

ICONIX BRAND GROUP, INC.

Form 3

April 14, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2005

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 \*

BARCLAYS PLC

(Last) (First) (Middle)

1 CHURCHILL PLACE

(Street)

LONDON, X0 E14 5HP

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/10/2016

3. Issuer Name and Ticker or Trading Symbol

ICONIX BRAND GROUP, INC. [ICON]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

5. 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

**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

1,505,733

I

By Barclays Capital Inc.

Common Stock

375,072

I

By Barclays Capital Derivative Funding LLC

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

SEC 1473 (7-02)

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**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)

4. Conversion or Exercise Price of

5. Ownership Form of Derivative

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Call	03/17/2016 <sup>(1)</sup>	03/17/2016 <sup>(1)</sup>	Common Stock	3,000,000	\$ 30.7533	I	By Barclays Bank plc
Call	09/06/2016 <sup>(2)</sup>	09/06/2016 <sup>(2)</sup>	Common Stock	3,000,000	\$ 40.6175	I	By Barclays Bank plc
Call	03/17/2016 <sup>(1)</sup>	03/17/2016 <sup>(1)</sup>	Common Stock	1,300,000	\$ 30.7533	I	By Barclays Bank plc
Call	09/06/2016 <sup>(2)</sup>	09/06/2016 <sup>(2)</sup>	Common Stock	1,300,000	\$ 40.6175	I	By Barclays Bank plc
Warrant	09/06/2016 <sup>(2)</sup>	09/06/2016 <sup>(2)</sup>	Common Stock	4,918,181	\$ 40.6175	I	By Barclays Bank plc
Warrant	09/06/2016 <sup>(2)</sup>	09/06/2016 <sup>(2)</sup>	Common Stock	447,107	\$ 40.6175	I	By Barclays Bank plc
Call	12/28/2017 <sup>(1)</sup>	12/28/2017 <sup>(1)</sup>	Common Stock	1,000,000	\$ 30.8593	I	By Barclays Bank plc
Call	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	1,000,000	\$ 35.5173	I	By Barclays Bank plc
Call	12/28/2017 <sup>(1)</sup>	12/28/2017 <sup>(1)</sup>	Common Stock	2,000,000	\$ 30.8593	I	By Barclays Bank plc
Call	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	2,000,000	\$ 35.5173	I	By Barclays Bank plc
Call	12/28/2017 <sup>(1)</sup>	12/28/2017 <sup>(1)</sup>	Common Stock	1,500,000	\$ 30.8593	I	By Barclays Bank plc
Call	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	1,500,000	\$ 35.5173	I	By Barclays Bank plc
Call	12/28/2017 <sup>(1)</sup>	12/28/2017 <sup>(1)</sup>	Common Stock	1,000,000	\$ 30.8593	I	By Barclays Bank plc
Call	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	1,000,000	\$ 35.5173	I	By Barclays Bank plc
Call	12/28/2017 <sup>(1)</sup>	12/28/2017 <sup>(1)</sup>	Common Stock	3,000,000	\$ 30.8593	I	By Barclays Bank plc
Call	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	3,000,000	\$ 35.5173	I	By Barclays Bank plc
Warrant	06/18/2018 <sup>(1)</sup>	06/18/2018 <sup>(1)</sup>	Common Stock	11,341,820	\$ 35.5173	I	By Barclays Bank plc
Warrant	06/18/2018 <sup>(2)</sup>	06/18/2018 <sup>(2)</sup>	Common Stock	1,620,260	\$ 35.5173	I	By Barclays Bank plc
Equity Swap	Â <sup>(3)</sup>	05/15/2017		19,500	\$ 6.9577	I	

			Common Stock				By Barclays Bank plc
Equity Swap	Â (3)	05/16/2017	Common Stock	19,500	\$ 6.9472	I	By Barclays Bank plc
Equity Swap	Â (3)	05/17/2017	Common Stock	19,500	\$ 6.6829	I	By Barclays Bank plc
Equity Swap	Â (3)	05/18/2017	Common Stock	19,500	\$ 6.2822	I	By Barclays Bank plc
Equity Swap	Â (3)	05/19/2017	Common Stock	19,500	\$ 6.3887	I	By Barclays Bank plc
Equity Swap	Â (3)	05/22/2017	Common Stock	19,500	\$ 6.4802	I	By Barclays Bank plc
Equity Swap	Â (3)	05/24/2017	Common Stock	19,500	\$ 6.8793	I	By Barclays Bank plc
Equity Swap	Â (3)	05/24/2017	Common Stock	19,500	\$ 6.9081	I	By Barclays Bank plc
Equity Swap	Â (3)	05/26/2017	Common Stock	19,500	\$ 7.1124	I	By Barclays Bank plc
Equity Swap	Â (3)	05/31/2017	Common Stock	19,500	\$ 7.0537	I	By Barclays Bank plc
Equity Swap	Â (3)	05/31/2017	Common Stock	19,500	\$ 6.8803	I	By Barclays Bank plc
Equity Swap	Â (3)	06/02/2017	Common Stock	19,500	\$ 7.0316	I	By Barclays Bank plc

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS PLC 1 CHURCHILL PLACE LONDON,Â X0Â E14 5HP	Â	Â X	Â	Â

## 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 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) Call options expire over a period of 50 consecutive business days beginning on the date stated in Table II

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- (2) Call options and Warrants expire over a period of 75 consecutive business days beginning on the date stated in Table II
- (3) There is no exercisable date for the equity swaps.

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### Remarks:

#### PartÂ 1

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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