

Wilhelmina International, Inc.  
Form 8-K  
November 22, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): November 19, 2013

WILHELMINA INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or 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

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(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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On November 19, 2013, the Board of Directors (the “Board”) of Wilhelmina International, Inc. (the “Company”) appointed James Roddey to the Board. Mr. Roddey was appointed to fill an existing vacancy on the Board.

In connection with his appointment to the Board, Mr. Roddey was named to the Audit Committee of the Board. Jeffrey Utz was also named to the Audit Committee.

The Board has determined that Messrs. Roddey and Utz satisfy the definition of “independent director” and the requirements for service on the Board's Audit Committee under Nasdaq listing standards.

Mr. Roddey, age 79, has served as Principal of ParenteBeard, LLP (including through its predecessor McCrory & McDowell LLC), a provider of financial, business and management consulting services, since September 2007. Mr. Roddey was a Partner at the Hawthorne Group, an investment and management company, from January 2004 to September 2007 (and previously from 1978 to 2000). Prior to the Hawthorne Group, from January 2000 to January 2004, Mr. Roddey served as the Chief Executive of Allegheny County, Pennsylvania. Mr. Roddey was a director of SEEC, Inc., a software provider for the insurance and financial services industry, from August 2005 to November 2008. Earlier in his career, Mr. Roddey served as President and a director of Turner Communications, Inc. and Rollins Communication, Inc. and, while associated with the Hawthorne Group, President and Chief Executive Officer of Pittsburgh Outdoor Advertising, Gateway Outdoor Advertising and International Sports Marketing, among other companies. Mr. Roddey previously served on the Company’s Board of from January 2011 through September 2013.

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 hereunto duly authorized.

Date: November 21, 2013

WILHELMINA INTERNATIONAL, INC.

By: /s/ John

Murray

Name: John Murray

Title: Chief Financial Officer