

ICONIX BRAND GROUP, INC.

Form 4

November 04, 2014

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
COLE NEIL

(Last) (First) (Middle)

C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY

(Street)

NEW YORK, NY 10018

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ICONIX BRAND GROUP, INC.
[ICON]

3. Date of Earliest Transaction (Month/Day/Year)
10/31/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Common Stock | 10/31/2014 | | M | | 200,000 A \$ 10 | 2,271,779 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | S | | 200,000 D \$ 39.51 | 2,071,779 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | M | | 800,000 A \$ 4.62 | 2,871,779 ⁽¹⁾ | D |
| Common Stock | 10/31/2014 | | S | | 800,000 D \$ 39.51 | 2,071,779 ⁽¹⁾ | D |
| Common Stock | | | | | | 10,000 | I As custodian |

| | | | |
|--------------|--------|---|---|
| Common Stock | 15,194 | I | for children ⁽²⁾ By 401(k) Plan |
|--------------|--------|---|---|

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 number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Right to Buy (common stock) | \$ 4.62 | 10/31/2014 | | M | 800,000 | 03/29/2005 | 03/29/2015 | Common Stock | 800,000 |
| Right to Buy (common stock) | \$ 10 | 10/31/2014 | | M | 200,000 | 12/28/2005 | 12/28/2015 | Common Stock | 200,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------------|
| | Director | 10% Owner | Officer | Other |
| COLE NEIL C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018 | X | | | See Remarks |

Signatures

/s/ Neil Cole 11/04/2014

**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) Includes 1,181,684 unissued shares underlying RSUs that were granted to the reporting person pursuant to the terms of his 2008 employment agreement with the issuer and a related RSU Agreement.

The filing of the Statement shall not be construed to mean that the reporting person is, for purposes of Section 16 of the Securities and
- (2) Exchange Act of 1934 (as amended), the beneficial owner of the common stock. These shares of common stock represent 10,000 shares owned by one of the reporting person's children.

Remarks:

CEO and President

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.