	—
Feb 1-28, 2019	43,855	$ 39.06	—	—
March 1-31, 2019	18,181	$ 39.96	—	—

(1) On July 20, 2012, our Board of Directors authorized management to repurchase up to $10.0 million of our outstanding common stock on the open market or in privately negotiated transactions. In July 2016, Westwood's Board of Directors authorized an additional $5.0 million of repurchases under the share repurchase program. The share repurchase program has no expiration date and may be discontinued at any time by the Board of Directors.

(2) On April 18, 2013, our stockholders approved the Share Award Plan of Westwood Holdings Group, Inc. for Service Provided in Canada to its Subsidiaries (the “Canadian Plan”), which contemplates a trustee purchasing up to $10.0 million CDN of our outstanding common stock on the open market for the purpose of making share awards to our Canadian employees. The Canadian Plan has no expiration date and may be discontinued at any time by the Board of Directors.

(3) Consists of shares of common stock tendered by an employee at the market close price on the date of vesting in order to satisfy the employee’s minimum tax withholding obligations from vested restricted shares. We anticipate having additional shares tendered in subsequent periods for the same purpose.

ITEM 6. EXHIBITS

31.1*	Certification of Chief Executive Officer Pursuant to Securities Exchange Act Rule 13a-14(a)
31.2*	Certification of Chief Financial Officer Pursuant to Securities Exchange Act Rule 13a-14(a)
32.1**	Certification of Chief Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2**	Certification of Chief Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS*	XBRL Instance Document
101.SCH*	XBRL Taxonomy Extension Schema Document
101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.
** Furnished herewith.

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 thereunto duly authorized.

Dated: April 24, 2019 WESTWOOD HOLDINGS GROUP, INC.

By: /s/ Brian O. Casey
Brian O. Casey
President and Chief Executive Officer

By: /s/ Murray Forbes III
Murray Forbes III
Chief Financial Officer and Treasurer

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