

ICONIX BRAND GROUP, INC.  
Form 8-K  
November 07, 2016

**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): November 4, 2016**

**ICONIX BRAND GROUP, INC.**

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

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1450 Broadway, New York, New York**

**001-10593**  
**(Commission**

**File Number)**

**11-2481903**  
**(IRS Employer**

**Identification No.)**

**10018**

(Address of Principal Executive Offices)

(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 November 4, 2016, the Company's stockholders entitled to vote at the meeting voted: (i) for the election of the nine 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 2017 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, 2016; (iii) for, by non-binding advisory vote, the resolution approving named executive officer compensation; and (iv) for the approval of the Company's 2016 Omnibus Incentive Plan.

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

| Director        | Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|-----------------|----------------|--------------------|-------------|------------------|
| F. Peter Cuneo  | 31,280,477     | 3,294,937          | 24,476      | 16,537,588       |
| John Haugh      | 32,693,339     | 1,874,548          | 32,003      | 16,537,588       |
| Drew Cohen      | 30,936,410     | 3,628,854          | 34,626      | 16,537,588       |
| Sue Gove        | 30,523,375     | 3,585,091          | 491,424     | 16,537,588       |
| Mark Friedman   | 31,224,968     | 3,340,329          | 34,593      | 16,537,588       |
| James Marcum    | 30,965,177     | 3,599,270          | 35,443      | 16,537,588       |
| Sanjay Khosla   | 33,091,794     | 1,482,580          | 25,516      | 16,537,588       |
| Kristen O Hara  | 33,114,989     | 1,458,991          | 25,910      | 16,537,588       |
| Kenneth Slutsky | 33,093,647     | 1,482,988          | 23,255      | 16,537,588       |

(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, 2016 were as follows:

|                             | Votes Cast For | Votes Cast Against | Abstentions |
|-----------------------------|----------------|--------------------|-------------|
| Appointment of BDO USA, LLP | 48,944,573     | 2,137,483          | 55,422      |

(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 | 26,553,625     | 7,765,481          | 280,784     | 16,537,588       |

(iv) The votes cast by stockholders with respect to approval of the Company's 2016 Omnibus Incentive Plan were as follows:

|                             | Votes Cast For | Votes Cast Against | Abstentions | Broker Non-Votes |
|-----------------------------|----------------|--------------------|-------------|------------------|
| 2016 Omnibus Incentive Plan | 28,390,498     | 6,111,078          | 98,314      | 16,537,588       |

**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/ Jason Schaefer  
Name: Jason Schaefer

Title: Executive Vice President and  
General Counsel

Date: November 7, 2016