ICONIX BRAND GROUP, INC.

Form 4 March 20, 2014

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

Horowitz Seth

2. Issuer Name and Ticker or Trading

Symbol

ICONIX BRAND GROUP, INC.

[ICON]

(Last) (First) (Middle)

(State)

C/O ICONIX BRAND GROUP,

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year) 03/18/2014

INC.,, 1450 BROADWAY

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

Issuer

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

(Check all applicable)

10% Owner Director X_ Officer (give title Other (specify

below) Chief Operating Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

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

NEW YORK, NY 10018

(City)

	Tubic 1 Tion Betty unit e Securities required, Bisposed of, of Beneficiary 6 when							
2. Transaction Date	2A. Deemed	3.	4. Securit	ies Ac	quired (A)	5. Amount of	6.	7. Nature of
(Month/Day/Year)	Execution Date, if	1			Securities	Ownership	Indirect	
•	any	Code	(Instr. 3, 4	4 and 5	5)	Beneficially	Form:	Beneficial
	(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
						Following	or Indirect	(Instr. 4)
				()		Reported	(I)	
						Transaction(s)	(Instr. 4)	
		C 1 W			ъ.	(Instr. 3 and 4)		
		Code V		(D)	Price			
03/18/2014		A	19,749	A	\$ 40.416	19,749 (1)	D	
	(Month/Day/Year)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)	2. Transaction Date 2A. Deemed 3. (Month/Day/Year) Execution Date, if any Code (Month/Day/Year) (Instr. 8) Code V	2. Transaction Date (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Month/Day/Year) Code (Instr. 3, 4) Code V Amount 19,749	2. Transaction Date 2A. Deemed 3. 4. Securities Action (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Code (Instr. 3, 4 and 2) (Instr. 8) (A) or Code V Amount (D) 19,749	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) (A) or Code V Amount (D) Price 19,749 A	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Eneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 19,749 A \$ 19,749 (1)	2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of (Month/Day/Year) Execution Date, if any (Month/Day/Year) (Instr. 3, 4 and 5) Beneficially Form: Owned Direct (D) Following or Indirect Reported (I) Transaction(s) (Instr. 4) (Instr. 3) (Instr. 4) (Instr. 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				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

Horowitz Seth C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY NEW YORK, NY 10018

Chief Operating Officer

Signatures

/s/ Seth Horowitz 03/20/2014

**Signature of Date
Reporting Person

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).

These represent shares underlying Restricted Stock Units ("RSUs") that were granted to the reporting person pursuant to the terms of his employment agreement with the issuer and a related RSU Agreement. The RSUs vest in two equal annual installments on December 31, 2015 and December 31 2016 (each a "Time Vesting Date") subject to the reporting person's continuous employment with the issuer through each Time Vesting Date and subject to the terms of the RSU Agreement between the issuer and the reporting person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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