

Wood Jeffrey Neil
Form 3
November 08, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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
Number: 3235-0104
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burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting
Person *

^ Wood Jeffrey Neil

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

10/29/2018

3. Issuer Name **and** Ticker or Trading Symbol
ICONIX BRAND GROUP, INC. [ICON]

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)

INTERIM CFO

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

C/O ICONIX BRAND GROUP,
INC.,^ 1450 BROADWAY

(Street)

NEW YORK,^ NY^ 10018

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

COMMON STOCK

34,712 ⁽¹⁾

D ^

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

SEC 1473 (7-02)

**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.**

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and
Expiration Date
(Month/Day/Year)

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

4. Conversion
or Exercise
Price of
Derivative
Security

5. Ownership
Form of
Derivative
Security:
Direct (D)

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wood Jeffrey Neil C/O ICONIX BRAND GROUP, INC., 1450 BROADWAY NEW YORK, NY 10018	Â	Â	Â INTERIM CFO	Â

Signatures

/s/ Jeff Wood 11/08/2018

**Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

Represents shares of restricted common stock ("RSUs") that were previously granted to the reporting person pursuant to the terms of his existing offer letter with the issuer and its employee benefit plan and related RSU Agreements, 22,304 of which vested prior to the date (1) hereof. The remaining RSUs vest in installments of (a) 10,930 on December 14, 2018, (b) 739 on March 30, 2019, and (c) 739 on March 30, 2020 (each such date 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 applicable 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.