

ICONIX BRAND GROUP, INC.  
Form NT 10-Q  
August 10, 2015

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

**SEC FILE NUMBER**

**001-10593**

**FORM 12b-25**

**CUSIP NUMBER**

**415055107**

**NOTIFICATION OF LATE FILING**

(Check One):     Form 10-K     Form 20-F     Form 11-K     Form 10-Q  
                   Form 10-D     Form N-SAR     Form N-CSR

For Period Ended:    fiscal quarter ended June 30, 2015

Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

Not applicable

**PART I REGISTRANT INFORMATION**

**Iconix Brand Group, Inc.**

**Full Name of Registrant**

**Former Name if Applicable**

**1450 Broadway**

**Address of Principal Executive Office (*Street and Number*)**

**New York, New York 10018**

**City, State and Zip Code**

**PART II RULES 12b-25 (b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable. See Response in Part III.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

Iconix Brand Group, Inc. (the Company) is unable to file its Form 10-Q for the fiscal quarter ended June 30, 2015 (the Q2 2015 Form 10-Q) within the prescribed time period without unreasonable effort and expense. As announced in the Company's press release dated August 6, 2015, the Company's former Chief Executive Officer, Chairman and President, resigned from the Company on August 5, 2015. The Company has appointed an Interim CEO. Additionally, the Company has a newly appointed Chief Financial Officer. As a result, the Company's normal process of reviewing and completing the Company's Q2 2015 Form 10-Q has been delayed. The Company intends to file the Q2 2015 Form 10-Q as soon as reasonably practicable.

**PART IV OTHER INFORMATION**

- (1) Name and telephone number of person to contact in regard to this notification

**David K. Jones**  
(Name)

**212**  
(Area Code)

**730-0030**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

**Iconix Brand Group, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 10, 2015

By: /s/ David K. Jones  
Name: David K. Jones  
Title: Chief Financial Officer