

Wilhelmina International, Inc.  
Form 8-A12G/A  
July 21, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-A/A

AMENDMENT NO. 2

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.

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.

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 (“Wilhelmina”), hereby amends the following items, exhibits and portions of its Registration Statement on Form 8-A filed with the Securities and Exchange Commission (“SEC”) 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 July 20, 2009, Wilhelmina entered into an amendment (the “Second Amendment”) to that certain Rights Agreement dated as of July 10, 2006 by and between Wilhelmina and The Bank of New York Mellon Trust Company, N.A., as rights agent, as amended (the “Rights Agreement”). The Second Amendment, among other things, (i) provides that those certain purchases of shares of Common Stock by Krassner Family Investments Limited Partnership (“Krassner L.P.”), a party to the Wilhelmina Agreement (as defined in the Rights Agreement), reported on Statements of Change in Beneficial Ownership on Form 4 filed with the Securities and Exchange Commission on June 3, 2009, June 12, 2009 and June 26, 2009 (the “Krassner Purchases”) shall not be deemed to be events that cause the Rights (as defined in the Rights Agreement) to become exercisable, (ii) amends the definition of Acquiring Person (as defined in the Rights Agreement) to provide that neither Krassner L.P. nor any of its existing or future Affiliates or Associates (as defined in the Rights Agreement) shall be deemed to be an Acquiring Person solely by virtue of the Krassner Purchases and (iii) amends the Rights Agreement to provide that a Distribution Date (as defined in the Rights Agreement) shall not be deemed to have occurred solely by virtue of the Krassner Purchases. The Second Amendment also provides for certain other conforming and technical amendments to the terms and provisions of the Rights Agreement.

The foregoing description of the Second Amendment does not purport to be complete, and is qualified in its entirety by reference to the full text of the Second Amendment, which is filed as Exhibit 4.1 to Wilhelmina’s Current Report on Form 8-K filed on July 21, 2009 and is incorporated herein by reference.

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Item 2. Exhibits.

Item 2 of the Form 8-A is hereby amended and restated in its entirety as follows:

| Exhibit No. | Description  |
|-------------|--|
| 3.1         | Certificate of Designation of Series A Junior Participating Preferred Stock of Wilhelmina International, Inc. (formerly New Century Equity Holdings Corp.), filed with the Secretary of State of Delaware on July 10, 2006 (incorporated by reference to Exhibit 3.2 to the registrant's Current Report on Form 8-K filed on July 10, 2006). |
| 4.1         | Rights Agreement dated as of July 10, 2006 by and between Wilhelmina International, Inc. (formerly New Century Equity Holdings Corp.) and The Bank of New York Trust Company, N.A. (incorporated by reference to Exhibit 4.2 to the registrant's Current Report on Form 8-K filed on July 10, 2006).   |
| 4.2         | Form of Rights Certificate (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K filed on July 10, 2006).   |
| 4.3         | Amendment to Rights Agreement dated August 25, 2008 by and between Wilhelmina International, Inc. (formerly New Century Equity Holdings Corp.) 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 August 26, 2008).                             |
| 4.4         | Second Amendment to Rights Agreement dated July 20, 2009 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 July 21, 2009).   |

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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: July 21, 2009

WILHELMINA INTERNATIONAL, INC.

By: /s/ Mark E. Schwarz  
Name: Mark E. Schwarz  
Title: Chief Executive Officer