

ICONIX BRAND GROUP, INC.

Form 4

April 14, 2016

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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

## OMB APPROVAL

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(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)  
**1 CHURCHILL PLACE, CANARY  
WHARF**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/10/2016**

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

(Street)  
**LONDON, X0 E14 5HP**

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

(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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount | (A) or (D) Price                                                                              |                                                          |                                                       |
| Common Stock                    | 03/28/2016                           |                                                    | P                              |                                                                   | 100    | A \$ 8.055                                                                                    | 4,726,837 <sup>(1)</sup>                                 | I by Barclays Capital Inc.                            |
| Common Stock                    | 03/28/2016                           |                                                    | P                              |                                                                   | 100    | A \$ 8.295                                                                                    | 4,726,837 <sup>(1)</sup>                                 | I by Barclays Capital Inc.                            |
| Common Stock                    | 03/28/2016                           |                                                    | S                              |                                                                   | 100    | D \$ 7.805                                                                                    | 4,726,837 <sup>(1)</sup>                                 | I by Barclays Capital Derivatives Funding LLC         |
| Common                          | 03/28/2016                           |                                                    | P                              |                                                                   | 100    | A \$                                                                                          | 4,726,837 <sup>(1)</sup>                                 | I by Barclays                                         |

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|              |            |   |     |   |          |           |     |   |                                             |
|--------------|------------|---|-----|---|----------|-----------|-----|---|---------------------------------------------|
| Stock        |            |   |     |   | 8.305    |           |     |   | Capital Inc.                                |
| Common Stock | 03/28/2016 | S | 100 | D | \$ 7.805 | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.32  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.32  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.14  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.14  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.14  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.085 | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.31  | 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 | P | 100 | A | \$ 8.13  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.3   | 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 | 200 | 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 | P | 100 | A | \$ 8.09  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.11  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
|              | 03/28/2016 | P | 100 | A |          | 4,726,837 | (1) | I |                                             |

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|              |            |   |     |   |          |           |     |   |                                             |
|--------------|------------|---|-----|---|----------|-----------|-----|---|---------------------------------------------|
| Common Stock |            |   |     |   | \$ 8.095 |           |     |   | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.325 | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.3   | 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 Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.095 | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.12  | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.125 | 4,726,837 | (1) | I | by Barclays Capital Inc.                    |
| Common Stock | 03/28/2016 | P | 100 | A | \$ 8.25  | 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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|----------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V (A) (D)                                                                                                          | Date<br>Exercisable                                            | Expiration<br>Date                                                        | Title<br>or<br>Number<br>of<br>Shares               |                                                                            |

## Reporting Owners

| Reporting Owner Name / Address                                          | Relationships |           |         |       |
|-------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                         | Director      | 10% Owner | Officer | Other |
| BARCLAYS PLC<br>1 CHURCHILL PLACE<br>CANARY WHARF<br>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 20

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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