

ICONIX BRAND GROUP, INC.  
Form 8-K  
July 03, 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): June 29, 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 8.01 Other Events.**

On June 29, 2012, Iconix Brand Group, Inc., a Delaware corporation, (the Company) paid to The Bank of New York Mellon, as trustee for the holders of the Company's 1.875% Convertible Senior Subordinated Notes due June 2012 (the Notes), for the benefit of the holders of the Notes, the aggregate amount of \$290.2 million, in full satisfaction of the Company's obligations under the Notes. The Notes were repaid by the Company at par (\$287.5 million) plus accrued interest from January 1, 2012 through June 30, 2012. The Company repaid the Notes through a combination of cash on its balance sheet and borrowings under its \$150 million Revolving Credit Facility.

**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: July 3, 2012