
**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): November 9, 2023

WILHELMINA INTERNATIONAL, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction of Incorporation)

001-36589
(Commission File Number)

74-2781950
(I.R.S. Employer Identification No.)

5420 Lyndon B Johnson Freeway, Box #25
Dallas, Texas 75240
(Address of Principal Executive Offices) (Zip Code)

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

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	WHLM	Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02. Results of Operations and Financial Condition.

On November 9, 2023, Wilhelmina International, Inc. issued a press release announcing its financial results for the third quarter ended September 30, 2023. A copy of this press release is included as Exhibit 99.1 to this report.

Pursuant to General Instruction B.2 of Form 8-K, the information in this Item 2.02 of Form 8-K, including Exhibit 99.1 attached hereto, is being furnished pursuant to Item 2.02 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise be subject to the liabilities of that section, nor is it incorporated by reference into any filing of Wilhelmina International, Inc. under the Securities Act of 1933 or the Securities Exchange Act of 1934, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated November 9, 2023
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

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.

WILHELMINA INTERNATIONAL, INC.

Date: November 9, 2023

By: /s/ James A. McCarthy
James A. McCarthy
Chief Financial Officer

Wilhelmina International, Inc. Reports Results for Third Quarter 2023

Third Quarter Financial Results

(in thousands)	Q3 23	Q3 22	YOY Change	Q3 23 YTD	Q3 22 YTD	YOY Change
Total Revenues	\$ 4,472	\$ 4,442	0.7%	\$ 13,449	\$ 13,689	(1.8%)
Operating Income	467	671	(30.4%)	845	2,585	(67.3%)
Income Before Provision for Taxes	485	776	(37.5%)	783	2,789	(71.9%)
Net Income	359	1,887	(81.0%)	504	3,547	(85.8%)
Gross Billings*	16,158	16,264	(0.7%)	51,286	50,513	1.5%
EBITDA*	540	820	(34.1%)	946	2,944	(67.9%)
Adjusted EBITDA*	547	768	(28.8%)	1,081	2,898	(62.7%)
Pre-Corporate EBITDA*	795	1,015	(21.7%)	1,819	3,621	(49.8%)

*Non-GAAP measures referenced are detailed in the disclosures at the end of this release.

DALLAS, Nov. 09, 2023 (GLOBE NEWSWIRE) -- Wilhelmina International, Inc. (Nasdaq:WHLM) ("Wilhelmina" or the "Company") today reported revenues of \$4.5 million and net income of \$0.4 million for the three months ended September 30, 2023, compared to revenues of \$4.4 million and net income of \$1.9 million for the three months ended September 30, 2022. For the nine months ended September 30, 2023, Wilhelmina reported revenues of \$13.4 million and net income of \$0.5 million compared to revenue of \$13.7 million and net income of \$3.5 million for the nine months ended September 30, 2022. Net income for the three and nine months ended September 30, 2022 were significantly impacted by the full release of a previous \$1.5 million valuation allowance against deferred tax assets.

Financial Results

Net income for the three months ended September 30, 2023 was \$0.4 million or \$0.07 per fully diluted share, compared to net income of \$1.9 million, or \$0.37 per fully diluted share, for the three months ended September 30, 2022. Net income for the nine months ended September 30, 2023 was \$0.5 million, or \$0.10 per fully diluted share, compared to \$3.5 million, or \$0.69 per fully diluted share, for the nine months ended September 30, 2022.

Pre-Corporate EBITDA was \$0.8 million and \$1.8 million for the three and nine months ended September 30, 2023, compared to Pre-Corporate EBITDA of \$1.0 million and \$3.6 million for the three and nine months ended September 30, 2022.

The following table reconciles reported total revenues under generally accepted accounting principles to Gross Billings, for the three and nine months ended September 30, 2023 and 2022.

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Total Revenues	\$ 4,472	\$ 4,442	\$ 13,449	\$ 13,689
Model costs	11,686	11,822	37,837	36,824
Gross billings*	16,158	16,264	51,286	50,513

*Non-GAAP measures referenced are detailed in the disclosures at the end of this release.

Model costs include amounts owed to talent, including taxes required to be withheld and remitted directly to taxing authorities, commissions owed to other agencies, and related costs such as those paid for photography.

The following table reconciles reported net income under generally accepted accounting principles to EBITDA, Adjusted EBITDA and Pre-Corporate EBITDA for the three and nine months ended September 30, 2023 and 2022.

(in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
Net(loss)income	\$ 359	\$ 1,887	\$ 504	\$ 3,547
Interest	-	2	1	7
Income tax expense (benefit)	126	(1,111)	279	(758)
Amortization and depreciation	55	42	162	148
EBITDA*	540	820	946	2,944
Foreign exchange (gain) loss	(18)	(107)	61	(211)
Share-based payment expense	25	55	74	165

Adjusted EBITDA*	547	768	1,081	2,898
Corporate overhead	248	247	738	723
Pre-Corporate EBITDA*	795	1,015	1,819	3,621

*Non-GAAP measures referenced are detailed in the disclosures at the end of this release.

Changes in net income, EBITDA, Adjusted EBITDA and Pre-Corporate EBITDA for the three and nine months ended September 30, 2023, when compared to the three and nine months ended September 30, 2022, were primarily the result of the following:

- Total revenues for the three months ended September 30, 2023 increased 0.7% primarily due to increased commissions from model bookings. Total revenues for the nine months ended September 30, 2023 decreased by 1.8% primarily due to decreased commissions on bookings during the first half of the year;
- Salaries and service costs for the three and nine months ended September 30, 2023 increased by 3.3% and 7.4% primarily due to personnel hires and payroll changes to better align Wilhelmina staffing with the needs of each office and geographical region;
- Office and general expenses for the three and nine months ended September 30, 2023 increased by 17.8% and 40.9% primarily due to increased legal expense, rent expense, utilities, computer expenses, and other office related expenses;
- Amortization and depreciation expense for the three and nine months ended September 30, 2023 increased by 31.0% and 9.5%, primarily due to increased depreciation of capitalized furniture and leasehold assets at the Company's New York City office; and
- Corporate overhead expenses for the three and nine months ended September 30, 2023 increased by 0.4% and 2.1%, primarily due to increased corporate travel expenses and the timing of audit costs incurred earlier than the prior year.

WILHELMINA INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands, except share data)

	(Unaudited) September 30, 2023	December 31, 2022
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 10,873	\$ 11,998
Short term investments	295	-
Accounts receivable, net of allowance for doubtful accounts of \$2,038 and \$1,664, respectively	9,897	9,467
Prepaid expenses and other current assets	289	181
Total current assets	21,354	21,646
Property and equipment, net of accumulated depreciation of \$498 and \$1,216, respectively	332	307
Right of use assets-operating	3,625	3,565
Right of use assets-finance	93	138
Trademarks and trade names with indefinite lives	8,467	8,467
Goodwill	7,547	7,547
Other assets	300	322
TOTAL ASSETS	\$ 41,718	\$ 41,992
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities	\$ 3,949	\$ 4,306
Due to models	7,589	8,378
Contract liabilities	-	270
Lease liabilities – operating, current	695	385
Lease liabilities – finance, current	65	62
Total current liabilities	12,298	13,401
Long term liabilities:		
Deferred income tax, net	1,278	985
Lease liabilities – operating, non-current	3,271	3,310
Lease liabilities – finance, non-current	36	85
Total long term liabilities	4,585	4,380
Total liabilities	16,883	17,781
Shareholders' equity:		
Common stock, \$0.01 par value, 9,000,000 shares authorized; 6,472,038 shares issued at September 30, 2023 and December 31, 2022	65	65
Treasury stock, 1,314,694 shares at September 30, 2023 and December 31, 2022, at cost	(6,371)	(6,371)
Additional paid-in capital	88,844	88,770
Accumulated deficit	(57,205)	(57,709)
Accumulated other comprehensive loss	(498)	(544)
Total shareholders' equity	24,835	24,211
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	\$ 41,718	\$ 41,992

WILHELMINA INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
For the Three and Nine Months Ended September 30, 2023 and 2022
(In thousands, except for share and per share data)
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2023	2022	2023	2022
Revenues:				
Service revenues	\$ 4,465	\$ 4,434	\$ 13,427	\$ 13,666
License fees	7	8	22	23
Total revenues	<u>4,472</u>	<u>4,442</u>	<u>13,449</u>	<u>13,689</u>
Operating expenses:				
Salaries and service costs	2,843	2,753	8,702	8,102
Office and general expenses	859	729	3,002	2,131
Amortization and depreciation	55	42	162	148
Corporate overhead	248	247	738	723
Total operating expenses	<u>4,005</u>	<u>3,771</u>	<u>12,604</u>	<u>11,104</u>
Operating income	<u>467</u>	<u>671</u>	<u>845</u>	<u>2,585</u>
Other (income) expense:				
Foreign exchange (gain) loss	(18)	(107)	61	(211)
Interest expense	-	2	1	7
Total other (income) expense	<u>(18)</u>	<u>(105)</u>	<u>62</u>	<u>(204)</u>
Income before provision for income taxes	<u>485</u>	<u>776</u>	<u>783</u>	<u>2,789</u>
Benefit (provision) for income taxes:				
Current	14	(221)	14	(305)
Deferred	(140)	1,332	(293)	1,063
Benefit (provision) for income taxes, net	<u>(126)</u>	<u>1,111</u>	<u>(279)</u>	<u>758</u>
Net income	<u>\$ 359</u>	<u>\$ 1,887</u>	<u>\$ 504</u>	<u>\$ 3,547</u>
Other comprehensive (loss) income:				
Foreign currency translation adjustment	(152)	(352)	46	(864)
Total comprehensive income	<u>\$ 207</u>	<u>\$ 1,535</u>	<u>\$ 550</u>	<u>\$ 2,683</u>
Basic net income per common share	\$ 0.07	\$ 0.37	\$ 0.10	\$ 0.69
Diluted net income per common share	\$ 0.07	\$ 0.37	\$ 0.10	\$ 0.69
Weighted average common shares outstanding-basic	5,157	5,157	5,157	5,157
Weighted average common shares outstanding-diluted	5,157	5,157	5,157	5,157

WILHELMINA INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY
For the Three and Nine Months Ended September 30, 2023 and 2022
(In thousands)

	Common Shares	Stock Amount	Treasury Shares	Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2021	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,580	\$ (61,238)	\$ (23)	\$ 21,013
Share based payment expense	-	-	-	-	55	-	-	55
Net income	-	-	-	-	-	739	-	739
Foreign currency translation	-	-	-	-	-	-	(174)	(174)
Balances at March 31, 2022	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,635	\$ (60,499)	\$ (197)	\$ 21,633
Share based payment expense	-	-	-	-	55	-	-	55
Net income	-	-	-	-	-	921	-	921
Foreign currency translation	-	-	-	-	-	-	(338)	(338)
Balances at June 30, 2022	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,690	\$ (59,578)	\$ (535)	\$ 22,271
Share based payment expense	-	-	-	-	55	-	-	55
Net income	-	-	-	-	-	1,887	-	1,887
Foreign currency translation	-	-	-	-	-	-	(352)	(352)
Balances at September 30, 2022	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,745	\$ (57,691)	\$ (887)	\$ 23,861

	Common Shares	Stock Amount	Treasury Shares	Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Accumulated Other Comprehensive Income (Loss)	Total
Balances at December 31, 2022	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,770	\$ (57,709)	\$ (544)	\$ 24,211
Share based payment expense	-	-	-	-	24	-	-	24
Net income	-	-	-	-	-	159	-	159
Foreign currency translation	-	-	-	-	-	-	86	86
Balances at March 31, 2023	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,794	\$ (57,550)	\$ (458)	\$ 24,480
Share based payment expense	-	-	-	-	25	-	-	25
Net loss	-	-	-	-	-	(14)	-	(14)
Foreign currency translation	-	-	-	-	-	-	112	112
Balances at June 30, 2023	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,819	\$ (57,564)	\$ (346)	\$ 24,603
Share based payment expense	-	-	-	-	25	-	-	25
Net income	-	-	-	-	-	359	-	359
Foreign currency translation	-	-	-	-	-	-	(152)	(152)
Balances at September 30, 2023	6,472	\$ 65	(1,315)	\$ (6,371)	\$ 88,844	\$ (57,205)	\$ (498)	\$ 24,835

WILHELMINA INTERNATIONAL, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOW
For the Nine Months Ended September 30, 2023 and 2022
(In thousands)
(Unaudited)

	Nine Months Ended	
	September 30,	
	2023	2022
Cash flows from operating activities:		
Net income:	\$ 504	\$ 3,547
Adjustments to reconcile net income to net cash used in operating activities:		
Amortization and depreciation	162	148
Share based payment expense	74	165
Loss (gain) on foreign exchange rates	61	(211)
Deferred income taxes	293	(1,063)
Bad debt expense	126	115
Changes in operating assets and liabilities:		
Accounts receivable	(617)	(2,123)
Prepaid expenses and other current assets	(108)	(140)
Right of use assets-operating	519	359
Other assets	22	(228)
Due to models	(789)	1,086
Lease liabilities-operating	(308)	(337)
Contract liabilities	(270)	(535)
Accounts payable and accrued liabilities	(357)	455
Net cash (used in) provided by operating activities	(688)	1,238
Cash flows from investing activities:		
Purchases of property and equipment	(141)	(96)
Purchase of short term investments	(295)	-
Net cash used in investing activities	(436)	(96)
Cash flows from financing activities:		
Payments on finance leases	(47)	(45)
Net cash used in financing activities	(47)	(45)
Foreign currency effect on cash flows:	46	(819)
Net change in cash and cash equivalents:	(1,125)	278
Cash and cash equivalents, beginning of period	11,998	10,251
Cash and cash equivalents, end of period	\$ 10,873	\$ 10,529
Supplemental disclosures of cash flow information:		
Cash paid for income taxes	\$ 65	\$ 16

Non-GAAP Financial Measures

Gross Billings, EBITDA, Adjusted EBITDA and Pre-Corporate EBITDA represent measures of financial performance that are not calculated and presented in accordance with U.S. generally accepted accounting principles (“non-GAAP financial measures”). The Company considers Gross Billings, EBITDA, Adjusted EBITDA and Pre-Corporate EBITDA to be important measures of performance because they:

- are key operating metrics of the Company's business;
- are used by management in its planning and budgeting processes and to monitor and evaluate its financial and operating results; and
- provide stockholders and potential investors with a means to evaluate the Company's financial and operating results against other companies within the Company's industry.

The Company's calculation of non-GAAP financial measures may not be consistent with similar calculations by other companies in the Company's industry. The Company calculates Gross Billings as the gross amounts billed to customers on behalf of its models and talent for services performed. The Company calculates EBITDA as net income plus interest expense, income tax expense, and depreciation and amortization expense. The Company calculates “Adjusted EBITDA” as EBITDA plus foreign exchange gain/loss, share-based payment expense and certain significant non-recurring items that the Company may include from time to time. There were no such non-recurring items during the nine months ended September 30, 2023 and 2022. The Company calculates “Pre-Corporate EBITDA” as Adjusted EBITDA plus corporate overhead expense, which includes director compensation, securities laws compliance costs, audit and professional fees, and other public company costs.

Non-GAAP financial measures should not be considered as alternatives to net and operating income as an indicator of the Company's operating performance or cash flows from operating activities as a measure of liquidity or any other measure of performance derived in accordance with generally accepted accounting principles.

Form 10-Q Filing

Additional information concerning the Company's results of operations and financial position is included in the Company's Form 10-Q for the third quarter ended September 30, 2023 filed with the Securities and Exchange Commission on November 9, 2023.

Forward-Looking Statements

This press release contains certain “forward-looking” statements as such term is defined in the Private Securities Litigation Reform Act of 1995. Such forward-looking statements relating to the Company are based on the beliefs of the Company's management as well as information currently available to the Company's management. When used in this report, the words “anticipate,” “believe,” “estimate,” “expect” and “intend” and words or phrases of similar import, as they relate to the Company or Company management, are intended to identify forward-looking statements. Such forward-looking statements include, in particular, projections about the Company's future results, statements about its plans, strategies, business prospects, changes and trends in its business and the markets in which it operates. Additionally, statements concerning future matters such as gross billing levels, revenue levels, expense levels, and other statements regarding matters that are not historical are forward-looking statements. Management cautions that these forward-looking statements relate to future events or the Company's future financial performance and are subject to business, economic, and other risks and uncertainties, both known and unknown, that may cause actual results, levels of activity, performance, or achievements of its business or its industry to be materially different from those expressed or implied by any forward-looking statements. Should any one or more of these risks or uncertainties materialize, or should any underlying assumptions prove incorrect, actual results may vary materially from those described herein as anticipated, believed, estimated, expected or intended. The Company does not undertake any obligation to publicly update these forward-looking statements. As a result, no person should place undue reliance on these forward-looking statements.

About Wilhelmina International, Inc. (www.wilhelmina.com):

Wilhelmina, together with its subsidiaries, is an international full-service fashion model and talent management service, specializing in the representation and management of leading models, celebrities, artists, photographers, athletes, and content creators. Established in 1967 by fashion model Wilhelmina Cooper, Wilhelmina is one of the oldest and largest fashion model management companies in the world. Wilhelmina is publicly traded on Nasdaq under the symbol WHLM. Wilhelmina is headquartered in New York and, since its founding, has grown to include operations in Los Angeles, Miami, and London. Wilhelmina also owns Aperture, a talent agency located in New York and Los Angeles. For more information, please visit www.wilhelmina.com and follow @WilhelminaModels.

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