

ICONIX BRAND GROUP, INC.
Form SC 13D/A
November 15, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 5)*

ICONIX BRAND GROUP INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

451055107

(CUSIP Number)

**Cameron Olsen
Unit A, Brook Park East
Shirebrook
NG20 8RY
United Kingdom
+44 845 1299 289**

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

November 11, 2016

(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 remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.**

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).

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)
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

NUMBER OF United Kingdom
SHARES **7** **SOLE VOTING POWER**

BENEFICIALLY *
OWNED BY **8** **SHARED VOTING POWER**

EACH *

REPORTING SOLE DISPOSITIVE POWER
PERSON 9
WITH *
10 SHARED DISPOSITIVE POWER

*
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

11

5,900,000*
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
12 (11) EXCLUDES CERTAIN
SHARES o
PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (11)

13

10.5%*
TYPE OF REPORTING PERSON

14

CO

* Beneficial ownership is disclaimed for both Section 13(d) and Section 16(a) purposes as interests are economic interests held through contracts for differences, the terms of which do not confer voting rights or dispositive power.

The following constitutes Amendment No. 5 (“Amendment No. 5”) to the Schedule 13D filed by the undersigned on January 5, 2016 as amended by Amendment No. 1 thereto filed on January 13, 2016, Amendment No. 2 thereto filed on January 21, 2016, Amendment No. 3 thereto filed on August 11, 2016 and Amendment No. 4 thereto filed on August 23, 2016 (the “Schedule 13D”). This Amendment No. 5 amends the Schedule 13D as specifically set forth.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The Reporting Person has an indirect economic interest in 5,900,000 Shares, representing an 10.51% economic interest in the Shares. Such interest is held through the CFDs with Monecor (London) Limited, trading as ETX Capital, (“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 Rules 13d-4 and 16a-1(a)(4) for Section 13(d) and Section 16(a) purposes.

(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 |
|----------------------------|----------------------------|--------------------------------------------|-----------------------------------------------|
| 12 September 2016 | Purchase | 3,600 | 792.47 |
| 13 September 2016 | Purchase | 15,400 | 797.36 |
| 14 September 2016 | Purchase | 5,150 | 794.92 |
| 16 September 2016 | Purchase | 45,441 | 787.84 |
| 19 September 2016 | Purchase | 200 | 798.50 |
| 20 September 2016 | Purchase | 14,000 | 796.00 |
| 23 September 2016 | Sale | 2,500 | 851.00 |
| 29 September 2016 | Purchase | 346 | 800.00 |
| 30 September 2016 | Purchase | 2,500 | 796.90 |
| 05 October 2016 | Sale | 40,259 | 853.41 |
| 06 October 2016 | Sale | 1,000 | 855.00 |
| 10 October 2016 | Sale | 15,400 | 861.13 |

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| | | | |
|------------------|----------|--------|--------|
| 10 October 2016 | Sale | 2,900 | 861.13 |
| 17 October 2016 | Purchase | 22,850 | 792.99 |
| 18 October 2016 | Purchase | 22,539 | 791.94 |
| 19 October 2016 | Purchase | 24,323 | 795.44 |
| 20 October 2016 | Purchase | 59,469 | 771.49 |
| 21 October 2016 | Purchase | 42,468 | 761.68 |
| 24 October 2016 | Purchase | 3,773 | 756.84 |
| 24 October 2016 | Purchase | 44,030 | 746.94 |
| 25 October 2016 | Purchase | 15,937 | 737.94 |
| 25 October 2016 | Purchase | 12,600 | 746.43 |
| 26 October 2016 | Purchase | 1,600 | 739.94 |
| 01 November 2016 | Sale | 1,250 | 800.25 |

| | | | |
|------------------|----------|---------|--------|
| 03 November 2016 | Purchase | 13,426 | 744.60 |
| 04 November 2016 | Sale | 10,906 | 802.38 |
| 07 November 2016 | Sale | 44,030 | 802.35 |
| 07 November 2016 | Sale | 8,476 | 802.35 |
| 08 November 2016 | Sale | 50 | 824.00 |
| 08 November 2016 | Purchase | 27,069 | 699.93 |
| 08 November 2016 | Purchase | 50 | 706.00 |
| 08 November 2016 | Sale | 11,311 | 814.19 |
| 09 November 2016 | Sale | 38,689 | 830.17 |
| 09 November 2016 | Sale | 12,600 | 838.03 |
| 09 November 2016 | Sale | 4,900 | 838.03 |
| 09 November 2016 | Sale | 350 | 838.03 |
| 09 November 2016 | Sale | 5,031 | 838.03 |
| 09 November 2016 | Sale | 50 | 838.03 |
| 09 November 2016 | Sale | 15,758 | 838.03 |
| 09 November 2016 | Sale | 72,880 | 838.03 |
| 09 November 2016 | Sale | 88,431 | 838.03 |
| 10 November 2016 | Sale | 3,773 | 883.92 |
| 10 November 2016 | Sale | 3,779 | 883.92 |
| 10 November 2016 | Sale | 59,469 | 883.92 |
| 10 November 2016 | Sale | 5,182 | 883.92 |
| 10 November 2016 | Sale | 200 | 883.92 |
| 10 November 2016 | Sale | 24,323 | 883.92 |
| 10 November 2016 | Sale | 22,539 | 883.92 |
| 10 November 2016 | Sale | 22,850 | 883.92 |
| 10 November 2016 | Sale | 2,500 | 883.92 |
| 10 November 2016 | Sale | 100 | 883.92 |
| 10 November 2016 | Sale | 2,250 | 883.92 |
| 10 November 2016 | Sale | 14,000 | 883.92 |
| 10 November 2016 | Sale | 346 | 883.92 |
| 10 November 2016 | Sale | 600 | 883.92 |
| 10 November 2016 | Sale | 38,089 | 883.92 |
| 10 November 2016 | Sale | 55,185 | 907.93 |
| 10 November 2016 | Sale | 7,247 | 907.93 |
| 11 November 2016 | Sale | 3,078 | 934.93 |
| 11 November 2016 | Sale | 34,490 | 934.93 |
| 11 November 2016 | Sale | 100,000 | 934.93 |
| 11 November 2016 | Sale | 20,098 | 951.00 |
| 11 November 2016 | Sale | 69,464 | 951.00 |
| 14 November 2016 | Sale | 110,438 | 990.62 |
| 14 November 2016 | Sale | 100,000 | 974.80 |

(d) Not known.

(e) Not applicable.

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: November 15, 2016

**Sports Direct International
plc**

**By: Cameron Olsen
its Company Secretary**

**By: /s/ Cameron Olsen
Name: Cameron Olsen
Title: Company Secretary**