

ICONIX BRAND GROUP, INC.

Form 4

April 14, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
BARCLAYS PLC

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)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

1 CHURCHILL PLACE, CANARY WHARF

03/10/2016

(Street)

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

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

LONDON, X0 E14 5HP

(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 Indirect Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|-----------------|---|
| | | | Code | V | Amount or Price | | | | |
| Common Stock | 03/28/2016 | | S | | 100 | D | \$ 7.885 | 4,726,837 (1) I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | | P | | 100 | A | \$ 8.135 | 4,726,837 (1) I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | | S | | 100 | D | \$ 7.805 | 4,726,837 (1) I | by Barclays Capital Derivatives Funding LLC |
| Common | 03/28/2016 | | P | | 100 | A | \$ 8.13 | 4,726,837 (1) I | by Barclays |

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| Stock | | | | | | | | | Capital Inc. |
|--------------|------------|---|-----|---|----------|-----------|-----|---|---|
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 200 | D | \$ 7.805 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.805 | 4,726,837 | (1) | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.805 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.81 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.13 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.88 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.88 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.88 | 4,726,837 | (1) | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.105 | 4,726,837 | (1) | I | by Barclays Capital Inc. |

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| | | | | | | | | |
|--------------|------------|---|-----|---|----------|--------------------------|---|---|
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.145 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.815 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Derivatives Funding LLC |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.815 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | P | 29 | A | \$ 8.15 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.82 | 4,726,837 ⁽¹⁾ | I | by Barclays Capital Inc. |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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 Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| BARCLAYS PLC 1 CHURCHILL PLACE CANARY WHARF LONDON, X0 E14 5HP | | X | | |

Signatures

/s/ James Gibson Head of Large Holdings
Compliance

04/14/2016

__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).

As of March 10, 2016, the Reporting Persons beneficially owned 5,062,950 shares of common stock of Iconix Brand Group Inc. The
(1) amount set forth in column 5 represents the Reporting Persons' beneficial ownership of the common stock of the Issuer as of the close of business on March 28, 2016; ownership information after each reported transaction is not reasonably available to the Reporting Persons.

Remarks:

Part 27

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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