

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Post-Effective Amendment No. 1

to

**FORM S-3
REGISTRATION STATEMENT**

**UNDER
THE SECURITIES ACT OF 1933**

Southwest Gas Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation or organization)

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

Southwest Gas Corporation

(Exact name of registrant as specified in its charter)

California
(State or other jurisdiction of
Incorporation or organization)

88-0085720
(I.R.S. Employer
Identification No.)

5241 Spring Mountain Road
P.O. Box 98510
Las Vegas, Nevada 89193-8510

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Gregory J. Peterson
Senior Vice President, Chief Financial Officer
Southwest Gas Holdings, Inc.
5241 Spring Mountain Road
P.O. Box 98510
Las Vegas, Nevada 89193-8510
(702) 876-7237

Copies to:

Brandon C. Parris, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105
(415) 268-7500

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

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

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

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

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

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

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

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

Southwest Gas Holdings, Inc.:

Large accelerated filer
Non-accelerated filer

Accelerated filer
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 financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

Southwest Gas Corporation:

Large accelerated filer
Non-accelerated filer

Accelerated filer
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 financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY STATEMENT

Reincorporation; Assumption of Registration Statement

This Post-Effective Amendment is being filed pursuant to Rule 414(d) under the Securities Act of 1933, as amended (the “Securities Act”), and constitutes Post-Effective Amendment No. 1 (the “Amendment”) to the registration statement on Form S-3 (File No. 333-222047) (the “Registration Statement”) by Southwest Gas Holdings, Inc., a California corporation (“Southwest Gas California”), the predecessor of Southwest Gas Holdings, Inc., a Delaware corporation (the “Company”) and Southwest Gas Corporation, a California corporation and wholly owned subsidiary of the Company (“Southwest”). The Company succeeded to the interests of Southwest Gas California following a reincorporation effected pursuant to an Agreement and Plan of Merger, dated as of September 20, 2019 (the “Merger Agreement”), between Southwest Gas California and the Company. The Merger Agreement provided for, among other things, the merger of Southwest Gas California with and into the Company, a wholly owned subsidiary of Southwest Gas California (the “Merger”). The Merger Agreement was approved by the shareholders of Southwest Gas California at the annual meeting of shareholders held on May 2, 2019, for which proxies were solicited pursuant to Section 14(a) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

As a result of the Merger and upon the effective date of the Merger, each outstanding share common stock, par value \$1.00 per share, of Southwest Gas California was automatically converted into one share of common stock, par value \$1.00 per share, of the Company. Immediately prior to the consummation of the Merger, the Company had nominal assets and liabilities. Southwest was not impacted by the Merger other than by virtue of the fact that it was a wholly owned subsidiary of Southwest Gas California and now is a wholly owned subsidiary of the Company.

For purposes of this Amendment and the Registration Statement, any reference to “Southwest Gas Holdings, Inc.” (i) as of any time prior to the effective time of the Merger shall mean Southwest Gas California and (ii) as of any time after the effective time of the Merger shall mean the Company.

The prospectus contained in the Registration Statement incorporates by reference all documents filed by Southwest Gas California and Southwest under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of the initial filing of the Registration Statement and will incorporate by reference all documents filed by the Company under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act following the date of this Amendment. The prospectus contained in the Registration Statement, as well as all documents filed by us under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act before the effective time of the Merger and incorporated by reference in the Registration Statement, will not reflect the change in the state of incorporation of the registrant or changes in capital stock, among other things. With respect to such information, or any other information contained or incorporated by reference in the Registration Statement that is modified by information subsequently incorporated by reference in the Registration Statement, the statement or information previously contained or incorporated in the Registration Statement shall also be deemed modified or superseded in the same manner.

The Registration Statement and prospectus shall remain unchanged in all other respects. Accordingly, this Amendment consists only of this explanatory statement and revised versions of the following parts of the Form S-3: Part II, the signatures, the exhibit index and the exhibits filed in connection with this Amendment.

In accordance with paragraph (d) of Rule 414 of the Securities Act, except as modified by this Post-Effective Amendment No. 1, the Company, as successor issuer to Southwest Gas California, hereby expressly adopts the Registration Statement as its own registration statement for all purposes of the Securities Act and the Exchange Act.

PART II

Information Not Required in Prospectus

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following is a statement of the estimated expense (other than underwriting discounts and commissions) to be incurred by the Registrants in connection with the issuance and distribution of the securities registered under this Registration Statement.

SEC registration fee	\$	*
Legal fees and expenses		**
Blue Sky fees and expenses		**
Accounting fees and expenses		**
Printing fees		**
Trustee's fees and expenses		**
Rating Agency fees		**
Miscellaneous		**
Total	\$	*

* The Registrants are registering an indeterminate amount of securities under this Registration Statement and in accordance with Rules 456(b) and 457(r), the Registrant is deferring payment of all of the registration fee.

** The applicable prospectus supplement will set forth the estimated aggregate amount of expenses payable in respect of any offering of securities.

Item 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 102 of the General Corporation Law of the State of Delaware ("DGCL") permits a corporation to eliminate the personal liability of directors of a corporation to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director, except where the director breached his duty of loyalty, failed to act in good faith, engaged in intentional misconduct or knowingly violated a law, authorized the payment of a dividend or approved a stock repurchase in violation of Delaware corporate law or obtained an improper personal benefit. The Company's certificate of incorporation provides that, except to the extent prohibited by the DGCL, the Company's directors shall not be liable to the Company or its stockholders for monetary damages for any breach of fiduciary duty as directors of the Company. Under the DGCL, the directors have a fiduciary duty to the Company, which is not eliminated by these provisions of the certificate of incorporation and, in appropriate circumstances, equitable remedies such as injunctive or other forms of nonmonetary relief will remain available. This provision does not affect the directors' responsibilities under any other laws, such as the federal securities laws or state or federal environmental laws.

Section 145 of the DGCL empowers a corporation to indemnify its directors and officers and to purchase insurance with respect to liability arising out of their capacity or status as directors and officers. The DGCL provides further that the indemnification permitted thereunder shall not be deemed exclusive of any other rights to which the directors and officers may be entitled under the corporation's bylaws, any agreement, a vote of stockholders or otherwise. The Company's bylaws provide that it shall indemnify, to the fullest extent permitted by the DGCL and applicable law, as may be amended, any person who was or is a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (a "proceeding") by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was one of the Company's directors, officers, employees or agents or is or was serving at the Company's request as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, against all expenses, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties, and amounts paid or to be paid in settlement, and any interest, assessments, or other charges imposed thereon, and any federal, state, local, or foreign taxes imposed as a result of the actual or

deemed receipt of any indemnification payments made to such person by the Company) reasonably incurred or suffered by such person.

We have purchased and intend to maintain insurance on behalf of any person who is or was a director or officer of the Company against any loss arising from any claim asserted against him or her and incurred by him or her in any such capacity, subject to certain exclusions.

ITEM 16. EXHIBITS

<u>Exhibit No.</u>	<u>Description</u>
1.1**	Form of Debt Underwriting Agreement
1.2**	Form of Equity Underwriting Agreement
1.3**	Form of Warrant Underwriting Agreement
1.4**	Form of Unit Underwriting Agreement
1.5**	Form of Rights Underwriting Agreement
3.1	<u>Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K12B filed September 20, 2019)</u>
3.2	<u>Bylaws (incorporated herein by reference to Exhibit 3.2 of the Registrant's Current Report on Form 8-K12B filed September 20, 2019)</u>
4.1	<u>Form of Southwest Gas Holdings, Inc. Common Stock Certificate (incorporated herein by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K12B filed September 20, 2019).</u>
4.2**	Form of Deposit Agreement (including the form of Depository Receipt)
4.3**	Form Certificate of Designations of Preferred Stock
4.4**	Form of Indenture of Southwest Gas Holdings, Inc. with The Bank of New York Mellon Trust Company, N.A. (including form of Debt Security)
4.5**	Form of Indenture of Southwest Gas Corporation with The Bank of New York Mellon Trust Company, N.A. (including form of Debt Security)
4.6**	Form of Warrant Agreement (including form of Warrant Certificate)
4.7**	Form of Unit Agreement (including form of Unit Certificate)
4.8**	Form of Rights Agreement (including form of Rights Certificate)
4.9	<u>Indenture between City of Big Bear Lake, California, and Harris Trust and Savings Bank as Trustee, dated December 1, 1993, with respect to the issuance of \$50,000,000 Industrial Development Revenue Bonds (Southwest Gas Corporation Project), 1993 Series A, due 2028. Incorporated herein by reference to Exhibit 4.11 to Form 10-K for the year ended December 31, 1993, File No. 1-07850.</u>
4.10	<u>Indenture between Southwest Gas Corporation and Harris Trust and Savings Bank dated July 15, 1996, with respect to Debt Securities. Incorporated herein by reference to Exhibit 4.04 to Form 8-K dated July 26, 1996, File No. 1-07850.</u>
4.11	<u>First Supplemental Indenture of Southwest Gas Corporation to Harris Trust and Savings Bank dated August 1, 1996, supplementing and amending the Indenture dated as of July 15, 1996, with respect to 7 1/2% and 8% Debentures, due 2006 and 2026, respectively. Incorporated herein by reference to Exhibit 4.11 to Form 8-K dated July 31, 1996, File No. 1-07850.</u>

- 4.12 [Second Supplemental Indenture of Southwest Gas Corporation to Harris Trust and Savings Bank dated December 30, 1996, supplementing and amending the Indenture dated as of July 15, 1996, with respect to Medium-Term Notes. Incorporated herein by reference to Exhibit 4.04 to Form 8-K dated December 30, 1996, File No. 1-07850.](#)
- 4.13 [Form of Southwest Gas Holdings, Inc. Common Stock Certificate. Incorporated herein by reference to Exhibit 4.1 to Form S-3 dated January 4, 2017, File No. 333-208609-01.](#)
- 4.14 [Form of Southwest Gas Corporation Common Stock Certificate. Incorporated herein by reference to Exhibit 4 to Form 8-K dated July 22, 2003, File No. 1-07850.](#)
- 4.15 [Indenture of Trust between Clark County, Nevada, and the Bank of New York Trust Company, N.A. as Trustee, dated as of October 1, 2005, relating to Clark County, Nevada Industrial Development Revenue Bonds Series 2005A. Incorporated herein by reference to Exhibit 4.1 to Form 10-Q for the quarter ended September 30, 2005, File No. 1-07850.](#)
- 4.16 [Indenture of Trust between Clark County, Nevada, and the Bank of New York Trust Company, N.A. as Trustee, dated as of September 1, 2006, relating to Clark County, Nevada Industrial Development Revenue Bonds Series 2006A. Incorporated herein by reference to Exhibit 4.01 to Form 10-Q for the quarter ended September 30, 2006, File No. 1-07850.](#)
- 4.17 [Indenture of Trust between Clark County, Nevada, and the BNY Midwest Trust Company, as Trustee, dated as of March 1, 2003, relating to Clark County, Nevada Industrial Development Revenue Bonds Series 2003. Incorporated herein by reference to Exhibit 10.01 to Form 10-Q for the quarter ended September 30, 2008, File No. 1-07850.](#)
- 4.18 [Indenture of Trust between Clark County, Nevada and The Bank of New York Mellon Trust Company, N.A., as Trustee, dated as of September 1, 2008, relating to Clark County, Nevada Industrial Development Revenue Bonds Series 2008A. Incorporated herein by reference to Exhibit 10.02 to Form 10-Q for the quarter ended September 30, 2008, File No. 1-07850.](#)
- 4.19 [Indenture of Trust between Clark County, Nevada and The Bank of New York Mellon Trust Company, N.A., as Trustee, dated December 1, 2009, relating to Clark County, Nevada Industrial Development Revenue Bonds Series 2009A. Incorporated herein by reference to Exhibit 4.27 to Form 10-K for the year ended December 31, 2009, File No. 1-07850.](#)
- 4.20 [Note Purchase Agreement, dated November 18, 2010, by and between Southwest Gas Corporation and Metropolitan Life Insurance Company, John Hancock Life Insurance Company \(U.S.A.\), certain of their respective affiliates, and Union Fidelity Life Insurance Company. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated November 18, 2010, File No. 1-07850.](#)
- 4.21 [Amendment No. 1 to Note Purchase Agreement, dated March 28, 2014, by and among Southwest Gas Corporation and the holders of the Notes. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated March 31, 2014, File No. 1-07850.](#)
- 4.22 [Amendment No. 2 to Note Purchase Agreement, dated September 30, 2016, by and among Southwest Gas Corporation and the holders of the Notes. Incorporated herein by reference to Exhibit 4.02 to Form 10-Q for the quarter ended September 30, 2016, File No. 1-07850.](#)
- 4.23 [Form of 6.1% Senior Note due 2041. Incorporated herein by reference to Exhibit 4.2 to Form 8-K dated November 18, 2010, File No. 1-07850.](#)
- 4.24 [Indenture, dated December 7, 2010, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated December 7, 2010, File No. 1-07850.](#)
- 4.25 [First Supplemental Indenture, dated as of December 10, 2010, supplementing and amending the indenture dated as of December 7, 2010, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee \(including the Form of 4.45% Senior Notes due 2020\). Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated December 10, 2010, File No. 1-07850.](#)

- 4.26 [Indenture, dated March 23, 2012, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. 3.875% Notes due 2022. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated March 20, 2012, File No. 1-07850.](#)
- 4.27 [Indenture, dated as of October 4, 2013, by and between Southwest Gas Corporation and the Bank of New York Mellon Trust Company, N.A., as Trustee. 4.875% Notes due 2043. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated October 1, 2013. File No. 1-07850.](#)
- 4.28 [Southwest Gas Holdings, Inc. Dividend Reinvestment and Direct Stock Purchase Plan. Incorporated by reference to prospectus 424\(b\)\(5\) dated December 17, 2018, File No. 333-222047.](#)
- 4.29 [Indenture, dated September 29, 2016, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. 3.80% Senior Notes due 2046. Incorporated herein by reference to Exhibit 4.01 to Form 10-Q for the quarter ended September 30, 2016, File No. 1-07850.](#)
- 4.30 [Indenture, dated March 15, 2018, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. Incorporated herein by reference to Exhibit 4.1 to Form 8-K dated March 15, 2018, File Nos. 001-37976 and 001-07850.](#)
- 4.31 [First Supplemental Indenture, dated March 15, 2018, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee. Incorporated herein by reference to Exhibit 4.2 to Form 8-K dated March 15, 2018, File Nos. 001-37976 and 001-07850.](#)
- 4.32 [Form of 3.70% Senior Note due 2028 \(included in Exhibit 4.23\).](#)
- 5.1* [Opinion of Morrison & Foerster LLP](#)
- 23.1* [Consent of Morrison & Foerster LLP \(included in Exhibit 5.1\)](#)
- 23.2* [Consent of PricewaterhouseCoopers LLP](#)
- 24.1*** [Powers of Attorney for Southwest Gas Holdings, Inc.](#)
- 24.2*** [Powers of Attorney for Southwest Gas Corporation](#)
- 25.1*** [Statement of Eligibility under the Trust Indenture Act of 1939 on Form T-1 of The Bank of New York Mellon Trust Company, N.A. for the form of Indenture of Southwest Gas Holdings, Inc.](#)
- 25.2*** [Statement of Eligibility under the Trust Indenture Act of 1939 on Form T-1 of The Bank of New York Mellon Trust Company, N.A. for the form of Indenture of Southwest Gas Corporation](#)

* Filed herewith.

** To be filed as an exhibit to a Current Report on Form 8-K or other document incorporated by reference herein or to a post-effective amendment hereto, if applicable.

*** Previously filed.

ITEM 17. UNDERTAKINGS

Each undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum

offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; *provided, however*, that paragraphs (1)(i), (1)(ii) and (1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) Each prospectus filed by the Registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5) or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii) or (x) for the purpose of providing the information required by Section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which the prospectus relates, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof. *Provided, however*, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the Registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, the undersigned Registrant undertakes that in a primary offering of securities of the undersigned Registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the undersigned Registrant relating to the offering required to be filed pursuant to Rule 424;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned Registrant or used or referred to by the undersigned Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned Registrant or its securities provided by or on behalf of the undersigned Registrant; and

(iv) Any other communication that is an offer in the offering made by the undersigned Registrant to the purchaser.

(6) That, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(7) That, insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act of 1933 and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act of 1933 and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Las Vegas, State of Nevada, on September 20, 2019.

SOUTHWEST GAS HOLDINGS, INC.

By: /s/ John P. Hester

Name: John P. Hester

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed below by the following persons in the capacities and on the date indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ John P. Hester</u> John P. Hester	Director, President and Chief Executive Officer (Principal Executive Officer)	September 20, 2019
<u>/s/ Gregory J. Peterson</u> Gregory J. Peterson	Senior Vice President, Chief Financial Officer (Principal Financial Officer)	September 20, 2019
<u>/s/ Lori L. Colvin</u> Lori L. Colvin	Vice President, Controller, Chief Accounting Officer (Principal Accounting Officer)	September 20, 2019
<u>/s/ Robert L. Boughner*</u> Robert L. Boughner	Director	September 20, 2019
<u>/s/ José A. Cárdenas*</u> José A. Cárdenas	Director	September 20, 2019
<u>/s/ Thomas E. Chestnut*</u> Thomas E. Chestnut	Director	September 20, 2019
<u>/s/ Stephen C. Comer*</u> Stephen C. Comer	Director	September 20, 2019
<u>/s/ Jane Lewis-Raymond</u> Jane Lewis-Raymond	Director	September 20, 2019
<u>/s/ Anne L. Mariucci*</u> Anne L. Mariucci	Director	September 20, 2019
<u>/s/ Michael J. Melarkey*</u> Michael J. Melarkey	Chairman of the Board of Directors	September 20, 2019

/s/ A. Randall Thoman* Director September 20, 2019
A. Randall Thoman

/s/ Thomas A. Thomas* Director September 20, 2019
Thomas A. Thomas

/s/ Leslie T. Thornton Director September 20, 2019
Leslie T. Thornton

*By: /s/ John P. Hester
John P. Hester
Attorney-in-Fact

September 20, 2019

Southwest Gas Holdings, Inc.
Southwest Gas Corporation
5241 Spring Mountain Road
Post Office Box 98510
Las Vegas, Nevada 89193-8510

Re: Post-Effective Amendment No. 1 to Automatic Shelf Registration Statement on Form S-3

Ladies and Gentlemen:

We have acted as counsel to Southwest Gas Holdings, Inc., a Delaware corporation (“Holdings”), and Southwest Gas Corporation, a California corporation (the “Company” and, together with Holdings, the “Issuers”), in connection with the Post-Effective Amendment No. 1 to the Automatic Shelf Registration Statement on Form S-3 (including the prospectus (together with any supplements thereto, the “Prospectus”) which is a part thereof, the “Registration Statement”) being filed by the Issuers with the Securities and Exchange Commission (the “Commission”) relating to the registration under the Securities Act of 1933, as amended (the “Act”) of an indeterminate amount of the following securities of the Issuers, which may be offered and sold from time to time, together or separately and in one or more series (if applicable), on a delayed or continuous basis pursuant to Rule 415 under the Act: (i) shares of common stock of Holdings, par value \$1.00 per share (the “Common Stock”); (ii) shares of the preferred stock of Holdings, no par value, which may be issued in one or more series (the “Preferred Stock”); (iii) debt securities of Holdings, which may be issued in one or more series (the “Holdings Debt Securities”), under the form of indenture filed as Exhibit 4.4 to the Registration Statement, as may be amended or supplemented from time to time (the “Holdings Indenture”); (iv) debt securities of the Company, which may be issued in one or more series (the “Company Debt Securities” and, together with the Holdings Debt Securities, the “Debt Securities”), under the form of indenture filed as Exhibit 4.5 to the Registration Statement, as may be amended or supplemented from time to time (the “Company Indenture” and, together with the Holdings Indenture, the “Indentures”); (v) guarantees of Holdings, the Company and/or their respective subsidiaries with respect to the Debt Securities (the “Guarantees”); (vi) shares of the depositary shares of Holdings, which may be issued in one or more series (the “Depositary Shares”); (vii) warrants to purchase the Common Stock, Preferred Stock, Depositary Shares, Debt Securities or any combination of these securities (the “Warrants”); (viii) units consisting of any of the foregoing securities (the “Units”); and (ix) rights to purchase the Common Stock, Preferred Stock and Debt Securities or any combination of these securities (the “Rights”). The Common Stock, Preferred Stock, Debt Securities, Guarantees, Depositary Shares, Warrants, Units and Rights are referred to herein collectively as the “Securities.”

The Depositary Shares may be issued from time to time pursuant to one or more deposit agreements (each, a “Deposit Agreement”) that conforms to the description thereof set forth in the applicable prospectus or prospectus supplements.

The Warrants may be issued from time to time pursuant to one or more warrant agreements (each, a “Warrant Agreement”) to be entered into by Holdings and one or more institutions, as warrant agents (each, a “Warrant Agent”), each to be identified in the applicable Warrant Agreement. The Warrant Agreement will conform to the description thereof set forth in the applicable prospectus or prospectus supplements.

The Units may be issued from time to time pursuant to one or more unit agreements (each, a “Unit Agreement”) to be entered into by Holdings and one or more institutions, as unit agents (each, a “Unit Agent”), each to be identified in the applicable Unit Agreement. The Units Agreement will conform to the description thereof set forth in the applicable prospectus or prospectus supplements.

The Rights may be issued from time to time pursuant to one or more rights agreements (each, a “Rights Agreement”) to be entered into by Holdings and one or more institutions, as rights agents (each, a “Rights Agent”), each to be identified in the applicable Rights Agreement. The Rights Agreement will conform to the description thereof set forth in the applicable prospectus or prospectus supplements.

In connection with this opinion, we have examined originals or copies, certified or otherwise identified to our satisfaction, of: (i) the Certificate of Incorporation of Holdings, as amended through the date hereof (the "Certificate of Incorporation"); (ii) the Amended and Restated Bylaws of Holdings, as amended through the date hereof (the "Bylaws"); (iii) certain resolutions of the Board of Directors of each of the Issuers relating to the issuance, sale and registration of the Securities; (iv) the Registration Statement; and (v) the Indentures. In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such records, documents, instruments and certificates of public officials and of the Issuers, and we have made such inquiries of officers of the Issuers and public officials and considered such questions of law as we have deemed relevant and necessary for purposes of rendering the opinions set forth herein.

In connection with this opinion, we have assumed the genuineness of all signatures and the authenticity of all items submitted to us as originals and the conformity with originals of all items submitted to us as copies. In making our examination of documents executed by parties other than the Issuers, we have assumed that each other party has the power and authority to execute and deliver, and to perform and observe the provisions of, such documents and has duly authorized, executed and delivered such documents, and that such documents constitute the legal, valid and binding obligations of each such party. We also have assumed the integrity and completeness of the minute books of each of the Issuers presented to us for examination. With respect to certain factual matters we have relied upon certificates or comparable documents of public officials and of officers or representatives of the Issuers.

We have assumed that the Indentures, any Deposit Agreements, any Warrant Agreements, any Unit Agreements, any Rights Agreements and the issuance and sale of the Securities by each of the Issuers will not violate or constitute a default or breach under (i) any agreement or instrument to which such Issuer or its properties is subject; (ii) any law, rule or regulation to which such Issuer is subject; (iii) any judicial or regulatory order or decree of any governmental authority; or (iv) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority.

We have further assumed that (i) the Registration Statement and any amendments thereto will have become effective under the Act and comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; (ii) an appropriate prospectus supplement or term sheet relating to the Securities offered thereby will be prepared and filed with the Commission in compliance with the Act and will comply with all applicable laws at the time the Securities are offered or issued as contemplated by the Registration Statement; (iii) all Securities will be issued and sold in compliance with the applicable provisions of the Act, the Trust Indenture Act of 1939, as applicable, and the securities or blue sky laws of various states and in the manner stated in the Registration Statement and the applicable prospectus supplement; (iv) any deposit, purchase, underwriting or similar agreement relating to Securities being offered will be duly authorized, executed and delivered by the applicable Issuer and the other parties thereto; and (v) the number of shares of Common Stock or Preferred Stock (including Preferred Stock underlying the Depository Shares), as the case may be, offered pursuant to the Registration Statement does not exceed, at the time of issuance, the authorized but unissued shares of Common Stock or Preferred Stock, as the case may be.

Our opinions are subject to the following qualifications and exceptions:

- (i) The effect of bankruptcy, insolvency, reorganization, arrangement, moratorium or other similar laws relating to or affecting the rights of creditors generally, including, without limitation, laws relating to fraudulent transfers or conveyances, preferences and equitable subordination.
- (ii) Limitations imposed by general principles of equity upon the availability of equitable remedies or the enforcement of provisions of any Securities and the effect of judicial decisions which have held that certain provisions are unenforceable where their enforcement would violate the implied covenant of good faith and fair dealing, or would be commercially unreasonable, or where a default under such Securities is not material.
- (iii) Our opinion is based upon current statutes, rules, regulations, cases and official interpretive opinions, and it covers certain items that are not directly or definitively addressed by such authorities.

Based upon, subject to and limited by the foregoing, we are of the opinion that:

1. With respect to shares of the Common Stock, when (A) the Board of Directors of Holdings or a duly constituted and acting committee thereof (such Board of Directors or committee thereof being hereinafter collectively referred to as the "Holdings Board") has taken all necessary corporate action in conformity with the Certificate of Incorporation and Bylaws to approve the issuance of the Common Stock, the terms of the offering thereof and related matters, and (B) due issuance and delivery of the Common Stock against payment of the consideration therefor in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Holdings Board, such shares of Common Stock will be validly issued, fully paid and nonassessable.
2. With respect to shares of the Preferred Stock, when (A) the Holdings Board has taken all necessary corporate action in conformity with the Certificate of Incorporation and Bylaws to approve the issuance and terms of a particular series of shares of Preferred Stock, the terms of the offering thereof and related matters, including the adoption of a Certificate of Determination for such Preferred Stock in accordance with applicable law relating to such shares of Preferred Stock and the filing of such Certificate of Determination with the Secretary of State of the State of Delaware, and (B) due issuance and delivery of the Preferred Stock against payment of the consideration therefor in accordance with the applicable definitive purchase, underwriting or similar agreement approved by the Holdings Board, such shares of the Preferred Stock will be validly issued, fully paid and nonassessable.
3. With respect to the Debt Securities, when (A) the applicable Indenture relating to such Debt Securities has been duly authorized, executed and delivered by the applicable Issuer, (B) the board of directors of the applicable Issuer, a duly constituted and acting committee of such board or duly authorized officers of such Issuer (such board of directors, committee or authorized officers being hereinafter referred to as the "Debt Authorizing Party") has taken all necessary corporate action to approve the issuance and terms of a particular series of such Debt Securities, the terms of the offering thereof and related matters, and (C) such Debt Securities have been duly executed, authenticated, issued and delivered in accordance with the provisions of the applicable Indenture and the applicable definitive purchase, underwriting or similar agreement approved by the Debt Authorizing Party against payment of the consideration therefor as provided therein, such Debt Securities will be valid and legally binding obligations of the applicable Issuer, enforceable against the applicable Issuer in accordance with their terms and entitled to the benefits of the applicable Indenture.
4. With respect to the Guarantees, when (A) the applicable Indenture relating to such Guarantees has been duly authorized, executed and delivered by the applicable Issuer, (B) the board of directors of the applicable guarantor, a duly constituted and acting committee of such board or duly authorized officers of such guarantor (such board of directors, committee or authorized officers being hereinafter referred to as the "Guarantor Authorizing Party") has taken all necessary corporate action to approve the issuance and terms of the Guarantees and related matters, (C) the Debt Securities underlying such Guarantees, have been duly executed, authenticated, issued and delivered in accordance with the provisions of the applicable Indenture and the applicable definitive purchase, underwriting or similar agreement approved by the Guarantor Authorizing Party against payment of the consideration therefor as provided therein and (D) the due issuance of the Guarantees, such Guarantees will constitute valid and legally binding obligations of the guarantors issuing such Guarantees, enforceable against such Guarantors in accordance with their terms.
5. With respect to the shares of Depositary Shares, when (A) the Holdings Board has taken all necessary corporate action in conformity with the Certificate of Incorporation and Bylaws to approve the issuance and terms of a particular series of shares of Depositary Shares and underlying Preferred Stock, including the adoption of a Certificate of Determination for such Preferred Stock in accordance with applicable law relating to such shares of Preferred Stock and the filing of such Certificate of Determination with the Secretary of State of the State of Delaware, (B) a Deposit Agreement has been duly executed and delivered, (C) due issuance and delivery of the underlying Preferred Stock in accordance with the applicable deposit agreement, and (D) certificates representing the shares of the Depositary Shares have been duly executed, registered and delivered in accordance with the applicable definitive deposit, purchase, underwriting or similar agreement approved by the Holdings Board against payment of the consideration therefor as provided therein, such shares of the Depositary Shares will be validly issued, fully paid and nonassessable.

6. With respect to the Warrants, when (A) the Holdings Board has taken all necessary corporate action in conformity with the Articles of Incorporation and Bylaws to approve the form, terms, execution and delivery of a Warrant Agreement (including a form of certificate evidencing the Warrants), the issuance of the Warrants, the terms of the offering thereof and related matters, and (B) the certificates evidencing the Warrants with such terms are duly executed, attested, issued and delivered by duly authorized officers of Holdings in accordance with the provisions of the applicable Warrant Agreement and the applicable definitive purchase, underwriting or similar agreement approved by the Holdings Board against payment of the consideration therefor as provided therein, such Warrants will be valid and legally binding obligations of Holdings, enforceable against Holdings in accordance with their terms.
7. With respect to the Units, when (A) the Holdings Board has taken all necessary corporate action in conformity with the Certificate of Incorporation and Bylaws to approve the form, terms, execution and delivery of a Unit Agreement (including a form of certificate evidencing the Units), the issuance of the Units, the terms of the offering thereof and related matters, and (B) the certificates evidencing Units with such terms are duly executed, attested, issued and delivered by duly authorized officers of Holdings in accordance with the provisions of the applicable Unit Agreement and the applicable definitive purchase, underwriting or similar agreement approved by the Holdings Board against payment of the consideration therefor as provided therein, such Units will be valid and legally binding obligations of Holdings, enforceable against Holdings in accordance with their terms.
8. With respect to the Rights, when (A) the Holdings Board has taken all necessary corporate action in conformity with the Certificate of Incorporation and Bylaws to approve the form, terms, execution and delivery of a Rights Agreement (including a form of certificate evidencing the Rights), the issuance of the Rights, the terms of the offering thereof and related matters, and (B) the certificates evidencing Rights with such terms are duly executed, attested, issued and delivered by duly authorized officers of Holdings in accordance with the provisions of the applicable Rights Agreement and the applicable definitive purchase, underwriting or similar agreement approved by the Holdings Board against payment of the consideration therefor as provided therein, such Rights will be valid and legally binding obligations of Holdings, enforceable against Holdings in accordance with their terms.

We express no opinion as to matters governed by any laws other than the federal laws of the United States of America, the laws of the State of Delaware, the laws of the State of California, and, with respect to the Indenture, also the substantive laws of the State of New York, as in effect on the date hereof. We express no opinion as to enforceability of the New York choice-of-law provision contained in the Indenture.

We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Post-Effective Amendment No. 1 to the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus included in the Registration Statement. In giving such consent, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we disclaim any undertaking to advise you of any subsequent changes of the facts stated or assumed herein or of any subsequent changes in applicable law.

Very truly yours,

/s/ Morrison & Foerster LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3 of Southwest Gas Holdings, Inc. of our report dated February 28, 2019 relating to the financial statements and the effectiveness of internal control over financial reporting, which appears in the 2018 Annual Report to Shareholders, which is incorporated by reference in Southwest Gas Holdings, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2018. We also consent to the reference to us under the heading "Experts" in such Registration Statement.

/s/ PricewaterhouseCoopers LLP
Las Vegas, NV
September 20, 2019