

Wilhelmina International, Inc.  
Form 8-K  
June 20, 2018

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): June 19, 2018

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 5.07 Submission of Matters to a Vote of Security Holders**

The Annual Meeting of Stockholders of Wilhelmina International, Inc. (the “Company”) was held on June 19, 2018. Of the 5,369,530 shares of common stock of the Company entitled to vote at the meeting, 5,316,371 shares were represented at the Annual Meeting in person or by proxy.

Proposal No. 1 – Election of Directors

At the Annual Meeting, the following individuals were elected to serve as directors of the Company and received the number of votes set forth opposite their respective names:

Votes Against Abstentions and

| <u>Director</u>    | <u>Votes For</u> | <u>Or Withheld</u> | <u>Broker Non-Votes</u> |
|--------------------|------------------|--------------------|-------------------------|
| Mark E. Schwarz    | 4,282,305        | 8,494              | 1,025,572               |
| Clinton J. Coleman | 4,279,730        | 11,069             | 1,025,572               |
| James A. Dvorak    | 4,279,305        | 11,494             | 1,025,572               |
| Horst Dieter-Esch  | 4,280,689        | 10,110             | 1,025,572               |
| Mark E. Pape       | 4,282,665        | 8,134              | 1,025,572               |
| James C. Roddey    | 4,279,570        | 11,229             | 1,025,572               |
| Jeffrey R. Utz     | 4,279,665        | 11,134             | 1,025,572               |

Proposal No. 2 - Ratification of Appointment of Independent Registered Public Accounting Firm

Shareholders were also asked to ratify the appointment of Montgomery, Coscia and Greilich LLP (“MCG”) as the independent auditors of the Company for fiscal 2018. At the Annual Meeting, 5,297,159 shares were voted in favor of ratifying the appointment of MCG; 6,616 shares were voted against ratifying the appointment of MCG; and 12,596 shares abstained from voting on ratifying the appointment of MCG.

Other Matters

No other matters were voted on at the Annual Meeting.

SIGNATURES

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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: June 20, 2018 By: /s/ James A. McCarthy  
James A. McCarthy, Chief Financial Officer