

ICONIX BRAND GROUP, INC.
Form 8-K
August 07, 2012

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): August 6, 2012

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)

Registrant's telephone number, including area code (212) 730-0030

10018
(Zip Code)

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 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year

On August 6, 2012, the Board of Directors of Iconix Brand Group, Inc. restated and amended the By-laws. The following provisions of the By-laws were amended:

- (1) Article II(2) to provide that the number of directors may also be fixed from time to time by stockholders;
- (2) Article II(6) to provide that directors may be removed by stockholders holding a majority of the shares entitled to vote at an election of directors; and
- (3) Article VI to provide that the By-laws may be amended, altered or repealed and new By-laws may be adopted by action of the Board of directors or stockholders.

Item 9.01 Financial Statements and Exhibits.

3(iv) Restated and amended By-Laws of Iconix Brand Group, Inc.

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: August 7, 2012