

Galvin Robert
 Form 3
 October 22, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Galvin Robert | | (Month/Day/Year) | ICONIX BRAND GROUP, INC. [ICON] | |
| (Last) | (First) | (Middle) | 10/15/2018 | |
| C/O ICONIX BRAND GROUP, INC., Â 1450 BROADWAY | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| NEW YORK, Â NY Â 10018 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | PRESIDENT AND CEO | |

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 | 832,179 ⁽¹⁾ | D | Â |
| COMMON STOCK | 3,143,783 ⁽²⁾ | D | Â |
| COMMON STOCK | 2,852,162 ⁽³⁾ | D | Â |

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 | 4. Conversion | 5. Ownership | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------|--------------|--|
|--|--|--|---------------|--------------|--|

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| Date Exercisable | Expiration Date | Title | Derivative Security (Instr. 4) Amount or Number of Shares | or Exercise Price of Derivative Security | Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|------------------|-----------------|-------|--|--|---|------------|
|------------------|-----------------|-------|--|--|---|------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| Galvin Robert C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018 | X | A | A | A PRESIDENT AND CEO A |

Signatures

/s/ Bob Galvin 10/22/2018
 **Signature of Date
 Reporting Person

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).
- (1) Represents shares of restricted common stock ("RSUs") that were granted to the reporting person pursuant to the terms of his employment agreement with the issuer and a related RSU Agreement. The RSUs vest in installments of 277,393, 277, 393 and 277,392, respectively, on March 31, 2019, March 31, 2020 and March 31, 2021 (each 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 RSU Agreement between the issuer and the reporting person.
- (2) Represents the total amount of shares of RSUs following the grant to the reporting person of 2,311,604 RSUs pursuant to the terms of his employment agreement with the issuer and a related RSU Agreement (the "Employment Inducement RSUs"), 770,535 of which vested immediately on October 15, 2018. The remaining 1,541,069 Employment Inducement RSUs vest on October 15, 2019, subject to the reporting person's continuous employment with the issuer through the vesting date; provided that, if the reporting person's employment terminates for any reason before such vesting date, then all of the Employment Inducement RSUs (whether or not then vested) will be forfeited immediately for no consideration; provided further, that if the reporting person is terminated by the issuer without cause and unrelated to the issuer's or the reporting person's performance, all unvested Employment Inducement RSUs shall vest (and be settled) on October 15, 2019.
- (3) Represents the total amount of RSUs following the surrender to the issuer of 291,621 RSUs in payment of tax liability incident to the vesting of the grant of Employment Inducement RSUs referenced under footnote 2.

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.