

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

Form 8-K

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

Date of Report (Date of earliest event reported) November 28, 2023

SOUTHWEST GAS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-37976
(Commission
File Number)

81-3881866
(I.R.S. Employer
Identification No.)

**8360 S. Durango Drive
Post Office Box 98510
Las Vegas, Nevada**
(Address of principal executive offices)

89193-8510
(Zip Code)

Registrant's telephone number, including area code: (702) 876-7237

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Southwest Gas Holdings, Inc. Common Stock, \$1 Par Value	SWX	New York Stock Exchange
Preferred Stock Purchase Rights	N/A	New York Stock Exchange

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). 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 financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On November 28, 2023, Southwest Gas Holdings, Inc. (the “Company”) filed a prospectus supplement (the “Prospectus Supplement”) to its effective registration statement on Form S-3 (File No. 333-275774) registering shares of the Company’s common stock, \$1.00 par value per share, issuable pursuant to its Dividend Reinvestment and Direct Stock Purchase Plan. This Current Report on Form 8-K is being filed solely to include the opinion of counsel attached hereto as Exhibit 5.1 with respect to the legality of the shares issuable pursuant to the Prospectus Supplement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Counsel of the Company regarding the legality of shares
23.1	Consent of Counsel of the Company (included in Exhibit 5.1)
104	Cover Page formatted in Inline XBRL

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SOUTHWEST GAS HOLDINGS, INC.

November 28, 2023

/s/ Robert J. Stefani

Robert J. Stefani
Senior Vice President/Chief Financial Officer

OPINION OF COUNSEL OF THE COMPANY

November 28, 2023

Southwest Gas Holdings, Inc.
8360 South Durango Drive
Las Vegas, NV 89113

Ladies and Gentlemen:

As counsel for Southwest Gas Holdings, Inc. (the “Company”), I have examined the prospectus supplement dated November 28, 2023 and the accompanying base prospectus dated November 27, 2023 (such documents, collectively, the “Prospectus”) that form a part of the Company’s effective registration statement on Form S-3 (File No. 333-275774) (the “Registration Statement”), in connection with the registration under the Securities Act of 1933, as amended, of 787,695 shares of the Company’s \$1 par value Common Stock (the “Stock”) pursuant to the provisions of the Company’s Dividend Reinvestment and Direct Stock Purchase Plan. I also have examined the steps taken by the Company and its board of directors (the “Board”) in connection with the authorization and proposed issuance and sale of the Stock, and I am familiar with resolutions adopted by the Board. As to questions of fact material to this opinion, I have relied on certificates or comparable documents of public officials and of officers and representatives of the Company. In rendering the opinion expressed below, I have assumed without verification the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to me as originals, the conformity to all originals of all documents submitted to me as copies, and the authenticity of the originals of such copies.

Based on the foregoing, subject to the qualifications, assumptions and limitations stated herein, and upon such other matters as I deem relevant in the circumstances, it is my opinion that subject to the actions authorized by the Board, the Stock, upon issuance and sale thereof in the manner specified in the Prospectus and Registration Statement, will be duly authorized, legally and validly issued, fully paid, and non-assessable outstanding Stock of the Company. The foregoing opinion is limited to the law of the State of Delaware.

I hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K, which Form 8-K will be incorporated by reference into the Registration Statement and the Prospectus, and I further consent to the use of my name under the caption “Interests of Named Counsel” in the Registration Statement and the Prospectus which forms a part thereof. In giving this consent, I do not hereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act.

Respectfully submitted,

/s/ Thomas E. Moran

Thomas E. Moran
Vice President, General Counsel/Corporate Secretary