WESTWOOD HOLDINGS GROUP INC
Form 10-Q
April 26, 2017

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

FORM 10-Q

x Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the quarterly period ended March 31, 2017
OR
¨ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934
For the transition period from to .
Commission file number 1-31234

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

DELAWARE	75-2969997
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
200 CRESCENT COURT, SUITE 1200 DALLAS, TEXAS	75201
(Address of principal executive office)	(Zip Code)

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

(Former name, former address and former fiscal year, if changed since last report)
Indicate by check mark whether the registrant (1) has 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 whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See definition of “large accelerated filer”, “accelerated filer” and “ smaller reporting company”, and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer ¨	Accelerated filer	x
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company	¨
	Emerging growth company	¨

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised accounting standards provided ¨

pursuant to Section 13(a) of the Exchange Act.
Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes ¨ No x
Shares of common stock, par value $0.01 per share, outstanding as of April 14, 2017: 8,888,656.

WESTWOOD HOLDINGS GROUP, INC.
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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except par value and share amounts)
(Unaudited)

	March 31, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$30,626	$33,679
Accounts receivable	25,208	23,429
Investments, at fair value	44,786	56,485
Other current assets	2,386	2,364
Total current assets	103,006	115,957
Goodwill	27,144	27,144
Deferred income taxes	10,860	10,903
Intangible assets, net	20,904	21,394
Property and equipment, net of accumulated depreciation of $4,834 and $4,590	4,190	4,280
Total assets	$166,104	$179,678
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	$2,482	$2,641
Dividends payable	6,328	6,679
Compensation and benefits payable	5,260	17,200
Income taxes payable	4,007	3,148
Total current liabilities	18,077	29,668
Accrued dividends	1,030	1,767
Deferred rent	2,161	2,174
Total liabilities	21,268	33,609
Commitments and contingencies (Note 12)		
Stockholders' Equity:		
Common stock, $0.01 par value, authorized 25,000,000 shares, issued 9,989,598 and outstanding 8,888,656 shares at March 31, 2017; issued 9,801,938 and outstanding 8,810,375 shares at December 31, 2016	100	98
Additional paid-in capital	167,928	162,730
Treasury stock, at cost - 1,100,942 shares at March 31, 2017; 991,563 shares at December 31, 2016	(50,868)	(44,353)
Accumulated other comprehensive loss	(4,080)	(4,287)
Retained earnings	31,756	31,881
Total stockholders' equity	144,836	146,069
Total liabilities and stockholders' equity	$166,104	$179,678

See notes to condensed consolidated financial statements.

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WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(In thousands, except per share data and share amounts)
(Unaudited)

	Three Months Ended March 31,	
	2017	2016
REVENUES:		
Advisory fees:		
Asset-based	$23,789	$21,815
Performance-based	386	—
Trust fees	7,795	7,465
Other, net	653	(151)
Total revenues	32,623	29,129
EXPENSES:		
Employee compensation and benefits	17,717	16,494
Sales and marketing	477	328
Westwood mutual funds	863	696
Information technology	1,756	1,964
Professional services	1,496	1,646
General and administrative	2,544	2,355
Total expenses	24,853	23,483
Income before income taxes	7,770	5,646
Provision for income taxes	1,706	2,124
Net income	$6,064	$3,522
Other comprehensive income:		
Foreign currency translation adjustments	207	1,303
Total comprehensive income	$6,271	$4,825
Earnings per share:		
Basic	$0.75	$0.45
Diluted	$0.73	$0.44
Weighted average shares outstanding:		
Basic	8,065,825	7,862,449
Diluted	8,311,382	8,047,084
Cash dividends declared per share	$0.62	$0.57

See notes to condensed consolidated financial statements.

WESTWOOD HOLDINGS GROUP, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY
For the Three Months Ended March 31, 2017
(In thousands, except share amounts)
(Unaudited)

	Common Stock, Par		Additional Paid-In Capital	Treasury Stock	Accumulated Other Comprehensive Income (Loss)	Retained Earnings	Total
	Shares	Amount					
BALANCE, December 31, 2016	8,810,375	$ 98	$162,730	$(44,353)	$ (4,287)	$31,881	$146,069
Cumulative effect of accounting change	—	—	711	—	—	(711)	—
Net income	—	—	—	—	—	6,064	6,064
Other comprehensive income	—	—	—	—	207	—	207
Issuance of restricted stock, net of forfeitures	187,660	2	(2)	—	—	—	—
Dividends declared	—	—	—	—	—	(5,478)	(5,478)
Stock based compensation expense	—	—	3,897	—	—	—	3,897
Reclassification of compensation liability to be paid in shares	—	—	592	—	—	—	592
Purchases of treasury stock	(23,822)	—	—	(1,326)	—	—	(1,326)
Restricted stock returned for payment of taxes	(85,557)	—	—	(5,189)	—	—	(5,189)
BALANCE, March 31, 2017	8,888,656	$ 100	$167,928	$(50,868)	$ (4,080)	$31,756	$144,836

See notes to condensed consolidated financial statements.

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

	Three Months Ended March 31,	
	2017	2016
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net income	$6,064	$3,522
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	240	258
Amortization of intangible assets	490	490
Unrealized gains on trading investments	(303)	(248)
Stock based compensation expense	3,897	4,003
Deferred income taxes	26	(109)
Excess tax benefits from stock based compensation	—	(165)
Other	(7)	288
Change in operating assets and liabilities:		
Net sales of investments - trading securities	12,002	27,813
Accounts receivable	(1,721)	(5,675)
Other current assets	(18)	675
Accounts payable and accrued liabilities	(161)	374
Compensation and benefits payable	(11,394)	(15,749)
Income taxes payable	859	1,666
Other liabilities	(33)	82
Net cash provided by operating activities	9,941	17,225
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of property and equipment	(150)	(378)
Net cash used in investing activities	(150)	(378)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Purchases of treasury stock	—	(4,411)
Purchase of treasury stock under employee stock plans	(1,326)	(614)
Restricted stock returned for payment of taxes	(5,189)	(3,696)
Excess tax benefits from stock based compensation	—	165
Cash dividends paid	(6,564)	(5,724)
Net cash used in financing activities	(13,079)	(14,280)
Effect of currency rate changes on cash	235	1,118
Net Change in Cash and Cash Equivalents	(3,053)	3,685
Cash and cash equivalents, beginning of period	33,679	22,740
Cash and cash equivalents, end of period	$30,626	$26,425
Supplemental cash flow information:		
Cash paid during the period for income taxes	$828	$541
Accrued dividends	$7,358	$6,714
Accrued purchase of property and equipment	$—	$832
Tenant allowance included in property and equipment	$—	$1,128

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, LLC (together “Westwood Management”), Westwood Trust (“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.

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”).

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, 2016. Operating results for the periods in these condensed consolidated financial statements are not necessarily indicative of the 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.

Recent Accounting Pronouncements

Recently Adopted

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update (ASU) 2016-09, Compensation - Stock Compensation: Improvements to Employee Share-Based Payment Accounting. The purpose of the amendment is to simplify the accounting for share-based payment transactions, and includes changes to the accounting for the classification of awards as either equity or liabilities, classification of certain share-based payment items on the statement of cash flows, the accounting for forfeitures and certain income tax consequences. The amendment is effective for annual periods beginning after December 15, 2016, and interim periods within those annual periods. Amendments related to the presentation of employee taxes paid on the statement of cash flows should be applied retrospectively. The amendment related to forfeitures, where an entity may account for forfeitures as they occur, should be applied retrospectively by means of a cumulative-effect adjustment to equity at the beginning of the period in which the guidance is adopted. Amendments requiring recognition of excess tax benefits and tax deficiencies in the income statement and the practical expedient for estimating expected term should be applied prospectively. An entity may elect to apply the amendments related to the presentation of tax benefits on the statement of cash flows using either a prospective or retrospective transition method.

We adopted ASU 2016-09 effective January 1, 2017. The following summarizes the effects of the adoption on our condensed consolidated financial statements:

Income taxes - Upon adoption, all excess tax benefits and tax deficiencies, including tax benefits of dividends on share-based payment awards, are recognized as income tax expense or benefit in the consolidated statement of comprehensive income. The tax effects of exercised or vested awards are treated as discrete items in the reporting period in which they occur. As a result, the Company recognized discrete adjustments to income tax expense for the three months ended March 31, 2017 of $1.0 million related to excess tax benefits, decreasing our first quarter 2017 effective tax rate to 22.0%. Without the adjustment, our effective tax rate would have been 34.2%. The Company did not have any unrecognized excess tax benefits as of December 31, 2016, and therefore there was no cumulative-effect adjustment to retained earnings related to income taxes. The Company adopted the amendments related to the recognition of excess tax benefits and tax shortfalls prospectively, with no adjustments made to prior periods.

Forfeitures - Prior to adoption, stock-based compensation expense was recognized on a straight-line basis, net of estimated forfeitures, such that expense was recognized for stock-based awards that were expected to vest. A forfeiture rate was estimated annually and revised, if necessary, in subsequent periods if actual forfeitures differed from initial estimates. Upon adoption, the Company no longer applies an estimated forfeiture rate and instead accounts for forfeitures as they occur. The Company applied the modified retrospective adoption approach, resulting in a $711,000 cumulative-effect reduction to "Retained earnings" with the offset to "Additional paid-in-capital" on January 1, 2017.

Statements of Cash Flows - The Company historically accounted for excess tax benefits on the consolidated statements of cash flows as a financing activity. Upon adoption of this standard, excess tax benefits are classified along with other income tax cash flows as an operating activity. The change in cash flow classification associated with excess tax benefits was adopted prospectively, resulting in the classification of the $1.0 million excess tax benefit as an operating activity during the three months ended March 31, 2017. No change in classification was necessary for the presentation of restricted stock returned for payment of taxes, as the Company has historically presented such payments as a financing activity. The Company adopted this portion of the standard on a prospective basis, with no adjustments made to prior periods.

Earnings Per Share - The Company uses the treasury stock method to compute diluted earnings per share, unless the effect would be anti-dilutive. Under the new standard, the Company is no longer required to estimate the tax effect of anticipated windfall benefits or shortfalls when projecting proceeds available for share repurchases in calculating dilutive shares. The Company utilized the modified retrospective adoption approach, with no adjustments made to prior periods.

Not Yet Adopted

In January 2017, the FASB issued ASU 2017-04, Intangibles - Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. The amendment eliminates step two from the goodwill impairment test in order to simplify the subsequent measurement of goodwill. Under step two, an entity had to perform procedures to determine the fair value of its assets and liabilities at the impairment testing date following procedures required to determine the fair value of assets acquired and liabilities assumed in a business combination. Under ASU 2017-04, an entity should perform its annual, or interim, goodwill impairment test by comparing the fair value of a reporting unit with its carrying amount and should recognize an impairment charge for the amount by which the carrying amount exceeds the reporting unit's fair value. The amendment is effective, on a prospective basis, for annual or interim periods beginning after December 15, 2019, with early adoption permitted. We do not expect the amendment to have a material impact on our Consolidated Financial Statements and expect to adopt the standard within the required time frame.

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

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 20,000 and 94,000 anti-dilutive restricted shares for the three months ended March 31, 2017 and 2016, 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,	
	2017	2016
Net income	$6,064	$ 3,522
Weighted average shares outstanding - basic	8,065,825	7,862,449
Dilutive potential shares from unvested restricted shares	245,557	102,217
Dilutive potential shares from contingent consideration	—	82,418
Weighted average shares outstanding - diluted	8,311,382	8,047,084
Earnings per share:		
Basic	$0.75	$ 0.45
Diluted	$0.73	$ 0.44

4. INVESTMENTS

Investment balances are presented in the table below (in thousands). All investments are carried at fair value and are accounted for as trading securities.

	Cost	Gross Unrealized Gains	Gross Unrealized Losses	Estimated Market Value
March 31, 2017:				
U.S. Government and Government agency obligations	$21,627	$ 19	$ (22)	$ 21,624
Money market funds	10,333	—	—	10,333
Equity funds	12,497	373	(41)	12,829
Marketable securities	$44,457	$ 392	$ (63)	$ 44,786
December 31, 2016:				
U.S. Government and Government agency obligations	$30,275	$ —	$ (2)	$ 30,273
Money market funds	14,127	—	—	14,127
Equity funds	12,057	204	(176)	12,085
Marketable securities	$56,459	$ 204	$ (178)	$ 56,485

As of March 31, 2017 and December 31, 2016, $11.5 million and $11.0 million in corporate funds, respectively, were invested in Westwood Funds®, Westwood Common Trust Funds and Westwood Investment Funds PLC (the "UCITS Fund"). See Note 8 “Variable Interest Entities”.

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

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, 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, 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.
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

The following table summarizes the values of our assets and liabilities as of the dates indicated within the fair value hierarchy (in thousands):

	Level 1	Level 2	Level 3	Investments Measured at NAV (1)	Total
As of March 31, 2017:					
Investments in trading securities	$41,461	$ —	$ —	$ 3,325	$44,786
Total financial instruments	$41,461	$ —	$ —	$ 3,325	$44,786
As of December 31, 2016:					
Investments in trading securities	$53,319	$ —	$ —	$ 3,166	$56,485
Total financial instruments	$53,319	$ —	$ —	$ 3,166	$56,485

(1) Comprised of certain investments measured at fair value using net asset value ("NAV") as a practical expedient. These investments were recategorized and are no longer included within Level 2 of the valuation hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented on our 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 2016 and determined that no impairment loss was required. No impairments on goodwill were recorded during the three months ended March 31, 2017 or 2016.
Other Intangible Assets
Our intangible assets represent the acquisition date fair value of acquired client relationships, trade names and 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, 2017 or 2016.

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

7. STOCKHOLDERS' EQUITY

Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss were as follows (in thousands):

	As of March 31, 2017	As of December 31, 2016
Foreign currency translation adjustment	$(4,080)	$ (4,287)
Accumulated other comprehensive loss	$(4,080)	$ (4,287)

8. VARIABLE INTEREST ENTITIES

We have evaluated all of our advisory relationships with the UCITS Fund, the Westwood Funds®, limited liability companies ("LLCs") and our relationship as sponsor of the Common Trust Funds ("CTFs") 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 limited liability companies and CTFs 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 entity's Board of Directors and can influence the entity's management and affairs. Although we have related parties on the UCITS Fund board of directors, the shareholders have rights to remove the current directors with a simple majority vote, so we determined the UCITS Fund is not a VIE. As the Company and its representatives do not have representation on the Westwood Funds'® independent board of directors, which directs the activities that most significantly impact the entity's economic performance, we determined that the Westwood Funds® were not VIEs. Therefore, the UCITS Fund and the Westwood Funds® should be analyzed under the VOE consolidation method. Based on our analysis of our seed investments in these entities for the periods ending March 31, 2017 and December 31, 2016, we have not consolidated the limited liability companies or CTFs under the VIE method or the UCITS Fund or the Westwood Funds® under the VOE method, and therefore the results of these entities are not included in the Company’s consolidated financial results.

In May 2015, the Company provided seed investments of $5.4 million for two new Westwood mutual funds. In both December 2015 and January 2014, the Company provided seed investments of $2.0 million to two common trust funds. In October 2014, the Company provided a seed investment of €1.6 million, or $2.0 million at the then prevailing exchange rate, to the UCITS Fund. These seed investments were provided for the sole purpose of showing the economic substance needed to establish the funds or sub-funds. The Company's seed investments in these funds are included in “Investments, at fair value” on our condensed consolidated balance sheet at March 31, 2017.

Otherwise, we have not provided any financial support we were 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 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 $12.8 million and $13.0 million for the three months ended March 31, 2017 and 2016, respectively.

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

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

	As of March 31, 2017		
	Assets Under Management	Corporate Investment	Amount at Risk
VIEs/VOEs:			
Westwood Funds®	$3,963	$ 6	$ 6
Common Trust Funds	2,621	3	3
LLCs	108	—	—
UCITS Fund	564	2	2
All other assets:			
Private Wealth	2,945		
Institutional	11,872		
Total AUM	$22,073		

9. LONG-TERM INCENTIVE COMPENSATION

Restricted Stock Awards

We have issued restricted shares to our employees and non-employee directors. The Third Amended and Restated Westwood Holdings Group, Inc. Stock Incentive Plan, as amended (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 4,398,100 shares. At March 31, 2017, approximately 172,000 shares remain available for issuance under the Plan.

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,	
	2017	2016
Service condition stock-based compensation expense	$2,629	$2,550
Performance condition stock-based compensation expense	1,123	1,243
Stock-based compensation expense under the Plan	3,752	3,793
Canadian EB Plan stock-based compensation expense	145	210
Total stock-based compensation expense	$3,897	$4,003

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, 2017, there was approximately $34.4 million of unrecognized compensation cost for restricted stock grants under the Plan, which we expect to recognize over a weighted-average period of 2.6 years. Our two types of restricted stock grants under the Plan are discussed below.

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

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. As discussed in Note 2 "Summary of Significant Accounting Policies," the Company made an accounting policy election to account for forfeitures as they occur upon the adoption of ASU 2016-09 on January 1, 2017.

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, 2017:

	Shares	Weighted Average Grant Date Fair Value
Non-vested, January 1, 2017	607,501	$ 54.67
Granted	131,569	61.56
Vested	(168,324)	57.23
Forfeited	(12,955)	55.78
Non-vested, March 31, 2017	557,791	$ 55.50

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 a specific goal for that year’s vesting of the restricted shares. For 2017, the goal is based on Income before income tax from our audited consolidated statement of comprehensive income for fiscal 2017. The date that the Compensation Committee establishes the annual goal 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 Income before income tax 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 2017, the Compensation Committee established the fiscal 2017 goal for our Chief Executive Officer and Chief Investment Officer as Income before income tax of $24.0 million for 50% of their respective awards, and an Income before income tax target of $34.0 million (ranging from 25% of target for threshold performance of $30.3 million to 185% of target for maximum performance of $42.5 million) for the remaining 50% of their respective awards. For all other restricted stock grants subject to performance conditions, the Compensation Committee established the fiscal 2017 goal as Income before income tax of at least $24.0 million. At the end of the first quarter of 2017, we concluded that it was probable that we would meet the target performance goals required to vest the applicable percentage of the performance-based restricted shares this year and began recording expense related to those shares.

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, 2017:

	Shares	Weighted Average Grant Date Fair Value

Non-vested, January 1, 2017	153,620	$ 55.90
Granted	147,557	56.41
Vested	(102,367)	56.58
Forfeited	(45,675)	55.86
Non-vested, March 31, 2017	153,135	$ 55.95

The above amounts as of March 31, 2017 do not include 18,422 non-vested restricted shares that potentially vest over performance years subsequent to 2017 inasmuch as the Compensation Committee has not set annual performance goals for later years and therefore no grant date has been established.

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, 2017) may be funded to the plan trustee for purchases of common stock with respect to awards granted under the Canadian Plan. At March 31, 2017, approximately $4.3 million CDN ($3.2 million in U.S. Dollars using the exchange rate on March 31, 2017) remains available for issuance under the Canadian Plan, or approximately 60,400 shares based on the closing share price of our stock of $53.41 as of March 31, 2017. During the first three months of 2017, the trust formed pursuant to the Canadian Plan purchased in the open market 23,822 Westwood common shares for approximately $1.3 million. As of March 31, 2017, the trust holds 55,418 shares of Westwood common stock. As of March 31, 2017, unrecognized compensation cost related to restricted stock grants under the Canadian Plan totaled $1.2 million, which we expect to recognize over a weighted-average period of 2.1 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.

For awards earned prior to 2017, the award vested after approximately one year of service following the year in which the participant earned the award. Beginning in 2017, the award vests after 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 approximately two or 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, 2017 and 2016, we recorded expense of approximately $288,000 and $262,000, respectively, related to mutual fund share incentive awards. As of March 31, 2017 and December 31, 2016, we had an accrued liability of approximately $938,000 and $1.7 million, respectively, related to mutual fund share incentive awards.

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

10. INCOME TAXES

Our effective income tax rate was 22.0% for the first quarter of 2017, compared with 37.6% for the first quarter of 2016. The decrease is primarily related to the adoption of ASU 2016-09 Compensation-Stock Compensation: Improvements to Employee Share-Based Payment Accounting, which requires recognition of excess tax benefits related to employees' restricted stock vesting to be recorded within income tax expense. Prior to adoption of ASU 2016-09, excess tax benefits were recorded through Additional paid-in capital, with no impact to the effective tax rate or our consolidated statement of comprehensive income. See further discussion in Note 2 "Summary of Significant Accounting Policies."

As of March 31, 2017 and December 31, 2016, the Company's gross liability related to uncertain tax positions was $2.1 million and $2.5 million, respectively. A number of years may elapse before an uncertain tax position is finally resolved. To the extent that the Company has favorable tax settlements, or determines that accrued amounts are no longer needed due to a lapse in the applicable statute of limitations or other changes in circumstances, such liabilities, as well as any related interest and penalties, would be reversed as a reduction of income tax expense, net of federal tax effects, in the period such determination is made. A reconciliation of the change in recorded uncertain tax positions during the three months ended March 31, 2017 is as follows (in thousands):

Balance at January 1, 2017	$2,462
Additions for tax positions related to the current year	57
Additions for tax positions related to prior years	—
Reductions for tax positions related to prior years	(42)
Payments for tax positions related to prior years	(352)
Balance at March 31, 2017	$2,125

Within the next twelve months, it is reasonably possible that the liability for uncertain tax positions could decrease by as much as $2.1 million as a result of settlements with certain taxing authorities, which, if recognized, would decrease our provision for income taxes by $1.4 million.

11. RELATED PARTY TRANSACTIONS

Some of our directors, executive officers and their affiliates invest their personal funds directly in trust accounts that we manage. For the three months ended March 31, 2017 and 2016, we recorded trust fees from these accounts of $95,000 and $112,000, respectively. There was $93,000 and $97,000 due from these accounts as of March 31, 2017 and December 31, 2016, 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 UCITS Fund and the Westwood Funds®. 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 directly by the funds. 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, 2017 and 2016, the Company earned approximately $800,000 and $319,000, 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, 2017 and December 31, 2016, $292,000 and $270,000, respectively, of these fees were unpaid and included in “Accounts receivable” on our condensed consolidated balance sheets.

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

12. COMMITMENTS AND CONTINGENCIES

On August 3, 2012, AGF Management Limited and AGF Investments Inc. (collectively, "AGF") filed a lawsuit in the Ontario Superior Court of Justice against Westwood, certain Westwood employees and the executive recruiting firm of Warren International, LLC. ("Warren"). The action relates to the hiring of certain members of Westwood's global and emerging markets investment team previously employed by AGF. AGF is alleging that the former employees breached certain obligations when they resigned from AGF and that Westwood and Warren induced such breaches. AGF is seeking an unspecified amount of damages and punitive damages of $10 million CDN in the lawsuit. On November 5, 2012, Westwood responded to AGF's lawsuit with a counterclaim against AGF for defamation. Westwood is seeking $1 million CDN in general damages, $10 million CDN in special damages, $1 million CDN in punitive damages, and costs. On November 6, 2012, AGF filed a second lawsuit against Westwood, Westwood Management and an employee of a Westwood subsidiary, alleging that the employee made defamatory statements about AGF. In this second lawsuit, AGF is seeking $5 million CDN in general damages, $1 million CDN per defendant in punitive damages, unspecified special damages, interest and costs. The pleadings phase was completed in 2013, and we continue to be in the discovery phase.

While we intend to vigorously defend both actions and pursue our counterclaims, we are currently unable to estimate the ultimate aggregate amount of monetary gain, loss or financial impact of these actions and counterclaims. Defending these actions and pursuing these counterclaims may be expensive for us, as well as time consuming for our personnel. While we do not currently believe these proceedings will have a material impact, adverse resolution of these actions and counterclaims could have a material adverse effect on our business, financial condition or results of operations and cash flows.

Our policy is to not accrue legal fees and directly related costs as part of potential loss contingencies. We have agreed with our Directors & Officers insurance provider that 50% of the defense costs related to both AGF claims, excluding Westwood's counterclaim against AGF, are covered by insurance. We expense legal fees and directly related costs as incurred. We did not receive insurance proceeds during the three months ended March 31, 2017. We received insurance proceeds of approximately $214,000 during the three months ended March 31, 2016. We had a receivable of $245,000 and $186,000 as of March 31, 2017 and December 31, 2016, respectively, which represents our current minimum estimate of expenses that we expect to recover under our insurance policy. This receivable is part of "Other current assets" on our condensed consolidated balance sheets.

13. 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.

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 clients of similar type, are included in our Advisory segment along with Westwood Advisors, LLC.

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.

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

Advisory	Trust	Westwood Holdings