

KRASSNER BRAD

Form 4

February 13, 2012

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

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

OMB APPROVAL

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(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)
02/08/2012

☐ 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2012		J ⁽¹⁾		705,438	D	\$ 0
					30,094,319	D ⁽²⁾ ⁽³⁾	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)

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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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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

02/13/2012

**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) This transaction is compensation for services provided to Krassner Family Investments Limited Partnership.

Includes 29,759,077 shares owned directly by Krassner Family Investments Limited Partnership and 335,242 shares owned directly by Brad Krassner. Krassner Investments, Inc. is the general partner of Krassner Family Investments Limited Partnership and therefore has voting and dispositive power over the shares owned by Krassner Family Investments Limited Partnership. Krassner Investments, Inc.

(2) disclaims any pecuniary interest in the reported securities except to the extent of its ownership interest in Krassner Family Investments Limited Partnership (it owns a 1% interest in Krassner Family Investments Limited Partnership), 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.

(3) Brad Krassner, individually, and the Krassner Family Investment Trust are the limited partners of Krassner Family Investments Limited Partnership. Brad Krassner's children are the beneficiaries of the Krassner Family Investment Trust and his mother is a trustee of the trust. Brad Krassner and the Krassner Family Investment Trust disclaim any pecuniary interest in the reported limited partner interest in the

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reported securities except to the extent of their ownership interest therein (Brad Krassner owns an 83.5% limited partner interest in Krassner Family Investments Limited Partnership and the Krassner Family Investment Trust owns a 15.5% limited partner interest in Krassner Family Investments Limited Partnership) 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.

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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