

## Submission Data File

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Notify via Website only	No
E-mail 1	jim.mccarthy@wilhelmina.com
E-mail 2	marilee.holmes@wilhelmina.com
E-mail 3	edgar@globenewswire.com
(End Notifications)	

**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): July 7, 2017

WILHELMINA INTERNATIONAL, INC.  
(Exact name of registrant as specified in its charter)

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-36589</u> (Commission File Number)	<u>74-2781950</u> (IRS Employer Identification No.)
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<u>200 Crescent Court, Suite 1400, Dallas, Texas</u> (Address of Principal Executive Offices)	<u>75201</u> (Zip Code)
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(214) 661-7488  
(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

**CERTIFICATE OF AMENDMENT  
OF THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
WILHELMINA INTERNATIONAL, INC.**  
Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware

It is hereby certified that:

1. The name of the corporation is Wilhelmina International, Inc. (the “Corporation”).
2. The Corporation’s Restated Certificate of Incorporation is hereby amended by amending and restating Article IV, Section 4.1 in its entirety to read as follows:

“4.1 **Total Number of Shares of Stock.** The total number of shares of all classes of stock that the corporation shall have authority to issue is nine million shares of common stock, par value \$0.01 per share (“Common Stock”).”
3. The Corporation’s Restated Certificate of Incorporation is hereby further amended by deleting Article IV, Section 4.2 in its entirety and substituting therefor the following:

“4.2 [INTENTIONALLY OMITTED]”
4. The Corporation’s Restated Certificate of Incorporation is hereby further amended by deleting Annex A thereto in its entirety.
5. The amendment of the Corporation’s Restated Certificate of Incorporation was proposed, approved and deemed advisable by the Board of Directors of the Corporation and directed to be considered and voted upon by the stockholders of the Corporation.
6. The amendment of the Corporation’s Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware pursuant to a resolution adopted by the Corporation’s Board of Directors and by the affirmative vote of the holders of a majority of the capital stock of the Corporation at a meeting duly called and held upon notice on June 13, 2017, in accordance with Section 222 of the General Corporation Law of the State of Delaware and the Bylaws of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be executed by its Chief Financial Officer this 3<sup>rd</sup> day of July, 2017.

WILHELMINA INTERNATIONAL, INC.

By: /s/ JAMES A. MCCARTHY  
James A. McCarthy, Chief Financial Officer