

Edgar Filing: MCCLAIN JOHN - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCLAIN JOHN C/O ICONIX BRAND GROUP, INC. 1450 BROADWAY NEW YORK, NY 10018	Â	Â	Â EVP & CFO	Â

Signatures

/s/ John McClain 02/21/2019

__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 the total amount of shares of RSUs following the grant to the reporting person of 1,750,000 RSUs pursuant to the terms of his employment agreement with the issuer and a related RSU Agreement (the "Employment Inducement RSUs"), 583,333 of which vested immediately on February 11, 2019. The remaining 1,166,667 Employment Inducement RSUs vest on February 11, 2020, 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 on February 11, 2020.
- (2) Represents the total amount of RSUs following the surrender to the issuer of 229,075 RSUs in payment of tax liability incident to the vesting of the grant of Employment Inducement RSUs referenced under footnote 1.

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.