

ICONIX BRAND GROUP, INC.
Form 8-K
September 28, 2018

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): September 27, 2018

Iconix Brand Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware 001-10593 11-2481903
(State or Other Jurisdiction) (Commission) (IRS Employer)

of Incorporation) File Number) Identification No.)

1450 Broadway, 3rd Floor, New York, NY 10018
(Address of Principal Executive Offices) (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

At the Annual Meeting of Stockholders of Iconix Brand Group, Inc. (the “Company”) held on September 27, 2018, the Company’s stockholders entitled to vote at the meeting voted: (i) for the election of the six individuals named below to serve as directors of the Company to hold office until the Company’s Annual Meeting of Stockholders to be held in 2019 and until their successors have been duly elected and qualified; (ii) for the ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018; (iii) for, by non-binding advisory vote, the resolution approving named executive officer compensation; and (iv) for the amendment to the Company’s Certificate of Incorporation to authorize the Board of Directors of the Company to effect a reverse stock split of the issued shares of the Company’s common stock, at a reverse stock split ratio of not less than 1-for-5 and not more than 1-for-10.

(i) The votes cast by stockholders with respect to the election of directors were as follows:

| Director | Votes Cast “For” | Votes Cast “Against” | Abstentions | Broker Non-Votes |
|----------------|------------------|----------------------|-------------|------------------|
| Justin Barnes | 17,867,988 | 2,824,882 | 236,461 | 31,834,840 |
| F. Peter Cuneo | 17,995,672 | 2,775,793 | 197,866 | 31,834,840 |
| Drew Cohen | 16,232,541 | 4,419,864 | 276,926 | 31,834,840 |
| Mark Friedman | 16,295,207 | 4,395,476 | 238,648 | 31,834,840 |
| Sue Gove | 16,245,971 | 4,454,868 | 228,492 | 31,834,840 |
| James Marcum | 16,090,088 | 4,581,733 | 257,510 | 31,834,840 |

The votes cast by stockholders with respect to the ratification of the appointment of BDO USA, LLP as the (ii) Company’s independent registered public accounting firm for the fiscal year ending December 31, 2018 were as follows:

| | Votes Cast “For” | Votes Cast “Against” | Abstentions |
|-----------------------------|------------------|----------------------|-------------|
| Appointment of BDO USA, LLP | 50,153,106 | 2,109,351 | 501,714 |

(iii) The votes cast by stockholders with respect to the proposal to approve, by non-binding advisory vote, the resolution approving named executive officer compensation were as follows:

| | Votes Cast “For” | Votes Cast “Against” | Abstentions | Broker Non-Votes |
|--------------------------------------|------------------|----------------------|-------------|------------------|
| Named Executive Officer Compensation | 16,162,014 | 3,559,105 | 1,208,212 | 31,834,840 |

(iv) The votes cast by stockholders with respect to the approval of the amendment to the Company's Certificate of Incorporation to authorize the Board of Directors of the Company to effect a reverse stock split of the issued shares of the Company's common stock, at a reverse stock split ratio of not less than 1-for-5 and not more than 1-for-10 were as follows:

| | Votes Cast | Votes Cast | Abstentions |
|--|------------|------------|-------------|
| | "For" | "Against" | |
| Authorization of Reverse Stock Split | 44,149,002 | 8,324,197 | 290,972 |

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/ Jason Schaefer

Name: Jason Schaefer

Title: Executive Vice President and

General Counsel

Date: September 28, 2018