

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**FORM 8-K**

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

Date of Report: **June 8, 2016**

**ICON ECI Fund Sixteen**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**

(State or Other Jurisdiction  
of Incorporation)

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**333-185144**

(Commission File Number)

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**80-0860084**

(I.R.S. Employer Identification No.)

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**3 Park Avenue, 36<sup>th</sup> Floor**  
**New York, New York 10016**

(Address of Principal Executive Offices)

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**(212) 418-4700**

(Registrant's telephone number, including area  
code)

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**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))
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**Item 7.01 Regulation FD Disclosure**

On or about June 9, 2016, ICON Capital, LLC, the Investment Manager of the Registrant, will notify the registered representatives of the shareholders of the Registrant that the Registrant's distribution rate will change effective July 2016 and that it will notify the Registrant's shareholders of this change in distribution rate via letter to the Registrant's shareholders on June 20, 2016. A copy of the notice to the registered representatives of the shareholders, which includes a draft of the letter to the shareholders, is attached as Exhibit 99.1.

The information in this Report is provided under Item 7.01 of Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

**Item 9.01 Financial Statements and Exhibits**

(d) The following exhibit is furnished herewith:

99.1 Notice to the registered representatives of the shareholders, which includes a draft of the letter to the shareholders of the Registrant

**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.

ICON ECI FUND SIXTEEN  
By: ICON MT 16, LLC, its Managing Owner

Dated: June 8, 2016

By: /s/ Michael A. Reisner  
Michael A. Reisner  
Co-President and Co-Chief Executive Officer



June 9, 2016

Re: ICON ECI Fund Sixteen ("Fund Sixteen")

Dear Registered Representative:

We are writing to notify you in advance regarding a change in the distribution rate for Fund Sixteen, which will commence with the July 1, 2016 distribution. Your clients will receive the letter below, which will be mailed out in June. Should you have any questions, please feel free to call your Marketing Director at (800) 435-5697 or our Investor Relations Department at (800) 343-3736.

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June 20, 2016

Re: ICON ECI Fund Sixteen ("Fund Sixteen")

Dear Investor:

We are writing to advise you that we are lowering the distributions for Fund Sixteen. Effective with the July 1, 2016 distribution, the new annualized rate will be approximately 4%. Distributions paid from January through June 2016 were paid at an annualized rate of 8%. As a result, we estimate that total distributions for the 2016 year will be approximately 6%. Please be further advised that distributions remain subject to change and are made at the Investment Manager's discretion, with the amount and timing of such distributions based on Fund Sixteen's overall performance.

This reduction is necessary due to the challenges facing Fund Sixteen as a result of the limited number of assets in which it could invest due to lower than expected offering proceeds raised. We continue to focus on ways to reduce fixed costs while we explore strategic alternatives to maximize Fund Sixteen's value. As always, if you have any questions, please feel free to contact our Investor Relations Department at (800) 343-3736.

Sincerely,

ICON Capital, LLC

A handwritten signature in black ink, appearing to read 'Michael A. Reisner'.

Michael A. Reisner  
Co-President and Co-CEO

A handwritten signature in black ink, appearing to read 'Mark Gatto'.

Mark Gatto  
Co-President and Co-CEO