

ICONIX BRAND GROUP, INC.
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G*

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED

PURSUANT TO § 240.13d-2

(Amendment No. 1)*

Iconix Brand Group, Inc.
(Name of Issuer)

Common Stock, \$.001 par value
(Title of Class of Securities)

451055107
(CUSIP Number)

December 31, 2018
(Date of Event Which Requires Filing of the Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSONS

1.

Radcliffe Capital Management, L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.
0

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

EACH
REPORTING

PERSON
WITH

SHARED VOTING POWER

6.
7,707,845

SOLE DISPOSITIVE POWER

7.
0

8. SHARED DISPOSITIVE POWER

7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,707,845

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

IA, PN

NAME OF REPORTING PERSONS

1.

RGC Management Company, LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.
0

NUMBER OF SHARED VOTING POWER
SHARES 6.
BENEFICIALLY 7,707,845
OWNED BY
EACH

REPORTING SOLE DISPOSITIVE POWER
PERSON 7.
WITH 0

SHARED DISPOSITIVE POWER

8.
7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,707,845

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

HC, OO

NAME OF REPORTING PERSONS

1.

Steven B. Katznelson

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Canada, United States of America and
United Kingdom

SOLE VOTING POWER

5.
0

NUMBER OF
SHARES

BENEFICIALLY OWNED BY

EACH
REPORTING
PERSON

6.

7,707,845

WITH

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,707,845

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

HC, IN

NAME OF REPORTING PERSONS

1.

Christopher L. Hinkel

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

United States of America

SOLE VOTING POWER

5.

1,000

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY 6.

OWNED BY

7,707,845

EACH

REPORTING

PERSON

7. SOLE DISPOSITIVE POWER

WITH

1,000

SHARED DISPOSITIVE POWER

8.
7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,708,845

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

HC, IN

NAME OF REPORTING PERSONS

1.

Radcliffe Ultra Short Duration Master
Fund, L.P.

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

4. CITIZENSHIP OR PLACE OF
ORGANIZATION

Cayman Islands

NUMBER OF
SHARES

BENEFICIALLY SOLE VOTING POWER

OWNED BY 5.

EACH 0

REPORTING

PERSON

WITH

SHARED VOTING POWER

6.

7,707,845

SOLE DISPOSITIVE POWER

7.

0

8.SHARED DISPOSITIVE POWER

7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,707,845

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

10. (SEE INSTRUCTIONS)

o

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11.

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

PN

NAME OF REPORTING PERSONS

1.

Radcliffe Capital Investors, LLC

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP

(see instructions)

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF
ORGANIZATION

4.

Delaware

SOLE VOTING POWER

5.
0

NUMBER OF
SHARES
BENEFICIALLY OWNED BY

SHARED VOTING POWER

EACH
REPORTING
PERSON

6.
7,707,845

WITH

SOLE DISPOSITIVE POWER
7.
0

8. SHARED DISPOSITIVE POWER

7,707,845

9. AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

7,707,845

10. CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES

(SEE INSTRUCTIONS)

o

11. PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

9.99%

12. TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

HC, OO

Name of Issuer:

Item 1(a). Iconix Brand Group, Inc.

Address of Issuer's Principal Executive Offices:

Item 1(b). 1450 Broadway 3rd Floor
New York, NY 10018
United States of America

Item 2(a). **Name of Person Filing:**

Radcliffe Capital Management, L.P.
RGC Management Company, LLC
Steven B. Katznelson
Christopher L. Hinkel
Radcliffe Ultra Short Duration Master Fund, L.P.
Radcliffe Capital Investors, LLC

Item 2(b). **Address of Principal Business Office or, if none, Residence:**

50 Monument Road, Suite 300
Bala Cynwyd, PA 19004
United States of America

Item 2(c). **Citizenship:**

Radcliffe Capital Management, L.P. – Delaware, United States of America
RGC Management Company, LLC – Delaware, United States of America
Steven B. Katznelson – Canada, United States of America and United Kingdom
Christopher L. Hinkel – United States of America

Radcliffe Ultra Short Duration Master Fund, L.P. – Cayman Islands

Radcliffe Capital Investors, LLC – Delaware, United States of America

Item 2(d). Title of Class of Securities:

Common Stock, \$.001 par value

Item 2(e). CUSIP Number:

451055107

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Amount beneficially owned:

7,707,845 shares deemed beneficially owned by Radcliffe Capital Management, L.P.

7,707,845 shares deemed beneficially owned by RGC Management Company, LLC

(a) 7,707,845 shares deemed beneficially owned by Steven B. Katznelson

7,708,845 shares deemed beneficially owned by Christopher L. Hinkel

7,707,845 shares deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

7,707,845 shares deemed beneficially owned by Radcliffe Capital Investors, LLC

Percent of class:

9.99% deemed beneficially owned by Radcliffe Capital Management, L.P.

9.99% deemed beneficially owned by RGC Management Company, LLC

(b) 9.99% deemed beneficially owned by Steven B. Katznelson

9.99% deemed beneficially owned by Christopher L. Hinkel

9.99% deemed beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P.

9.99% deemed beneficially owned by Radcliffe Capital Investors, LLC

(c) Number of shares as to which Radcliffe Capital Management, L.P. has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 7,707,845

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 7,707,845

Number of shares as to which RGC Management Company, LLC has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 7,707,845

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 7,707,845

Number of shares as to which Steven B. Katznelson has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 7,707,845
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 7,707,845

Number of shares as to which Christopher L. Hinkel has:

- (i) Sole power to vote or to direct the vote: 1,000
- (ii) Shared power to vote or to direct the vote: 7,707,845
- (iii) Sole power to dispose or to direct the disposition of: 1,000
- (iv) Shared power to dispose or to direct the disposition of: 7,707,845

Number of shares as to which Radcliffe Ultra Short Duration Master Fund, L.P. has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 7,707,845
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 7,707,845

Number of shares as to which Radcliffe Capital Investors, LLC has:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 7,707,845
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 7,707,845

Item 5. Ownership of Five Percent or Less of a Class:

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following. o

Not applicable.

Item 6. Ownership of More Than Five Percent on Behalf of Another Person:

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

With the exception of the securities reported in this Schedule 13G that are owned by the Radcliffe Ultra Short Duration Master Fund, L.P., none of Radcliffe Capital Management, L.P.'s advisory clients individually own more than 5% of the Issuer's outstanding common stock. It should also be noted that 21,700 of the total shares being reported for Radcliffe Capital Management, L.P. and RGC Management Company, LLC are not beneficially owned by Radcliffe Ultra Short Duration Master Fund, L.P. or any other advisory clients of Radcliffe Capital Management, L.P.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Not applicable.

Item 8. Identification and Classification of Members of the Group:

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to §240.13d-1(c) or §240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Not applicable.

Item 9. Notice of Dissolution of Group:

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

Not applicable.

**Item
10. Certifications:**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2019
(Date)

Radcliffe
Capital
Management,
L.P.* /s/Steven B. Katznelson
 Signature

By RGC
Management
Company,
LLC, Steven B. Katznelson
 Managing Member

Its General
Partner

RGC /s/Steven B. Katznelson
Management Signature
Company,
LLC* Steven B. Katznelson
 Managing Member

/s/Steven B. Katznelson
 Signature
Steven B.
Katznelson*

/s/Christopher L. Hinkel
 Signature
Christopher
L. Hinkel*

Radcliffe /s/Steven B. Katznelson
Ultra Short Signature

Duration
Master Steven B. Katznelson
Fund, Managing Member
L.P.*

By
Radcliffe
Capital
Investors,
LLC,

Its General
Partner

/s/Steven B. Katznelson
Signature

Radcliffe
Capital Steven B. Katznelson
Investors, Managing Member
LLC*

*The Reporting Person specifically disclaims beneficial ownership of the securities reported herein, except to the extent of his or its pecuniary interest therein.

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative other than an executive officer or general partner of the filing person, evidence of the representative's authority to sign on behalf of such person shall be filed with the statement, *Provided, however*, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations

(see 18 U.S.C. 1001).

Exhibit A

Agreement

The undersigned agree that this Schedule 13G dated February 14, 2019 relating to the Common Stock, \$.001 par value of Iconix Brand Group, Inc. shall be filed on behalf of the undersigned.

February 14, 2019
(Date)

Radcliffe Capital Management, L.P.
By RGC Management Company, LLC,
Its General Partner

/s/Steven B. Katznelson
Signature

Steven B. Katznelson
Managing Member

RGC Management Company, LLC

/s/Steven B. Katznelson
Signature

Steven B. Katznelson
Managing Member

Steven B. Katznelson

/s/Steven B. Katznelson
Signature

Christopher L. Hinkel

/s/Christopher L. Hinkel
Signature

Radcliffe Ultra Short Duration Master Fund, L.P.

By Radcliffe Capital Investors, LLC,

/s/Steven B. Katznelson

Signature

Its General Partner

Steven B. Katznelson

Managing Member

/s/Steven B. Katznelson

Signature

Radcliffe Capital Investors, LLC

Steven B. Katznelson

Managing Member

Exhibit B

Radcliffe Capital Management, L.P. is the relevant entity for which RGC Management Company, LLC, Steven B. Katznelson and Christopher L. Hinkel may be considered control persons. Radcliffe Ultra Short Duration Master Fund, L.P. is the relevant entity for which Radcliffe Capital Investors, LLC may be considered a control person.