

ICONIX BRAND GROUP, INC.

Form 8-K

July 21, 2017

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): July 19, 2017

Iconix Brand Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-10593
(Commission

File Number)

11-2481903
(IRS Employer

Identification No.)

1450 Broadway, New York, NY
(Address of Principal Executive Offices)

10018
(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On July 19, 2017, Iconix Brand Group, Inc., a Delaware corporation (the Company), purchased the remaining 50% interest in Iconix Canada L.P. (Iconix Canada) from its joint venture partner Buffalo International ULC (BIU) and its affiliate for \$19 million, subject to a net asset value adjustment. As a result, the Company now owns 100% of Iconix Canada. The purchase was made pursuant to the Equity Interests Purchase Agreement by and among the Company, Iconix Canada JV Holdings ULC, BIU Sub Inc. and BIU dated as of July 19, 2017 (the Agreement).

The Company will retain its 51% interest in the Buffalo brand held through a separate joint venture with BIU.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

No.

Description

99.1	Press Release of Iconix Brand Group, Inc., dated July 20, 2017.*
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* Filed herewith.

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.

By: /s/ Jason Schaefer

Name: Jason Schaefer

Title: Executive Vice President and General
Counsel

Date: July 21, 2017

EXHIBIT INDEX

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