

ICONIX BRAND GROUP, INC.

Form ARS

June 11, 2013

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: 0; border-left-width: 0; border-bottom-width: 1">By: J. Bruce Hildebrand Attorney in Fact for Dian Graves

Stai02/01/2012_**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) On December 21, 2010, Mrs. Stai made a gift of 20,000 shares of Company common stock was made to a foundation in which Ms. Stai serves as Chairman of the Board of Directors, but has no pecuniary interest in such foundation.

(2) On June 1, 2011, the Company distributed shares of company common stock pursuant to a 3 for 2 stock split in the form of a 50% stock dividend, resulting in the number of shares transferred to increase from 20,000 shares to 30,000 shares.

These shares are owned by a foundation in which Mrs. Stai is Chairman of the Board of Directors. Mrs. Stai disclaims beneficial
(3) ownership of these securities, and this report shall not be deemed an admission that Mrs. Stai is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

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