

Wilhelmina International, Inc.  
Form 8-K  
July 12, 2017

UNITED STATES

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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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): July 7, 2017

WILHELMINA INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware                      001-36589    74-2781950  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

200 Crescent Court, Suite 1400, Dallas, Texas 75201  
(Address of Principal Executive Offices)              (Zip Code)

(214) 661-7488

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(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 (*see* General Instruction A.2. below):

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 July 7, 2017, Wilhelmina International, Inc. (the “Company”) filed with the Delaware Secretary of State a Certificate of Amendment of its Restated Certificate of Incorporation. As approved by shareholders at the Annual Meeting held June 13, 2017, the Certificate of Amendment eliminated any class of preferred stock from the shares of capital stock the Company is authorized to issue and decreased the number of shares of common stock the Company is authorized to issue from 12,500,000 shares to 9,000,000 shares.

The foregoing description of the Certificate of Amendment is qualified in its entirety by reference to the definitive Certificate of Amendment filed as an exhibit to this Current Report on Form 8-K and incorporated herein by this reference.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

3.1 Certificate of Amendment of the Restated Certificate of Incorporation of Wilhelmina International, Inc.

**SIGNATURES**

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

WILHELMINA INTERNATIONAL, INC.

Date: July 12, 2017 By: /s/ James A. McCarthy  
James A. McCarthy, Chief Financial Officer