

Edgar Filing: WIDEPOINT CORP - Form SC 13G

WIDEPOINT CORP
Form SC 13G
April 10, 2008

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No.)*

Widepoint Corporation
(Name of Issuer)

Common Stock
(Title of Class of Securities)

967590100
(CUSIP Number)

March 31, 2008
(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).

Edgar Filing: WIDEPOINT CORP - Form SC 13G

CUSIP: 967590100

Page 1 of 9

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Group International, Inc.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
California
- 5 SOLE VOTING POWER
5,009,010
- 6 SHARED VOTING POWER
NONE
- 7 SOLE DISPOSITIVE POWER
6,902,960
- 8 SHARED DISPOSITIVE POWER
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,902,960 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
13.1%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
HC

Edgar Filing: WIDEPOINT CORP - Form SC 13G

CUSIP: 967590100

Page 2 of 9

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Guardian Trust Company
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
California
- 5 SOLE VOTING POWER
5,009,010
- 6 SHARED VOTING POWER
NONE
- 7 SOLE DISPOSITIVE POWER
6,902,960
- 8 SHARED DISPOSITIVE POWER
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
6,902,960 Beneficial ownership disclaimed pursuant to Rule 13d-4
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
13.1%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Edgar Filing: WIDEPOINT CORP - Form SC 13G

IA BK

CUSIP: 967590100

Page 3 of 9

- 1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Capital Guardian U.S. Small Capitalization Master Fund
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS) (a)
- 3 SEC USE ONLY (b)
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
California
- 5 SOLE VOTING POWER
NONE
- 6 SHARED VOTING POWER
NONE
- 7 SOLE DISPOSITIVE POWER
NONE
- 8 SHARED DISPOSITIVE POWER
NONE
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,238,512
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9
6.2%
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

Edgar Filing: WIDEPOINT CORP - Form SC 13G

00

CUSIP: 967590100

Page 4 of 9

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Schedule 13G
Under the Securities Exchange Act of 1934

Amendment No.

Item 1(a) Name of Issuer:
Widepoint Corporation

Item 1(b) Address of Issuer's Principal Executive Offices:
1 Lincoln Centre, 18W140
Butterfield Road, Suite 1100
Oakbrook Terrce IL 60181

Item 2(a) Name of Person(s) Filing:
Capital Group International, Inc., Capital Guardian Trust
Company and Capital Guardian U.S. Small Capitalization Master
Fund

Item 2(b) Address of Principal Business Office or, if none,
Residence:
11100 Santa Monica Blvd.
Los Angeles, CA 90025

Item 2(c) Citizenship: N/A

Item 2(d) Title of Class of Securities:
Common Stock

Item 2(e) CUSIP Number:
967590100

Item 3 If this statement is filed pursuant to sections 240.13d-1(b)
or 240.13d-2(b) or (c), check whether the person filing is a:
(b) Bank as defined in section 3(a)(6) of the Act
(15 U.S.C. 78c).
(e) An investment adviser in accordance with
section 240.13d-1(b)(1)(ii)(E).
(g) A parent holding company or control person in
accordance with section 240.13d-1(b)(1)(ii)(G).

Item 4 Ownership

Provide the following information regarding the aggregate
number and percentage of the class of securities of the issuer
identified in Item 1.

Edgar Filing: WIDEPOINT CORP - Form SC 13G

- (a) Amount beneficially owned:
- (b) Percent of class:
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote:
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of:
 - (iv) Shared power to dispose or to direct the disposition of:

CUSIP: 967590100

Page 5 of 9

See pages 2 to 4

Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power and, in some cases, voting power over the securities reported in this Schedule 13G. The investment management companies, which include a "bank" as defined in Section 3(a)(6) of the Securities Exchange Act of 1934 (the "Act") and several investment advisers registered under Section 203 of the Investment Advisers Act of 1940, provide investment advisory and management services for their respective clients which include registered investment companies and institutional accounts. CGII does not have investment power or voting power over any of the securities reported herein. However, by virtue of Rule 13d-3 under the Act, CGII may be deemed to "beneficially own" 6,902,960 shares or 13.1% of the 52,559,000 shares of Common Stock believed to be outstanding.

Capital Guardian Trust Company, a bank as defined in Section 3(a)(6) of the Act is deemed to be the beneficial owner of 6,902,960 shares or 13.1% of the 52,559,000 shares of Common Stock believed to be outstanding as a result of its serving as the investment manager of various institutional accounts.

Capital Guardian U.S. Small Capitalization Master Fund, which is advised by Capital Guardian Trust Company, is the beneficial owner of 3,238,512 shares or 6.2% of the 52,559,000 shares of Common Stock believed to be outstanding.

Item 5 Ownership of Five Percent or Less of a Class. If 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 five percent of the class of securities, check the following: []

Item 6 Ownership of More than Five Percent on Behalf of Another Person: One or more clients of Capital Group International, Inc. have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock of Widepoint Corporation. Capital Group International, Inc. holds more than five percent of the outstanding Common Stock of Widepoint Corporation as of March 31, 2008 on behalf of each of the following client(s):

Capital Guardian U.S. Small Capitalization Master Fund

Edgar Filing: WIDEPOINT CORP - Form SC 13G

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

1. Capital Guardian Trust Company is a bank as defined in Section 3(a)(6) of the Act and an investment adviser registered under Section 203 of the Investment Adviser Act of 1940, and a wholly owned subsidiary of Capital Group International, Inc.

CUSIP: 967590100

Page 6 of 9

Item 8 Identification and Classification of Members of the Group:
N/A

Item 9 Notice of Dissolution of Group: N/A

Item 10 Certification

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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.

Date: April 10, 2008

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Group International, Inc.

Date: April 10, 2008

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Guardian Trust Company

Date: April 10, 2008

Signature: *David I. Fisher
Name/Title: David I. Fisher, Chairman
Capital Guardian Trust Company, Trustee
of Capital Guardian U.S. Small
Capitalization Master Fund

^By /s/ Liliane Corzo
Liliane Corzo

Edgar Filing: WIDEPOINT CORP - Form SC 13G

Attorney-in-fact

Signed pursuant to a Power of Attorney dated December 28, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 1, 2008 with respect to Beazer Homes USA Inc.

CUSIP: 967590100

Page 7 of 9

CUSIP: 967590100

Page 8 of 9

AGREEMENT

Los Angeles, CA
April 10, 2008

Capital Group International, Inc. ("CGII"), Capital Guardian Trust Company ("CGTC") and Capital Guardian U.S. Small Capitalization Master Fund ("CGTCSCF001") hereby agree to file a joint statement on Schedule 13G under the Securities Exchange Act of 1934 (the "Act") in connection with their beneficial ownership of Common Stock issued by Widepoint Corporation.

CGII, CGTC and CGTCSCF001 state that they are each entitled to individually use Schedule 13G pursuant to Rule 13d-1(c) of the Act.

CGII, CGTC and CGTCSCF001 are each responsible for the timely filing of the statement and any amendments thereto, and for the completeness and accuracy of the information concerning each of them contained therein but are not responsible for the completeness or accuracy of the information concerning the others.

CAPITAL GROUP INTERNATIONAL, INC.

BY: *David I. Fisher
David I. Fisher, Chairman
Capital Group International,
Inc.

CAPITAL GUARDIAN TRUST COMPANY

BY: *David I. Fisher
David I. Fisher, Chairman
Capital Guardian Trust Company

CAPITAL GUARDIAN U.S. SMALL CAPITALIZATION MASTER
FUND

BY: *David I. Fisher
David I. Fisher, Chairman
Capital Guardian Trust Company,
Trustee of Capital Guardian
U.S. Small Capitalization
Master Fund

^By /s/ Liliane Corzo

Edgar Filing: WIDEPOINT CORP - Form SC 13G

Liliane Corzo
Attorney-in-fact

Signed pursuant to a Power of Attorney dated December 28, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Capital Group International, Inc. on February 1, 2008 with respect to Beazer Homes USA Inc.

CUSIP: 967590100

Page 9 of 9