

ICONIX BRAND GROUP, INC.
Form 4
April 14, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
BARCLAYS PLC

2. Issuer Name and Ticker or Trading Symbol
ICONIX BRAND GROUP, INC.
[ICON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1 CHURCHILL PLACE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
03/10/2016

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

LONDON, X0 E14 5HP

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 03/10/2016 | | P | 1,989 A \$ 8.34 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/10/2016 | | P | 200 A \$ 8.585 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | | P | 24 A \$ 8.59 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | | P | 5,000 A \$ 8.3861 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|----------------------|---|--------------------------|
| Common Stock | 03/10/2016 | P | 300 | A | \$ 8.555 | 4,726,837 <u>(1)</u> | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | P | 100 | A | \$ 8.555 | 4,726,837 <u>(1)</u> | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | P | 300 | A | \$ 8.555 | 4,726,837 <u>(1)</u> | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | P | 100 | A | \$ 8.555 | 4,726,837 <u>(1)</u> | I | by Barclays Capital Inc. |
| Common Stock | 03/10/2016 | P | 200 | A | \$ 8.555 | 4,726,837 <u>(1)</u> | I | by Barclays Capital Inc. |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 3) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| | | | | | | Code | V | (A) | (D) | |
| ICON April 16 10 Call | \$ 10 | 03/14/2016 | | P | 5 | <u>(2)</u> 04/15/2016 | Common Stock | 100 | \$ 0 | |
| ICON April 16 10 Call | \$ 10 | 03/14/2016 | | S | 2 | <u>(2)</u> 04/15/2016 | Common Stock | 100 | \$ 0 | |
| ICON April 16 10 Call | \$ 10 | 03/14/2016 | | S | 50 | <u>(2)</u> 04/15/2016 | Common Stock | 100 | \$ 0 | |

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|---------------------------------|--------|------------|---|----|------------|------------|-----------------|-----|-------|
| ICON April 16 10 Put | \$ 5 | 03/14/2016 | P | 16 | <u>(2)</u> | 04/15/2016 | Common Stock | 100 | \$ 0. |
| ICON April 16 10 Put | \$ 5 | 03/14/2016 | P | 1 | <u>(2)</u> | 04/15/2016 | Common Stock | 100 | \$ 0. |
| ICON April 16 7.5 P | \$ 7.5 | 03/14/2016 | P | 20 | <u>(2)</u> | 04/15/2016 | Common Stock | 100 | \$ 0. |
| ICON April 16 7.5 P | \$ 7.5 | 03/14/2016 | P | 2 | <u>(2)</u> | 04/15/2016 | Common Stock | 100 | \$ 0. |
| ICON July 2016 5 Put | \$ 5 | 03/14/2016 | S | 10 | <u>(2)</u> | 07/15/2016 | Common Stock | 100 | \$ 0. |
| ICON July 2016 5 Put | \$ 5 | 03/14/2016 | S | 1 | <u>(2)</u> | 07/15/2016 | Common Stock | 100 | \$ 0. |
| ICON May 2016 10 Call | \$ 10 | 03/14/2016 | S | 1 | <u>(2)</u> | 05/20/2016 | Common Stock | 100 | \$ 0. |
| ICON May 2016 10 Call | \$ 10 | 03/14/2016 | S | 1 | <u>(2)</u> | 05/20/2016 | Common Stock | 100 | \$ 0. |
| ICON May 2016 10 Call | \$ 10 | 03/14/2016 | S | 1 | <u>(2)</u> | 05/20/2016 | Common Stock | 100 | \$ 0. |
| ICON May 2016 7.5 Call | \$ 7.5 | 03/14/2016 | P | 1 | <u>(2)</u> | 05/20/2016 | Common Stock | 100 | \$ 1. |
| ICON May 2016 7.5 Call | \$ 7.5 | 03/14/2016 | P | 1 | <u>(2)</u> | 05/20/2016 | Common Stock | 100 | \$ 1. |
| | \$ 7.5 | 03/14/2016 | P | 1 | <u>(2)</u> | 05/20/2016 | | 100 | \$ 1. |

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| | | | | | | | | | | |
|-----------------------------------|---------|------------|---|----|------------|------------|-----------------|-----------------|-------|--|
| ICON May 2016 7.5 Call | | | | | | | | Common Stock | | |
| ICON April 16 10 Call | \$ 10 | 03/15/2016 | S | 11 | <u>(2)</u> | 04/15/2016 | Common Stock | 100 | \$ 0. | |
| ICON March 2016 7.5 Put | \$ 7.5 | 03/15/2016 | P | 5 | <u>(2)</u> | 03/18/2016 | Common Stock | 100 | \$ 0. | |
| ICON Aug 2016 17.5 Call | \$ 17.5 | 03/18/2016 | P | 1 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 0. | |
| ICON Aug 2016 17.5 Call | \$ 17.5 | 03/18/2016 | P | 1 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 0. | |
| ICON March 2016 7.5 Call | \$ 7.5 | 03/18/2016 | P | 5 | <u>(2)</u> | 03/18/2016 | Common Stock | 100 | \$ 0. | |
| ICON Aug 2016 5 Put | \$ 5 | 03/24/2016 | P | 2 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 0. | |
| ICON Aug 2016 5 Put | \$ 5 | 03/24/2016 | P | 1 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 0. | |
| ICON Aug 2016 7.5 Call | \$ 7.5 | 03/24/2016 | S | 7 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 2. | |
| ICON Aug 2016 7.5 Call | \$ 7.5 | 03/24/2016 | S | 9 | <u>(2)</u> | 08/19/2016 | Common Stock | 100 | \$ 2. | |
| ICON Jan 2018 5 Call | \$ 5 | 03/24/2016 | S | 20 | <u>(2)</u> | 01/19/2018 | Common Stock | 100 | \$ 4. | |
| | \$ 7.5 | 03/24/2016 | P | 20 | <u>(2)</u> | 01/19/2018 | | 100 | \$ 3. | |

ICON
Jan 2018
7.5 Call

Common
Stock

ICON
April 16
10 Call

\$ 10

03/28/2016

S

3

(2)

04/15/2016

Common
Stock

100

\$ 0.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BARCLAYS PLC 1 CHURCHILL PLACE LONDON, X0 E14 5HP | | X | | |

Signatures

/s/ James Gibson Head of Large Holdings
Compliance

04/14/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
As of March 10, 2016, the Reporting Persons beneficially owned 5,062,950 shares of common stock of Iconix Brand Group Inc. The
(1) amount set forth in column 5 represents the Reporting Persons' beneficial ownership of the common stock of the Issuer as of the close of business on March 28, 2016; ownership information after each reported transaction is not reasonably available to the Reporting Persons.
(2) The derivative security is exercisable at any time.

Remarks:

(a) Name of Person Filing:

- (1) Barclays PLC
- (2) Barclays Capital Inc. (controlled by Barclays PLC)
- (3) Barclays Capital Derivative Funding (controlled by Barclays Bank PLC)

(b) Address of Principal Business Office or, if none, Residence:

(1) Barclays PLC
1 Churchill Place,
London, E14 5HP, England

(2) Barclays Capital Inc
745 Seventh Avenue
New York, New York 10019
United States

(3) Barclays Capital Derivative Funding LLC

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c/o Corporation Trust Company, Corporation Trust Center
1209 Orange Street
Wilmington, DE 19801

(c) The Reporting Persons will send the Issuer a check promptly following the date of this filing in the amount of profit subject

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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