Fromm Derek J Form 3/A April 29, 2009

# FORM 3

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

**OMB APPROVAL** 

**OMB** Number:

3235-0104

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

**SECURITIES** 

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Wilhelmina International, Inc. [WHLM] Fromm Derek J (Month/Day/Year) 02/13/2009 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 6263 N. SCOTTSDALE RD, 02/20/2009 (Check all applicable) **STE 290** (Street) 6. Individual or Joint/Group 10% Owner \_X\_\_ Director Officer \_Other Filing(Check Applicable Line) (give title below) (specify below) \_X\_ Form filed by One Reporting Person SCOTTSDALE, AZÂ 85250 Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5)  $I^{(2)}$ Common Stock 1,335,108 (1) See Explanation Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

### Edgar Filing: Fromm Derek J - Form 3/A

Date Expiration Amount or or Indirect
Exercisable Date Number of (I)
Shares (Instr. 5)

# **Reporting Owners**

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Fromm Derek J

6263 N. SCOTTSDALE RD, STE 290 X SCOTTSDALE, AZÂ 85250

**Signatures** 

/s/ Derek J. 04/29/2009 Fromm

\*\*Signature of Date

Reporting Person

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) This Form 3-A amends the Form 3 filed on February 20, 2009 to include Common Stock holdings inadvertently omitted.
  - Consists of shares of Common Stock beneficially owned by Greenstone Capital Services ("GCS"). Mr. Fromm is a director and the Chief Executive Officer and President of GCS and as a result may be deemed to beneficially own the shares of Common Stock beneficially
- (2) owned by GCS. Mr. Fromm disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein. Pursuant to an agreement between GCS and Penates Group, Inc. ("Penates"), 917,070 of the shares beneficially owned by GCS are in the process of being transferred to GCS from Penates.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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