

ICONIX BRAND GROUP, INC.  
Form 8-K  
March 13, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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): March 12, 2013

**ICONIX BRAND GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-10593**  
(Commission

File Number)

**11-2481903**  
(IRS Employer

Identification No.)

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**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 Events**

On March 13, 2013, Iconix Brand Group, Inc. (the Company ) issued a press release announcing the pricing of its private offering of \$350 million aggregate principal amount of convertible senior subordinated notes due 2018 (the Notes ) and its grant to the initial purchaser of an option to purchase up to \$50 million aggregate principal amount of the Notes to cover over-allotments, if any. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein. Approximately \$69.0 million of the net proceeds of the offering will be used to repurchase approximately 2.96 million shares of the Company s common stock on the closing date for the offering.

**ITEM 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
99.1	Press release issued by Iconix Brand Group, Inc., dated March 13, 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)

Date: March 13, 2013

By: /s/ Warren Clamen

Name: Warren Clamen

Title: Executive Vice President and Chief Financial Officer

**INDEX TO EXHIBITS**

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