

ICONIX BRAND GROUP, INC.
Form 8-K
April 27, 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): April 26, 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 Special Meeting of Stockholders of Iconix Brand Group, Inc. (the “Company”) held on April 26, 2018, the Company’s stockholders entitled to vote at the meeting voted to approve the amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of its common stock, \$.001 par value per share, from 150,000,000 to 260,000,000 (the “Share Increase Proposal”).

The votes cast by stockholders with respect to the approval of the Share Increase Proposal were as follows:

| Votes Cast “For” | Votes Cast “Against” | Abstentions |
|------------------|----------------------|-------------|
| 44,138,077 | 5,553,458 | 351,322 |

The proposal to adjourn the Special Meeting of Stockholders of the Company, in order to solicit additional proxies in the event there were insufficient votes at the meeting, was not presented at the meeting, given that the Share Increase Proposal was approved by the Company’s stockholders.

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: April 27, 2018