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ICONIX BRAND GROUP, INC.

Form 8-K/A

October 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
(Amendment No. 2)

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

Date of Report (Date of earliest event reported): July 22, 2005

ICONIX BRAND GROUP, INC.

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(Exact name of registrant as specified in its charter)

Delaware

0-10593

11-2481093

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(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

215 West 40th Street, New York, NY

10018

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(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (212) 730-0030  
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Not Applicable

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(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))

On July 28, 2005, Iconix Brand Group, Inc., a Delaware Corporation ("Registrant"), filed a Current Report on Form 8-K with the Securities and Exchange Commission announcing, among other things, its July 22, 2005 acquisition of substantially all of the assets of Joe Boxer Company, LLC, a Delaware limited liability company, Joe Boxer Licensing, LLC, a Delaware limited liability company, JBC Canada Holdings, LLC, a Delaware limited liability company and Joe Boxer Canada, LP, a Delaware limited partnership. On October 7, 2005, the Registrant filed the first Amendment to the Form 8-K to include the

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financial statements and pro forma financial information described in Item 9.01 below. The Registrant is filing this second amendment to the Form 8-K solely to include an updated consent of BDO Seidman LLP.

### Item 9.01 Financial Statements and Exhibits

#### (a) Financial Statements of Business Acquired

Audited Financial Statements: (Filed as Exhibit 99.2)

Independent Auditors' Report

Consolidated and Combined Balance Sheet at December 31, 2004 and 2003

Consolidated and Combined Statement of Income and Changes in Member's Equity for the years ended December 31, 2004 and 2003

Consolidated and Combined Statement of Cash Flows for the years ended December 31, 2004 and 2003

Notes to the Consolidated and Combined Financial Statements

Unaudited Financial Statements: (Filed as Exhibit 99.3)

Unaudited Consolidated and Combined Balance Sheets at June 30, 2005

Unaudited Consolidated and Combined Statements of Income and Changes in Member's Equity for the six months ended June 30, 2005 and 2004

Unaudited Combined Statements of Cash Flows for the six months ended June 30, 2005 and 2004

Notes to the Unaudited Consolidated and Combined Financial Statements

#### (b) Pro Forma Financial Information. (Filed as Exhibit 99.4)

Pro forma Consolidated Balance Sheets at June 30, 2005

Pro forma Consolidated Statements of Operations for the six months ended June 30, 2005

Pro forma Consolidated Statements of Operations for the year ended December 31, 2004

#### (d) Exhibits

Exhibit 2.1(1) - Asset Purchase Agreement dated July 22, 2005 by and among Registrant, Joe Boxer Company, LLC, Joe Boxer Licensing, LLC, JBC Canada Holdings, LLC, Joe Boxer Canada, LP, and William Sweedler, David Sweedler, Alan Rummelsburg, Joseph Sweedler and Arnold Suresky

Exhibit 4.1(1) - Second Amended and Restated Indenture dated as of July 1, 2005 by and among IP Holdings LLC, as issuer, and Wilmington Trust Company, as Trustee

Exhibit 23 - Consent of BDO Seidman, LLP

Exhibit 99.1(1) - Note Purchase Agreement by and among IP Holdings LLC, Iconix Brand Group, Inc. and Mica Funding, LLC, dated July 22, 2005

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- Exhibit 99.2(2) Independent Auditors' Report; Consolidated and Combined Balance Sheet at December 31, 2004 and 2003; Consolidated and Combined Statement of Income and Changes in Member's Equity for the years ended December 31, 2004 and 2003; Consolidated and Combined Statement of Cash Flows for the years ended December 31, 2004 and 2003; Notes to the Consolidated and Combined Financial Statements
- Exhibit 99.3(2) Unaudited Consolidated and Combined Balance Sheets at June 30, 2005; Unaudited Consolidated and Combined Statements of Income and Changes in Member's Equity for the six months ended June 30, 2005 and 2004; Unaudited Combined Statements of Cash Flows for the six months ended June 30, 2005 and 2004; Notes to the Unaudited Consolidated and Combined Financial Statements
- Exhibit 99.4(2) Pro forma Consolidated Balance Sheets at June 30, 2005; Pro forma Consolidated Statements of Operations for the six months ended June 30, 2005; Pro forma Consolidated Statements of Operations for the year ended December 31, 2004

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1. Previously filed with Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 28, 2005.
2. Previously filed with Registrant's Current Report on Form 8-K/A filed with the Securities and Exchange Commission on October 7, 2005.

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 thereunto duly authorized.

ICONIX BRAND GROUP, INC.  
(Registrant)

By: /s/ Warren Clamen

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Warren Clamen  
Chief Financial Officer

Date: October 14, 2005