

ICONIX BRAND GROUP, INC.

Form 4

March 09, 2017

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HAUGH JOHN N

2. Issuer Name and Ticker or Trading Symbol
ICONIX BRAND GROUP, INC.
[ICON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2017

Director 10% Owner
 Officer (give title below) Other (specify below)
President and CEO

C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10018

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				Code V Amount (A) or (D) Price			
Common Stock	02/22/2017		F ⁽¹⁾	52,199 D \$ 9.18	256,238	D	
Common Stock	03/07/2017		A ⁽²⁾	49,824 A \$ 7.52	306,062	D	
Common Stock	03/07/2017		A ⁽³⁾	97,508 A \$ 7.52	403,570	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAUGH JOHN N C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018	X		President and CEO	

Signatures

/s/ John N. Haugh 03/09/2017

**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) Represents surrender of shares in the amount of 41,687 and 10,512, respectively, to the issuer in payment of tax liability incident to the vesting of two separate grants of restricted stock.
These represent shares underlying Performance Stock Units ("PSUs") that were granted to the reporting person pursuant to the terms of a long-term incentive plan adopted by the Company in March 2016 (the "2016 LTIP"). On March 7, 2017 these shares were determined to have been earned and automatically converted to Restricted Stock Units ("RSUs") per the terms of the reporting person's PSU Agreement with the issuer.
- (2) These represent shares underlying RSUs that were granted to the reporting person pursuant to a long-term incentive plan approved by the Company in March 2017 (the "2017 LTIP"). The RSUs vest in installments of 32,503, 32,503 and 32,502 on March 30, 2018, March 30, 2019 and March 30, 2020, respectively (each a "Time Vesting Date"), subject to the reporting person's continuous employment with the issuer through each respective Time Vesting Date and subject to the terms of the RSU Agreement between the issuer and the reporting person.
- (3)

Remarks:

President and Chief Executive Officer

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

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