

ICONIX BRAND GROUP, INC.  
Form 8-K  
November 07, 2016

**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): November 4, 2016**

**ICONIX BRAND GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1450 Broadway, New York, New York**

**001-10593**  
**(Commission**

**File Number)**

**11-2481903**  
**(IRS Employer**

**Identification No.)**

**10018**

(Address of Principal Executive Offices)

(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders**

At the Annual Meeting of Stockholders of Iconix Brand Group, Inc. (the Company) held on November 4, 2016, the Company's stockholders entitled to vote at the meeting voted: (i) for the election of the nine individuals named below to serve as directors of the Company to hold office until the Company's Annual Meeting of Stockholders to be held in 2017 and until their successors have been duly elected and qualified; (ii) for the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016; (iii) for, by non-binding advisory vote, the resolution approving named executive officer compensation; and (iv) for the approval of the Company's 2016 Omnibus Incentive Plan.

(i) The votes cast by stockholders with respect to the election of directors were as follows:

Director	Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
F. Peter Cuneo	31,280,477	3,294,937	24,476	16,537,588
John Haugh	32,693,339	1,874,548	32,003	16,537,588
Drew Cohen	30,936,410	3,628,854	34,626	16,537,588
Sue Gove	30,523,375	3,585,091	491,424	16,537,588
Mark Friedman	31,224,968	3,340,329	34,593	16,537,588
James Marcum	30,965,177	3,599,270	35,443	16,537,588
Sanjay Khosla	33,091,794	1,482,580	25,516	16,537,588
Kristen O Hara	33,114,989	1,458,991	25,910	16,537,588
Kenneth Slutsky	33,093,647	1,482,988	23,255	16,537,588

(ii) The votes cast by stockholders with respect to the ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 were as follows:

	Votes Cast For	Votes Cast Against	Abstentions
Appointment of BDO USA, LLP	48,944,573	2,137,483	55,422

(iii) The votes cast by stockholders with respect to the proposal to approve, by non-binding advisory vote, the resolution approving named executive officer compensation were as follows:

	Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
Named Executive Officer Compensation	26,553,625	7,765,481	280,784	16,537,588

(iv) The votes cast by stockholders with respect to approval of the Company's 2016 Omnibus Incentive Plan were as follows:

	Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
2016 Omnibus Incentive Plan	28,390,498	6,111,078	98,314	16,537,588

**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/ Jason Schaefer  
Name: Jason Schaefer

Title: Executive Vice President and  
General Counsel

Date: November 7, 2016