

ICONIX BRAND GROUP, INC.  
Form DEFA14A  
April 25, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**Schedule 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. )**

Filed by the registrant   
Filed by a party other than the registrant

Check the appropriate box:

Preliminary Proxy Statement  
 Confidential, For Use of the Commission

Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material Under Section 240.14a-12

Iconix Brand Group, Inc.

---

**(Name of Registrant as Specified in Its Charter)**

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required  
 Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.  
(1) Title of each class of securities to which transaction applies:

---

(2) Aggregate number of securities to which transaction applies:

---

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

---

(4) Proposed maximum aggregate value of transaction:

---

(5) Total fee paid:

---

Fee paid previously with preliminary materials.

---

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

---

(1) Amount previously paid:

---

(2) Form, Schedule or Registration Statement No.:

---

(3) Filing Party:

---

(4) Date Filed:

---

**ICONIX BRAND GROUP, INC.**  
1450 Broadway  
New York, New York 10018

April 25, 2008

Dear Fellow Stockholder:

We have previously sent to you proxy material for the Annual Meeting of Iconix Brand Group, Inc. Stockholders to be held on May 15, 2008. **Your Board of Directors has unanimously recommended that stockholders return the enclosed proxy card voting FOR all of the Items.**

Since approval of the proposed amendment to the Company's 2006 Equity Incentive Plan to increase the number of shares of common stock requires the affirmative vote of a majority of the votes cast, **your vote is important**, no matter how many shares you own. Likewise, the Executive Incentive Bonus Plan also has the same requirement and needs the affirmative vote of a majority of the votes cast. **Whether or not you have already done so, please vote TODAY by telephone, via the Internet, or by signing, dating and returning the enclosed proxy card in the envelope provided.**

Very truly yours,

Neil Cole  
*Chairman of the Board, President  
And Chief Executive Office*

***REMEMBER:***

**You can vote your shares by telephone, or via the Internet.  
Please follow the easy instructions on the enclosed card.**

If you have any questions, or need assistance in voting  
your shares, please call our proxy solicitor,

**INNISFREE M&A INCORPORATED  
TOLL-FREE, at 1-888-750-5834.**