

ICONIX BRAND GROUP, INC.

Form 8-K/A

September 12, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT  
Pursuant to Section 13 or 15 (d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 27, 2018

Iconix Brand Group, Inc.  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| <b>Delaware</b>   | <b>0-10593</b>                      | <b>11-2481093</b>                                |
| <b>(State or Other Jurisdiction<br/>of Incorporation)</b> | <b>(Commission<br/>File Number)</b> | <b>(IRS Employer<br/>Identification<br/>No.)</b> |

**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.



**Explanatory Note**

On July 27, 2018, Iconix Brand Group, Inc. (the “Company”) filed a Current Report on Form 8-K (the “Original Report”). Due to an administrative error, the Original Report included an incorrect version of the Company’s Second Restated and Amended By-Laws as Exhibit 3.1. This Amendment No. 1 to the Original Report is being filed solely to replace Exhibit 3.1 included under part (d) of Item 9.01 of the Original Report, and all other disclosures of the Original Report remain unchanged.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1                    Second Restated and Amended By-Laws of Iconix Brand Group, Inc.

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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 thereunto duly authorized.

**ICONIX BRAND GROUP, INC.**

(Registrant)

By: /s/ Jason Schaefer  
Jason Schaefer  
Executive Vice President & General Counsel

Date: September 12, 2018