

ICONIX BRAND GROUP, INC.
Form 8-K
May 01, 2015

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): April 29, 2015

ICONIX BRAND GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-10593
(Commission

File Number)

11-2481903
(IRS Employer

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 2.02 Results of Operations and Financial Conditions.

On April 29, 2015, Iconix Brand Group, Inc., a Delaware corporation, (the Registrant) issued a press release announcing its financial results for the fiscal quarter ended March 31, 2015. As noted in the press release, the Registrant has provided certain non U.S. generally accepted accounting principles (GAAP) financial measures, the reasons it provided such measures and a reconciliation of the non U.S. GAAP measures to U.S. GAAP measures. Readers should consider non GAAP measures in addition to, and not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP. A copy of the Registrant s press release is being furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

99.1 Press Release of Iconix Brand Group, Inc. dated April 29, 2015.

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/ David Blumberg

Name: David Blumberg

Title: Executive Vice President Head of
Strategic Development and Interim
Chief Financial Officer

Date: May 1, 2015

----- **Signature of Reporting Person Date * If the form is filed by more than one reporting person, see Instruction 5(b)(v). ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure. Page 2 (Print or Type Responses) POWER OF ATTORNEY Know all men by these presents that ABDALLAH F. SHANTI does hereby make, constitute and appoint Patrick S. Lancaster and Michael K. Simonte as true and lawful attorneys-in-fact of the undersigned with full powers of substitution and revocation, and each such attorney-in-fact may act independently, for and in the name, place and stead of the undersigned (both in the undersigned's individual capacity and in any other corporate or partnership capacity the undersigned is otherwise authorized to sign), to execute and deliver such forms as may be required to be filed from time to time with the Securities and Exchange Commission with respect to any investments of ABDALLAH F. SHANTI in the common stock of American Axle & Manufacturing Holdings, Inc. (including any amendments or supplements to any reports or schedules previously filed by such person) pursuant to Sections 13(d) and 16(a) of the Securities Exchange Act of 1934, as amended, including without limitation Schedules 13D and statements on Form 3, Form 4 and Form 5. /s/ ABDALLAH F. SHANTI ----- Name: ABDALLAH F. SHANTI Dated as of August 23, 2002 State of Michigan County of Wayne On August 23, 2002, before me, the undersigned, a Notary Public of said State, duly commissioned and sworn, personally appeared ABDALLAH F. SHANTI proved to me on the basis of satisfactory evidence to be the person who executed the within instrument in his individual capacity. In witness whereof, I have hereunto set my hand and affixed by official seal the day and year in this certificate first above written. Notary Public RICHARD G. RAYMOND /s/ RICHARD G. RAYMOND NOTARY PUBLIC, WAYNE COUNTY, MI ----- MY COMMISSION EXPIRES JAN. 1, 2004 RICHARD G. RAYMOND NOTARY PUBLIC, WAYNE COUNTY, MI MY COMMISSION EXPIRES JAN. 1, 2004