
**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): March 13, 2019

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, 3rd Floor, 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))

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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

Item 5.03 Amendments to Article of Incorporation or Bylaws; Change in Fiscal Year.

On March 13, 2019, Iconix Brand Group, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) with the Secretary of State of Delaware to effect the Company’s previously announced one-for-ten (1:10) reverse split of the Company’s outstanding common stock, par value \$0.001 per share (the “Reverse Stock Split”). The Reverse Stock Split reduced the number of the Company’s outstanding shares of common stock from approximately 88.5 million shares to approximately 8.9 million shares. The number of authorized shares of common stock was not adjusted as a result of the Reverse Stock Split. The Reverse Stock Split became effective at 12:01 a.m. Eastern time on March 14, 2019 and the consolidated common stock began trading on The Nasdaq Global Market on a split-adjusted basis at market open on March 14, 2019.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
<u>3.1</u>	<u>Certificate of Amendment to Amended and Restated Certificate of Incorporation dated March 14, 2019.</u>

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/ John McClain
Name: John McClain
Title: Chief Financial Officer

Date: March 15, 2019

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
ICONIX BRAND GROUP, INC.

Adopted in accordance with the provisions of Section 242
of the General Corporation Law of the State of Delaware

THE UNDERSIGNED, being a duly authorized officer of Iconix Brand Group, Inc., a corporation existing under the laws of the State of Delaware (the "Corporation"), does hereby certify as follows:

FIRST: That the Certificate of Incorporation of the Corporation has been amended by inserting a new second paragraph into Article FOURTH as it now exists, reading as follows:

"Reverse Stock Split. In accordance with Section 242 of the General Corporation Law of the State of Delaware, upon the effectiveness (the "Effective Time") of the certificate of amendment filed by the Corporation with the State of Delaware on or prior to March 14, 2019 (the "Certificate of Amendment"), each ten (10) shares of the Corporation's common stock, par value of \$0.001 per share, issued and outstanding immediately prior to the Effective Time (the "Old Common Stock") shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined and changed into one (1) fully paid and nonassessable share of common stock, par value of \$0.001 per share (the "New Common Stock"), subject to the treatment of fractional share interests as described below (the "reverse stock split"). From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been combined pursuant to the reverse stock split. Holders who otherwise would be entitled to receive fractional share interests of New Common Stock upon the effectiveness of the reverse stock split shall be entitled to receive a whole share of New Common Stock in lieu of any fractional share created as a result of such reverse stock split."

SECOND: That this Certificate of Amendment shall be effective as of 12:01 a.m. EST on March 14, 2019.

THIRD: That this Certificate of Amendment has been duly adopted in accordance with the provisions of the General Corporation Law of the State of Delaware by the affirmative vote of the holders of a majority of the stock entitled to vote at a meeting of stockholders.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 13th day of March, 2019.

/s/ Kyle Harmon

Name: Kyle C. Harmon

Title: Vice President
