

Wilhelmina International, Inc.
Form 8-K
January 12, 2015

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): December 18, 2014

WILHELMINA INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-------------------------------------|---|
| Delaware (State of other jurisdiction of incorporation) | 0-28536 (Commission File Number) | 74-2781950 (IRS Employer Identification No.) |
|---|-------------------------------------|---|

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

75201
(Zip Code)

Registrant's telephone number, including area code: (214) 661-7488

N/A

(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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

(a)-(b) On December 18, 2014, Wilhelmina International, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). As disclosed in the Company’s proxy statement dated November 18, 2014, the two proposals submitted to a vote at the Annual Meeting were the election of directors and the ratification of the appointment of the Company’s independent registered accounting firm.

The following sets forth information regarding the final results at the Annual Meeting:

Proposal 1: Election of Directors. The Company’s stockholders elected the seven director nominees recommended for election, each to serve until the Company’s next annual meeting of stockholders and until their successors are duly elected and qualify. The following is a breakdown of the voting results.

| Director | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|-------------------|-----------|----------------|-------------|------------------|
| Mark Schwarz | 1,981,536 | 9,104 | 13,818 | 2,902,030 |
| Horst-Dieter Esch | 1,981,396 | 9,244 | 13,818 | 2,902,030 |
| Clinton Coleman | 1,981,206 | 9,434 | 13,818 | 2,902,030 |
| James Dvorak | 1,981,206 | 9,434 | 13,818 | 2,902,030 |
| Mark Pape | 1,990,210 | 430 | 13,818 | 2,902,030 |
| James Roddey | 1,990,355 | 285 | 13,818 | 2,902,030 |
| Jeffrey Utz | 1,990,465 | 175 | 13,818 | 2,902,030 |

Proposal 2: Ratification of Appointment of Montgomery Coscia Greulich, LLC as Independent Registered Public Accountants. The Company’s stockholders ratified the appointment of Montgomery Coscia Greulich, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2014. The following is breakdown of the voting results:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-----------|---------------|-------------|------------------|
| 4,884,393 | 17,760 | 1,067 | 0 |

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.

Dated: January 12, 2015

WILHELMINA INTERNATIONAL, INC.

By:

Name:

John P. Murray

Title:

Chief Financial Officer
