

ICONIX BRAND GROUP, INC.  
Form SC 13D  
January 05, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**(Rule 13d-101)**

**Under the Securities Exchange Act of 1934**

**ICONIX BRAND GROUP INC.**

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(Name of Issuer)

**Common Stock**

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(Title of Class of Securities)

**451055107**

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(CUSIP Number)

**Cameron Olsen  
Unit A, Brook Park East  
Shirebrook  
NG20 8RY**

**United Kingdom**  
**+44 845 1299 289**

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(Name, Address and Telephone Number of Person Authorized  
to Receive Notices and Communications)

**December 28, 2015**

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(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box:

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (*Act*) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 451055107

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

**1**

Sports Direct International plc

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

**2**

(a)

**3**

(b)  
SEC USE ONLY  
SOURCE OF FUNDS

**4**

WC  
CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) o  
CITIZENSHIP OR PLACE OF  
ORGANIZATION

**6**

United Kingdom  
NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY \*  
SHARED VOTING POWER

OWNED BY 8

EACH \*

REPORTING 9 SOLE DISPOSITIVE POWER

**PERSON**

**WITH**

\*  
**10 SHARED DISPOSITIVE POWER**

\*  
**AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON**

**11**

4,339,933\*  
**CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES o  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)**

**12**

**13**

9.0%\*  
**TYPE OF REPORTING PERSON**

**14**

**CO**

\*Beneficial ownership is disclaimed as interests are economic interests held through contracts for differences, the terms of which do not confer voting rights or dispositive power.

**Item 1. Security and Issuer**

Common Stock

Iconix Brand Group, Inc.

1450 Broadway

Third Floor

New York, NY 10018

**Item 2. Identity and Background**

Name: Sports Direct International plc

Place of organization: United Kingdom

Principal business: Sports retailer and owner of sport, fashion and lifestyle brands

Address: Sports Direct International plc, Unit A Brook Park East, Shirebrook NG20 8RY, United Kingdom

Convictions: None

Judgments, orders and decrees with respect to US federal or state securities laws: None

**Item 3. Source and Amount of Funds or Other Consideration**

The economic interests in the shares of Common Stock of the Issuer (the “Shares”) were acquired pursuant to the contracts for differences (“CFDs”) entered into with Monecor (London) Limited, trading as ETX Capital, (“ETX Capital”) listed in Item 5 below. The source of funds for the acquisition of such interests is working capital.

**Item 4. Purpose of Transaction**

The purpose of the acquisition of the CFDs is for investment, consistent with other investments made by the Reporting Person in the sector in which it operates. Depending on market conditions, including by reference to available volume and price volatility, as well as other factors, the Reporting Person may take such further actions with respect to the Shares of the Issuer as it deems appropriate. This may include, but is not limited to, purchasing additional interests in the Shares, selling some or all of its interests in the Shares, engaging in any other transactions with respect to the Shares (in all cases whether directly or indirectly) and/or making proposals to the Issuer with respect to changes to the assets, business operations, capitalization or corporate structure of the Issuer. The Reporting Person does not expect to amend the Schedule 13D with respect to any such potential actions, unless and until such time as required by applicable law.

**Item 5. Interest in Securities of the Issuer**

(a) The Reporting Person has an indirect economic interest in 4,339,933 Shares, representing an 8.97% economic interest in the Shares. Such interest is held through the CFDs with ETX Capital listed in paragraph (c) of this Item 5.

(b) Pursuant to the CFDs, the Reporting Person does not have the power to vote or direct the vote, or power to dispose or direct the disposition, of any of the Shares and, accordingly, beneficial ownership is disclaimed pursuant to Rule 13d-4.

(c) The following table lists each of the purchases and sales by the Reporting Person of CFDs in respect of the Shares during the past 60 days. Each of these CFDs were entered into with ETX Capital and provide that the parties will exchange the difference in the value of the Shares at the time at which the contract is agreed and the time at which it is closed. There were no other transactions effected by the Reporting Person in the Shares or other indirect interests in the Shares during this period.

Date of transaction	Type of transaction	Number of Shares subject to the CFD	Price per Share at the time CFD agreed
13 November 2015	Purchase	100,178	690.37
13 November 2015	Purchase	220,712	690.92
17 November 2015	Purchase	134,417	690.84
17 November 2015	Purchase	788,709	664.47
18 November 2015	Purchase	348,179	626.37
19 November 2015	Purchase	229,909	632.25
20 November 2015	Purchase	135,709	646.02
23 November 2015	Sale	102,284	701.00
25 November 2015	Sale	55,529	714.72
07 December 2015	Purchase	158,597	643.19
08 December 2015	Purchase	441,403	623.99
21 December 2015	Sale	3,200	701.19
22 December 2015	Sale	96,800	716.90
23 December 2015	Sale	56,547	762.31
24 December 2015	Sale	37,900	763.88
28 December 2015	Purchase	94,447	626.64
28 December 2015	Purchase	100,000	566.90
28 December 2015	Purchase	1,350,500	567.51
29 December 2015	Purchase	579,798	563.88
30 December 2015	Purchase	9,635	587.62

(d) Not known.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer**

None

**Item 7. Material to be Filed as Exhibits.**

None

**SIGNATURE**

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, such person hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: January 5, 2016

**Sports Direct International plc**

By: /s/ Cameron Olsen

Name: Cameron Olsen

Title: Company Secretary