

WIDEPOINT CORP
Form SC 13G/A
February 07, 2012

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

SCHEDULE 13G

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

WIDEPOINT CORPORATION

(Name of Issuer)

Common Stock, Par Value \$.001 Per Share

(Title of Class of Securities)

9675090100

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

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 number.

CUSIP No. 967590100

NAMES OF REPORTING PERSONS:

- 1 Ewing & Partners
Timothy G. Ewing
Ewing Asset Management, LLC
Endurance General Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS):

- 2 (a)
(b)

SEC USE ONLY:

3

CITIZENSHIP OR PLACE OF ORGANIZATION:

- 4 Ewing & Partners - Texas
Timothy G. Ewing - U.S. Citizen
Ewing Asset Management, LLC - Texas
Endurance General Partners, L.P. - Texas

SOLE VOTING POWER:

- Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
5 Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

**NUMBER OF
SHARES
BENEFICIALLY 6
OWNED BY
EACH
REPORTING
PERSON**

SHARED VOTING POWER:

0

SOLE DISPOSITIVE POWER:

Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
7 Endurance General Partners, L.P.* - 2,701,558

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SHARED DISPOSITIVE POWER:

8
0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
9 Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS):

10

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PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9):

11

Ewing & Partners* - 4.3%

Timothy G. Ewing* - 4.3%
Ewing Asset Management, LLC* - 4.3%
Endurance General Partners, L.P.* - 4.3%

*Each of these reporting persons is deemed a beneficial owner of 4.3% of the Issuer's Common Stock, which includes 3.0% owned by Endurance Partners (Q.P.), L.P. and 1.3% owned by Endurance Partners, L.P.

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS):

12 Ewing & Partners - PN
Timothy G. Ewing - IN
Ewing Asset Management, LLC - OO (Limited Liability Company)
Endurance General Partners, L.P. - PN

SCHEDULE 13G

Item 1(a) Name of Issuer.

Widepoint Corporation

Item 1(b) Address of Issuer's Principal Executive Offices.

One Lincoln Center
Oakbrook Terrace, IL 60181

Item 2(a) Name of Person Filing.

Ewing & Partners
Timothy G. Ewing
Ewing Asset Management, LLC
Endurance General Partners, L.P.

This statement relates to the shares of the Issuer owned by Ewing & Partners, Endurance Partners (Q.P.), L.P. and Endurance Partners, L.P. Endurance Partners (Q.P.), L.P. and Endurance Partners, L.P. are both investment partnerships managed by Ewing & Partners and having Endurance General Partners, L.P. as their General Partner.

Item 2(b) Address of Principal Business Office or, if none, Residence.

4514 Cole Avenue
STE 740
Dallas, TX 75205

Item 2(c) Citizenship.

Timothy G. Ewing is a U.S. Citizen.
The reporting entities are organized under Texas law.

Item 2(d) Title of Class of Securities.

Common Stock, Par Value \$.001 Per Share

Item 2(e) CUSIP Number.

967590100

Item 3 This statement is not filed pursuant to Rules 13d-1(b), 13d-2(b) or 13d-2(c).

Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

Item 4 Ownership.

~~Amount~~ Amount beneficially owned:

Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

~~Percent~~ Percent of Class:

Ewing & Partners* - 4.3%
Timothy G. Ewing* - 4.3%
Ewing Asset Management, LLC* - 4.3%
Endurance General Partners, L.P.* - 4.3%

*Each of these reporting persons is deemed a beneficial owner of 4.3% of the Issuer's Common Stock, which includes 3.0% owned by Endurance Partners (Q.P.), L.P. and 1.3% owned by Endurance Partners, L.P.

~~Number~~ Number of Shares as to which the person has:

(i) Sole power to vote or to direct the vote:
Ewing & Partners* - 2,701,558
Timothy G. Ewing* - 2,701,558
Ewing Asset Management, LLC* - 2,701,558
Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

(ii) Shared power to vote or to direct the vote: 0

(iii) Sole power to dispose or to direct the disposition of:

Ewing & Partners* - 2,701,558

Timothy G. Ewing* - 2,701,558

Ewing Asset Management, LLC* - 2,701,558

Endurance General Partners, L.P.* - 2,701,558

*Ewing & Partners is deemed a beneficial owner of 2,701,558 shares of the Issuer and each of the other Reporting Persons is deemed a beneficial owner of 2,701,558 shares of the Issuer, which includes 1,879,046 shares owned by Endurance Partners (Q.P.), L.P. and 822,512 shares owned by Endurance Partners, L.P.

(iv) Shared power to dispose or to direct the disposition of: 0

Item 5 Ownership of Five Percent or Less of a Class.

This statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported On By the Parent Holding Company or Control Person.

Not applicable.

Item 8 Identification and Classification of Members of the Group.

Not applicable.

Item 9 Notice of Dissolution of Group.

Not applicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a

participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

EWING & PARTNERS

Date: February 7, 2012

By: Timothy G. Ewing, Managing Partner

By: /s/ Beth N. Lowson

Name: Beth N. Lowson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

TIMOTHY G. EWING

Date: February 7, 2012

By: /s/ Beth N. Lowson

Name: Beth N. Lowson
Name: Beth N. Lowson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

EWING ASSET MANAGEMENT, LLC

Date: February 7, 2012

By: Timothy G. Ewing, Member

By: /s/ Beth N. Lowson

Name: Beth N. Lowson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

ENDURANCE GENERAL PARTNERS, L.P.

Date: February 7, 2012

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By: Ewing Asset Management, LLC, General Partner

By: Timothy G. Ewing, Member

By: /s/ Beth N. Lawson

Name: Beth N. Lawson
Title: Attorney-In-Fact
The Nelson Law Firm, LLC
White Plains Plaza
One North Broadway, Suite 712
White Plains, NY 10601

POWER OF ATTORNEY

The undersigned does hereby constitute and appoint Stephen J. Nelson, Mary Anne Mayo, Scott M. Dubowsky, Beth N. Lowson, and Sean W. McDowell, each of The Nelson Law Firm, LLC, White Plains Plaza, One North Broadway, White Plains, NY 10601, signing singly, with full power of substitution, as the true and lawful attorney of the undersigned, and authorizes and designates each of them to sign on behalf of the undersigned, and to file filings and any amendments thereto made by or on behalf of the undersigned in respect of the beneficial ownership of equity securities held by the undersigned, directly, indirectly or beneficially, pursuant to Sections 13(d), 13(g) and 16 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13(d), 13(g) or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until withdrawn by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of April, 2011.

By: /s/ Timothy G. Ewing

Timothy G. Ewing