

KRASSNER BRAD
Form 4
September 20, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRASSNER BRAD

2. Issuer Name and Ticker or Trading Symbol
Wilhelmina International, Inc.
[WHLM.OB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/18/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

31 E RIVO ALTO

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

MIAMI BEACH, FL 33139

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned or Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|---|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock | 07/18/2012 | | S | 2,000,000 | D | \$ 0.125 | 26,992,317 I | See notes (1) and (2) <u>(1)</u> <u>(2)</u> |
| Common Stock | 07/31/2012 | | S | 26,550,047 | D | \$ 0.125 | 442,270 ⁽³⁾ I | See notes (1) and (2) <u>(1)</u> <u>(2)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| KRASSNER BRAD 31 E RIVO ALTO MIAMI BEACH, FL 33139 | X | X | | |
| KRASSNER FAMILY INVESTMENTS LIMITED PARTNERSHIP 31 E RIVO ALTO MIAMI BEACH, FL 33139 | X | X | | |
| KRASSNER INVESTMENTS, INC. 31 E RIVO ALTO MIAMI BEACH, FL 33139 | X | X | | |

Signatures

/s/ Brad
Krassner

09/20/2012

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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) Krassner Investments, Inc. is the general partner of Krassner Family Investments Limited Partnership ("KFILP"), and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any other purpose. Brad Krassner is the President, Director and sole stockholder of Krassner Investments, Inc.
- (2) Brad Krassner, individually, and the Krassner Family Investment Trust ("KFIT") are the limited partners of KFILP. Brad Krassner's children are the beneficiaries of the KFIT and his mother is a trustee of KFIT. Brad Krassner and KFIT disclaim any pecuniary interest in the reported limited partner interest in the reported securities except to the extent of their ownership interest therein (Brad Krassner owns an 83.5% limited partner interest in KFILP and KFIT owns a 15.5% limited partner interest in KFILP and the inclusion of those shares in this report shall not be deemed to be an admission of beneficial ownership of all the reported shares for purposes of Section 16 or any

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other purpose.

(3) Includes 107,028 shares owned directly by KFILP and 335,242 shares owned directly by Brad Krassner.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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