

ICONIX BRAND GROUP, INC.  
Form 8-K  
May 31, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 24, 2013**

**ICONIX BRAND GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction)**

**0-10593**  
**(Commission)**

**11-2481903**  
**(IRS Employer)**

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(State of Incorporation)

(File Number)

(Identification No.)

1450 Broadway, New York, New York  
(Address of Principal Executive Offices)

10018  
(Zip Code)

Registrant's telephone number, including area code (212) 730-0030

**Not Applicable**

(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 ( *see* General Instruction A.2. below):

- .. 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))

**Item 8.01 Other Information.**

On May 24, 2013, Iconix Brand Group, Inc. (the Company) issued a press release announcing its purchase of the 49% minority interest in IP Holdings Unltd LLC ( IPHU ), owner of the Ecko Unltd., Marc Ecko Cut & Sew and related trademarks. Previously, the Company held a 51% controlling interest in IPHU. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

On May 30, 2013, the Company paid to the holders of a promissory note approximately \$52.7 million, representing total outstanding principal and accrued interest to date. This promissory note was issued by IPHU in connection with the Company's original acquisition of a 51% interest in the Ecko and Zoo York brands and related assets in October 2009.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Iconix Brand Group, Inc. dated May 24, 2013.

**SIGNATURES**

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.

**ICONIX BRAND GROUP, INC.**

(Registrant)

By: /s/ Warren Clamen

Name: Warren Clamen  
Title: Executive Vice President and

Chief Financial Officer

Date: May 31, 2013