

WIDEPOINT CORP  
Form SC 13D/A  
July 24, 2017

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 2)\*

WidePoint Corporation  
(Name of Issuer)

Common Stock, \$0.001 par value per share  
(Title of Class of Securities)

967590100  
(CUSIP Number)

Brett Hendrickson  
2305 Cedar Springs Rd., Suite 420  
Dallas, TX 75201  
(972) 590-4100

*with a copy to:*

Aneliya Crawford, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(212) 756-2000  
(Name, Address and Telephone Number of Person)

Authorized to Receive Notices and  
Communications)

July 20, 2017  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

**1** NAME OF REPORTING PERSON

Nokomis Capital, L.L.C.

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

**5** AF/OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS

**6** REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

Texas

**7** SOLE VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: -0- SHARED VOTING POWER

**9** 12,774,251 SOLE DISPOSITIVE POWER

**10** -0- SHARED DISPOSITIVE POWER

12,774,251

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12,774,251  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

**12** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
**13** AMOUNT IN ROW (11)

15.4%  
TYPE OF REPORTING  
PERSON  
**14**

IA, OO

**1** NAME OF REPORTING PERSON

Brett Hendrickson

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF/OO CHECK BOX

**5** IF DISCLOSURE OF LEGAL PROCEEDING

IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

United States

**7** SOLE VOTING POWER

-0- SHARED VOTING POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

**8** 12,774,251

**9** SOLE DISPOSITIVE POWER

**10** -0- SHARED DISPOSITIVE POWER

12,774,251

|           |   |
|-----------|---|
| <b>11</b> | AGGREGATE<br>AMOUNT<br>BENEFICIALLY<br>OWNED BY EACH<br>PERSON                            |
| <b>12</b> | 12,774,251<br>CHECK IF THE<br>AGGREGATE<br>AMOUNT IN<br>ROW (11)        "                 |
| <b>13</b> | EXCLUDES<br>CERTAIN<br>SHARES<br>PERCENT OF CLASS<br>REPRESENTED BY<br>AMOUNT IN ROW (11) |
| <b>14</b> | 15.4%<br>TYPE OF REPORTING<br>PERSON<br><br>HC, IN  |

This Amendment No. 2 ("Amendment No. 2") amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on April 5, 2017 (the "Original Schedule 13D") as amended by Amendment No. 1 filed on June 16, 2017 ("Amendment No. 1" and together with the Original Schedule 13D and this Amendment No. 2, the "Schedule 13D") with respect to the shares of common stock, \$0.001 par value (the "Shares"), of WidePoint Corporation (the "Issuer"). Capitalized terms used herein and not otherwise defined in this Amendment No. 2 have the meanings set forth in the Original Schedule 13D. This Amendment No.2 amends Item 4 as set forth below.

#### **Item 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On July 20, 2017, the Issuer entered into an appointment and standstill agreement (the "Agreement") with Nokomis Capital, L.L.C. ("Nokomis"), pursuant to which, among other things, the Issuer agreed to immediately appoint Alan Howe and Philip Richter as Class II directors of the Issuer and as members of the Corporate Governance and Nominating Committee and the Compensation Committee of the Board and to nominate them for election at the Issuer's 2017 Annual Meeting of Stockholders (the "Annual Meeting").

As part of the Agreement, Nokomis, among other things, agreed to customary standstill commitments during the term of the Agreement and to vote its shares in favor of the Board's recommendations regarding director elections and other matters to be submitted to a vote at the Annual Meeting. The term of the Agreement expires on the date that is thirty days prior to the deadline related to nominations by stockholders of directors for election at the Issuer's 2018 Annual Meeting of Stockholders.



SIGNATURES

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: July 21, 2017

Nokomis Capital, L.L.C.

/s/ Brett Hendrickson

Name: Brett Hendrickson

Title: Manager

Brett hendrickson

/s/ Brett Hendrickson

Name: Brett Hendrickson