

Wilhelmina International, Inc.
Form 8-A12G/A
December 09, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-A/A

AMENDMENT NO. 12

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

WILHELMINA INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

74-2781950
(I.R.S. Employer Identification no.)

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

75201
(Zip Code)

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

Title of Each Class
to be so Registered
None

Name of Each Exchange on Which
Each Class is to be Registered

If this form relates to the registration of a
class of securities pursuant to Section 12(b) of
the Exchange Act and is effective pursuant to
General Instruction A.(c), please check the
following box. o

If this form relates to the registration of a class of
securities pursuant to Section 12(g) of the Exchange
Act and is effective pursuant to General Instruction
A.(d), please check the following box. x

Securities Act registration statement file number to which this form relates:

N/A

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

Rights to Purchase Series A Junior Participating Preferred Stock, Par Value \$0.01 Per Share,
Distributed Pursuant to Rights Agreement, Dated July 10, 2006
(Title of Class)

(Title of Class)

Wilhelmina International, Inc., a Delaware corporation (the “Company”), hereby amends the following items, exhibits and portions of its Registration Statement on Form 8-A filed with the Securities and Exchange Commission on July 10, 2006 (the “Form 8-A”) as set forth below.

Item 1. Description of Registrant’s Securities To Be Registered.

Item 1 of the Form 8-A is hereby amended to add the following:

On December 8, 2010, the Company entered into a Twelfth Amendment (the “Twelfth Amendment”) to that certain Rights Agreement dated as of July 10, 2006, as amended, by and between the Company and The Bank of New York Mellon Trust Company, as rights agent (the “Rights Agreement”). The Twelfth Amendment, among other things, (i) amends the definition of Acquiring Person (as defined in the Rights Agreement) to provide that none of Dieter Esch, Lorex Investments AG (“Lorex”), Brad Krassner or Krassner Family Investments Limited Partnership (“Krassner L.P.”) shall be deemed to be an Acquiring Person solely by virtue of purchases by each of Lorex and Krassner L.P. of up to 500,000 shares of the Company’s common stock in the aggregate, in each case, during the period commencing on December 8, 2010 and ending on November 30, 2011 (“Permitted Purchases”), (ii) amends the definition of Triggering Event (as defined in the Rights Agreement) to provide that no Triggering Event shall result solely by virtue of any Permitted Purchases, (iii) provides that a Distribution Date (as defined in the Rights Agreement) shall not be deemed to have occurred solely by virtue of any Permitted Purchases and (iv) provides that, effective as of the date of the Twelfth Amendment, no Permitted Purchases shall be deemed to be events that cause the Rights (as defined in the Rights Agreement) to become exercisable. The Twelfth Amendment also provides for certain other conforming and technical amendments to the terms and provisions of the Rights Agreement.

The foregoing description of the Twelfth Amendment does not purport to be complete, and is qualified in its entirety by reference to the full text of the Twelfth Amendment, which is filed as Exhibit 4.1 to Wilhelmina’s Current Report on Form 8-K filed on December 9, 2010 and is incorporated herein by reference.

Item 2. Exhibits.

Item 2 of the Form 8-A is hereby amended to add the following:

Exhibit No. Description

4.14 Twelfth Amendment to Rights Agreement dated December 8, 2010 by and between Wilhelmina International, Inc. and The Bank of New York Mellon Trust Company (incorporated by reference to Exhibit 4.1 to the registrant’s Current Report on Form 8-K filed on December 9, 2010).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: December 9, 2010

WILHELMINA INTERNATIONAL, INC.

By: /s/ John P. Murray
Name: John P. Murray
Title: Chief Financial Officer

