

ICONIX BRAND GROUP, INC.  
Form 8-K  
July 23, 2013

**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): July 22, 2013**

**ICONIX BRAND GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-10593**  
**(Commission**  
  
**File Number)**

**11-2481903**  
**(IRS Employer**  
  
**Identification No.)**

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**1450 Broadway, 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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting of Stockholders of Iconix Brand Group, Inc. (the Company) held on July 22, 2013, the Company's stockholders entitled to vote at the meeting voted: (i) for the election of the seven individuals named below to serve as directors of the Company to hold office until the Company's Annual Meeting of Stockholders to be held in 2013 and until their successors have been duly elected and qualified; (ii) for the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013; and (iii) for, by non-binding advisory vote, the resolution approving named executive officer compensation.

- (i) The votes cast by stockholders with respect to the election of directors were as follows:

Director	Votes Cast For	Votes Withheld	Broker Non-Votes
Neil Cole	45,176,363	1,769,480	4,904,201
Barry Emanuel	33,537,087	13,408,756	4,904,201
Drew Cohen	44,720,587	2,225,256	4,904,201
F. Peter Cuneo	34,251,933	12,693,910	4,904,201
Mark Friedman	32,942,837	14,003,006	4,904,201
James A. Marcum	46,604,935	340,908	4,904,201
Laurence N. Charney	46,603,352	342,491	4,904,201

- (ii) The votes cast by stockholders with respect to the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 were as follows:

	Votes Cast For	Votes Cast Against	Abstentions
Appointment of BDO USA, LLP	51,313,752	528,036	8,256

- (iii) The votes cast by stockholders with respect to the proposal to approve, by non-binding advisory vote, the resolution approving named executive officer compensation were as follows:

	Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
Named Executive Officer Compensation	24,453,142	22,479,394	13,307	4,904,201

**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/ Warren Clamen

Name: Warren Clamen

Title: Executive Vice President and Chief  
Financial Officer

Date: July 23, 2013