

ICONIX BRAND GROUP, INC.  
Form 8-K  
August 07, 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): August 6, 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 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year**

On August 6, 2012, the Board of Directors of Iconix Brand Group, Inc. restated and amended the By-laws. The following provisions of the By-laws were amended:

- (1) Article II(2) to provide that the number of directors may also be fixed from time to time by stockholders;
- (2) Article II(6) to provide that directors may be removed by stockholders holding a majority of the shares entitled to vote at an election of directors; and
- (3) Article VI to provide that the By-laws may be amended, altered or repealed and new By-laws may be adopted by action of the Board of directors or stockholders.

**Item 9.01 Financial Statements and Exhibits.**

3(iv) Restated and amended By-Laws of Iconix Brand Group, Inc.

**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: August 7, 2012