

NexCen Brands, Inc.
Form DEFA14A
June 30, 2010

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Rule 14a-101)

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- o Definitive Proxy Statement
- x Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

NEXCEN BRANDS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3)

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Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

June 30, 2010

Dear NexCen Shareholder:

According to our latest records, we have not yet received your proxy for the important special meeting of shareholders of NexCen Brands, Inc., to be held on July 29, 2010. Your Board of Directors unanimously recommends that shareholders vote FOR all items on the agenda.

As previously disclosed, NexCen's financial condition and liquidity raise substantial doubt as to the Company's ability to continue as a going concern. NexCen has experienced significant losses, and owes more under the credit facility with its lender than the value of the Company. Accordingly, the Company currently has minimal equity value. If the asset sale is not consummated, we anticipate that the Company will breach certain covenants of the credit facility in 2010 and will be unable to make a required principal payment of \$34.5 million in July 2011. A default under the credit facility could trigger, among other things, the lender's right to accelerate principal payment obligations, foreclose on virtually all of NexCen's assets and take control of all of NexCen's cash flow from operations.

If this were to happen, NexCen likely would have no choice but to file for bankruptcy protection, in which case it is highly unlikely that there would be any assets available for distribution to NexCen's shareholders.

The asset sale cannot be completed without shareholder approval. The failure to vote will have the same effect as a vote against the asset sale. The asset sale is not conditioned on the approval of any of the other proposals.

Please help your company avoid the expense of further solicitation by voting TODAY-- by telephone, via the Internet, or by signing and returning the enclosed proxy card in the envelope provided. Because approval of the proposals require the affirmative vote of the holders of a majority of the outstanding shares of common stock, your vote is important, no matter how many or how few shares you own.

Thank you for your cooperation.

Very truly yours,

The Board of Directors

REMEMBER:

You can vote your shares by telephone, Internet or mail.
Please follow the easy instructions on the enclosed proxy card.

If you have any questions, or need assistance in voting
your shares, please call our proxy solicitor,

INNISFREE M&A INCORPORATED
TOLL-FREE, at (877) 456-3488.

