

Edgar Filing: ICONIX BRAND GROUP, INC. - Form 10-K/A

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common Stock, \$.001 Par Value	The NASDAQ Stock Market LLC (NASDAQ Global Market)

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the registrant's Common Stock held by non-affiliates of the registrant as of the close of business on June 30, 2015 was approximately \$1,204.6 million. As of March 22, 2016, 48,537,725 shares of the registrant's Common Stock, par value \$.001 per share, were outstanding.

DOCUMENTS INCORPORATED BY REFERENCE:

Portions of the registrant's proxy statement for its annual meeting of stockholders to be held in 2016 are incorporated by reference in Items 10, 11, 12, 13 and 14 of Part III of this Form 10-K.

ICONIX BRAND GROUP, INC. - FORM 10-K

TABLE OF CONTENTS

	Page
<u>PART IV</u>	
Item 15. <u>Exhibits, Financial Statement Schedules</u>	2
<u>Signatures</u>	3
<u>Consolidated Financial Statements</u>	10

Unless the context requires otherwise, references in this Form 10-K/ A to the “Company,” “Iconix,” “we,” “us,” “our,” or similar pronouns refer to Iconix Brand Group, Inc. and its consolidated subsidiaries.

EXPLANATORY NOTE

Iconix Brand Group, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (the “Amended Filing”) to correct an error in the Supplemental Disclosure of Cash Flow Information for the year ended December 31, 2015 contained in the Company’s Consolidated Statements of Cash Flows. Additionally, the Company corrected two typographical errors in Footnote 1 to the Company’s Notes to Consolidated Financial Statements under the captions “Concentration of Credit Risk” and “Accounts Receivable.”

Except as described above, no other amendments are being made to the Annual Report on Form 10-K. This Form 10-K/A does not reflect events occurring after the filing of the Company’s Annual Report on Form 10-K or modify or update the disclosures contained in the Annual Report on Form 10-K in any way other than as set forth above.

PART IV

Item 15. Exhibits and Financial Statement Schedules

(a) Documents included as part of this Annual Report

1. The following consolidated financial statements are included in this Annual Report:

- Report of Independent Registered Public Accounting Firm
- Consolidated Balance Sheets—December 31, 2015 and December 31, 2014 (Restated)
- Consolidated Statements of Operations for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)
- Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)
- Consolidated Statements of Stockholders' Equity for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)
- Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)
- Notes to Consolidated Financial Statements

2. The following financial statement schedules are included in this Annual Report:

- Report of Independent Registered Public Accounting Firm on Financial Statement Schedule
- Schedule II Valuation and qualifying accounts

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been omitted.

3. See the Index to Exhibits for a list of exhibits filed as part of this Annual Report.

(b) See Item (a) 3 above.

(c) See Item (a) 2 above.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ICONIX BRAND GROUP, INC.

Date: April 4, 2016 By: /s/ John N. Haugh
John N. Haugh
President and Chief Executive Officer (Principal Executive Officer)

/s/ David K. Jones

David K. Jones

Chief Financial Officer (Principal Financial and Accounting Officer)

Index to Exhibits

Exhibit

Numbers Description

- 2.1 Contribution and Sale Agreement dated October 26, 2009 by and among the Company, IP Holder LLC, now known as IP Holdings Unltd LLC, Seth Gerszberg, Suchman LLC, Yakira, L.L.C., Ecko.Complex, LLC, Zoo York LLC and Zoo York THC LLC ⁽¹⁾ +
- 2.2 Membership Interest Purchase Agreement dated as of March 9, 2010 by and between the Company and Purim LLC ⁽²⁾ +
- 2.3 Purchase Agreement dated as of April 26, 2010 by and among the Company, United Features Syndicate, Inc. and The E.W. Scripps Company ⁽³⁾ +
- 2.4 Asset Purchase Agreement dated April 26, 2011 by and among Hardy Way LLC, Nervous Tattoo, Inc. and Audigier Brand Management Group, LLC ⁽⁴⁾ +
- 2.5 Asset Purchase Agreement dated October 26, 2011 by and between the Company and Sharper Image Acquisition LLC ⁽⁵⁾ +
- 2.6 Asset Purchase Agreement dated October 24, 2012 by and among Iconix Brand Group, Inc., Umbro IP Holdings LLC, Iconix Luxembourg Holdings SÀRL, Umbro International Limited, Nike Global Services Pte. Ltd. and NIKE, Inc ⁽⁶⁾ +
- 3.1 Certificate of Incorporation, as amended⁽⁹⁾
- 3.2 Restated and Amended By-Laws⁽¹⁰⁾
- 3.3 Certificate of Designation, Preferences and Rights of Series B Junior Participating Preferred Stock of the Company^{(40)*}
- 4.1 Indenture, dated May 23, 2011, between the Company and The Bank of New York Mellon Trust, N.A.⁽¹¹⁾
- 4.2 Global Note⁽¹¹⁾
- 4.3 Base Indenture dated November 29, 2012⁽¹²⁾
- 4.4 Supplemental Indenture dated November 29, 2012⁽¹²⁾
- 4.5 Supplemental Indenture Series 2013-1 Supplement dated as of June 21, 2013⁽⁸⁾
- 4.6 Indenture 1.50% Convertible Senior Subordinated Notes Due 2018 dated as of March 18, 2013⁽³⁹⁾
- 4.7 Global Note⁽³⁹⁾
- 4.8 Rights Agreement dated as of January 27, 2016 between the Company and Continental Stock Transfer & Trust Company, as Rights Agent⁽⁴⁰⁾

- 10.2 2000 Stock Option Plan of the Company^{(14)*}
- 10.3 2001 Stock Option Plan of the Company^{(15)*}
- 10.4 2002 Stock Option Plan of the Company^{(16)*}
- 10.5 Non-Employee Director Stock Incentive Plan^{(17)*}
- 10.6 401(K) Savings Plan of the Company⁽¹⁸⁾
- 10.7 Employment Agreement between Neil Cole and the Company dated January 28, 2008^{(7)*}
- 10.8 Option Agreement of Neil Cole dated November 29, 1999^{(18)*}
- 10.9 The Company's 2006 Equity Incentive Plan and forms of options granted thereunder^{(19)*}
- 10.10 Form of Restricted Stock Agreement for officers under the Company's 2006 Equity Incentive Plan^{(20)*}
- 10.11 Form of Restricted Stock Agreement for Directors under the Company's 2006 Equity Incentive Plan^{(20)*}
- 10.12 Form of Option Agreement under the Company's 1997 Stock Option Plan^{(21)*}
- 10.13 Form of Option Agreement under the Company's 2000 Stock Option Plan^{(21)*}
- 10.14 Form of Option Agreement under the Company's 2001 Stock Option Plan^{(21)*}
- 10.15 Form of Option Agreement under the Company's 2002 Stock Option Plan^{(21)*}

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Exhibit

Numbers	Description
10.16	Common Stock Purchase Warrant issued to UCC Consulting Corporation ⁽²²⁾
10.17	Note and Security Agreement dated November 7, 2007 made by Artful Holdings, LLC in favor of the Company ⁽²³⁾
10.18	Restricted Stock Grant Agreement dated February 19, 2008 between the Company and Neil Cole ^{(24)*}
10.19	Restricted Stock Performance Unit Agreement dated February 19, 2008 between the Company and Neil Cole ^{(24)*}
10.20	Lease dated as of November 12, 2007 with respect to the Company's Executive Offices ⁽²⁴⁾
10.21	Iconix Brand Group, Inc. Executive Incentive Bonus Plan ^{(25)*}
10.22	Agreement dated May 2008 between the Company and Neil Cole ^{(26)*}
10.23	Agreement dated December 24, 2008 between the Company and Neil Cole ^{(27)*}
10.24	Form of restricted stock agreement under the 2009 Equity Incentive Plan ^{(28)*}
10.25	Form of stock option agreement under the 2009 Equity Incentive Plan ^{(28)*}
10.26	Restricted Stock Performance Unit Agreement with Neil Cole dated September 23, 2009 ^{(28)*}
10.27	Restricted Stock Agreement with Warren Clamen dated September 22, 2009 ^{(28)*}
10.28	Restricted Stock Agreement with Andrew Tarshis dated September 22, 2009 ^{(28)*}
10.29	Employment Agreement dated February 26, 2009 between the Company and David Blumberg ^{(29)*}
10.30	Restricted Stock Agreement with David Blumberg dated September 22, 2009 ^{(29)*}
10.31	Purchase Agreement, dated May 17, 2011, among Iconix Brand Group, Inc., Barclays Capital Inc. and Goldman, Sachs & Co. ⁽¹¹⁾
10.32	Confirmation of OTC Convertible Note Hedge, dated May 17, 2011, between the Company Inc. and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽¹¹⁾
10.33	Confirmation of OTC Convertible Note Hedge, dated May 17, 2011, between the Company and Goldman, Sachs & Co. ⁽¹¹⁾
10.34	Confirmation of OTC Warrant Transaction, dated May 17, 2011, between the Company and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽¹¹⁾
10.35	Confirmation of OTC Warrant Transaction, dated May 17, 2011, between the Company and Goldman, Sachs & Co. ⁽¹¹⁾

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- 10.36 Confirmation of Additional OTC Convertible Note Hedge, dated May 18, 2011, between the Company and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽¹¹⁾
- 10.37 Confirmation of Additional OTC Convertible Note Hedge, dated May 18, 2011, between the Company and Goldman, Sachs & Co. ⁽¹¹⁾
- 10.38 Confirmation of Additional OTC Warrant Transaction, dated May 18, 2011, between the Company and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽¹¹⁾
- 10.39 Confirmation of Additional OTC Warrant Transaction, dated May 18, 2011, between the Company and Goldman, Sachs & Co. ⁽¹¹⁾
- 10.40 Amendment to Employment Agreement between Neil Cole and the Company dated June 17, 2011^{(30)*}
- 10.41 Restricted Stock Agreement dated June 17, 2011 between the Company and Neil Cole^{(31)*}
- 10.42 Restricted Stock Performance Unit Agreement dated June 17, 2011 between the Company and Neil Cole^{(31)*}
- 10.43 Employment Agreement Amendment dated October 7, 2011 between the Company and Warren Clamen^{(32)*}
- 10.44 Employment Agreement Amendment dated October 7, 2011 between the Company and Andrew Tarshis^{(32)*}

5

Exhibit

Numbers Description

- 10.45 Revolving Credit Agreement dated as of November 22, 2011 among the Company, as Borrower, and the several banks and other financial institutions or entities from time to time parties thereto, Barclays Capital, the investment banking division of Barclays Bank PLC, Goldman Sachs Bank USA and GE Capital Markets, Inc., as Joint Lead Arrangers and Joint Bookrunners, Goldman Sachs Bank USA and GE Capital Markets, Inc., as Syndication Agents, Barclays Bank PLC, as Documentation Agent, and Barclays Bank PLC, as Administrative Agent ⁽³³⁾
- 10.46 Guarantee and Collateral Agreement dated as of November 22, 2011 made by the Company and certain of its Subsidiaries in favor of Barclays Bank PLC, as Administrative Agent ⁽³³⁾
- 10.47 Employment Agreement dated March 5, 2012 between the Company and David Blumberg^{(34)*}
- 10.48 Class A-1 Note Purchase Agreement dated November 29, 2012 by and among Registrant, Co-Issuers, Certain Conduit Investors, Certain Financial Institutions, Certain Funding Agents, Barclays Bank PLC, as L/C Provider, Barclays Bank PLC as Swingline Lender and Barclays Bank PLC, as Administrative Agent ⁽¹²⁾
- 10.49 Management Agreement dated November 29, 2012 by and among the Co-Issuers, Registrant and Citibank, N.A., as trustee ⁽¹²⁾
- 10.50 Amendment to Employment Agreement entered into February 15, 2013 to be effective February 1, 2013 between the Company and David Blumberg ^{(35) *}
- 10.51 PSU Agreement dated February 15, 2013 between Iconix Brand Group, Inc. and David Blumberg^{(35)*}
- 10.52 Form of RSU Agreement pursuant to the Amended and Restated 2009 Plan (Executive)^{(36)*}
- 10.53 Form of RSU Agreement pursuant to the Amended and Restated 2009 Plan (Non-Executive)^{(36)*}
- 10.54 Form of RSU Agreement pursuant to the Amended and Restated 2009 Plan (Non-employee Director)^{(36)*}
- 10.55 Amended and Restated 2009 Equity Incentive Plan^{(36)*}
- 10.56 Clawback policy form of Acknowledgement^{(36)*}
- 10.57 Employment Agreement dated as of August 19, 2013 between the Company and Jason Schaefer^{(37)*}
- 10.58 Employment Agreement Amendment dated as of March 18, 2014 between the Company and Seth Horowitz^{(38)*}
- 10.59 Employment Agreement dated as of March 18, 2014 between the Company and Jeff Lupinacci^{(38)*}
- 10.60 Purchase Agreement dated March 12, 2013 between Iconix Brand Group, Inc. and Barclays Capital Inc.⁽³⁹⁾
- 10.61 Confirmation of OTC Convertible Note Hedge dated March 13, 2013 between Iconix Brand Group, Inc. and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽³⁹⁾

- 10.62 Confirmation of Additional OTC Convertible Note Hedge dated March 13, 2013 between Iconix Brand Group, Inc. and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽³⁹⁾
- 10.63 Confirmation of OTC Warrant Transaction dated March 13, 2013 between Iconix Brand Group, Inc. and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽³⁹⁾
- 10.64 Confirmation of Additional OTC Warrant Transaction dated March 13, 2013 between Iconix Brand Group, Inc. and Barclays Capital Inc., acting as agent for Barclays Bank PLC ⁽³⁹⁾
- 10.65 Employment Agreement dated as of June 10, 2015 between the Company and David Jones^{(41)*}
- 10.66 Employment Agreement dated as of September 9, 2015 between the Company and F. Peter Cuneo. *
- 10.67 Employment Agreement dated as of February 18, 2016 between the Company and John Haugh^{(42)*}
- 10.68 Employment Agreement dated as of February 24, 2016 between the Company and David Blumberg^{(42)*}
- 10.69 Credit Agreement dated as of March 7, 2016 between IBG Borrower LLC, as the borrower (“IBG Borrower”), the Company and certain of IBG Borrower’s wholly-owned subsidiaries, as guarantors, Cortland Capital Market Services LLC, as administrative agent and collateral agent and the lenders party thereto from time to time, including CF ICX LLC and Fortress Credit Co LLC⁽⁴³⁾

Exhibit

Numbers	Description
10.70	Facility Guaranty dated as of March 7, 2016 between the Company and certain wholly-owned subsidiaries of IBG Borrower LLC, as guarantors and Cortland Capital Market Services LLC, as administrative agent and collateral agent ⁽⁴³⁾
10.71	Security Agreement dated as of March 7, 2016 between the Company, IBG Borrower LLC and certain of its wholly-owned subsidiaries, as Grantors, and Cortland Capital Market Services LLC, as Collateral Agent ⁽⁴³⁾
10.72	2015 Executive Incentive Plan ⁽⁴⁴⁾ *
21	Subsidiaries of the Company++
23	Consent of BDO USA, LLP++
31.1	Certification of Chief Executive Officer Pursuant To Rule 13a-14 Or 15d-14 Of The Securities Exchange Act Of 1934, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act Of 2002++
31.2	Certification of Principal Financial Officer Pursuant To Rule 13a-14 Or 15d-14 Of The Securities Exchange Act Of 1934, As Adopted Pursuant To Section 302 Of The Sarbanes-Oxley Act of 2002++
32.1	Certification of Chief Executive Officer Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 Of The Sarbanes-Oxley Act of 2002++
32.2	Certification of Principal Financial Officer Pursuant To 18 U.S.C. Section 1350, As Adopted pursuant To Section 906 Of The Sarbanes-Oxley Act Of 2002++
101.INS	XBRL Instance Document++
101.SCH	XBRL Schema Document++
101.CAL	XBRL Calculation Linkbase Document ++
101.DEF	XBRL Definition Linkbase Document++
101.LAB	XBRL Label Linkbase Document++

101.PRE

- (1) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated October 30, 2009 and incorporated herein by reference.
- (2) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated March 9, 2010 and incorporated by reference herein.
- (3) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated April 26, 2010 and incorporated by reference herein.
- (4) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated April 26, 2011 and incorporated by reference herein.
- (5) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated October 26, 2011 and incorporated by reference herein.
- (6) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated November 30, 2012 and incorporated by reference herein.
- (7) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated January 28, 2008 and incorporated by reference herein.
- (8) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated June 21, 2013 and incorporated by reference herein.
- (9) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2007 and incorporated by reference herein.
- (10) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated August 6, 2012 and incorporated by reference herein.
- (11) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated May 17, 2011 and incorporated by reference herein.
- (12) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated November 29, 2012 and incorporated by reference herein.
- (13) Intentionally omitted.

- (14) Filed as Exhibit A to the Company's definitive Proxy Statement dated July 18, 2000 as filed on Schedule 14A and incorporated by reference herein.
- (15) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended January 31, 2002 and incorporated by reference herein.
- (16) Filed as Exhibit B to the Company's definitive proxy statement dated May 28, 2002 as filed on Schedule 14A and incorporated by reference herein.
- (17) Filed as Appendix B to the Company's definitive Proxy Statement dated July 2, 2001 as filed on Schedule 14A and incorporated by reference herein.
- (18) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended January 31, 2003 and incorporated by reference herein.
- (19) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated July 31, 2008 and incorporated by reference herein.
- (20) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006 and incorporated by reference herein.
- (21) Filed as an exhibit to the Company's Transition Report on Form 10-K for the transition period from February 1, 2004 to December 31, 2004 and incorporated by reference herein.
- (22) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 and incorporated by reference herein.
- (23) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated November 7, 2007 and incorporated by reference herein.
- (24) Filed as an exhibit to the Company's Annual Report on Form 10-K for the period ended December 31, 2007 and incorporated by reference herein.
- (25) Filed as Annex B to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 7, 2008 and incorporated by reference herein.
- (26) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008 and incorporated by reference herein.
- (27) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated December 24, 2008 and incorporated by reference herein.
- (28) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2009 and incorporated herein by reference.
- (29) Filed as an exhibit to the Company's Report on Form 10-K for the year ended December 31, 2009 and incorporated by reference herein.
- (30) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated June 17, 2011 and incorporated by reference herein.
- (31) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2011 and incorporated herein by reference.
- (32) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated October 7, 2011 and incorporated by reference herein.
- (33) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated November 22, 2011 and incorporated by reference herein.
- (34) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated March 5, 2012 and incorporated by reference herein.
- (35) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated February 15, 2013 and incorporated by reference herein.
- (36) Filed as an exhibit to the Company's Annual Report on Form 10-K/A for the year ended December 31, 2012 and incorporated by reference herein.
- (37) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 and incorporated by reference herein.
- (38) Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated March 18, 2014 and incorporated by reference herein.
- (39)

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Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated March 12, 2013 and incorporated by reference herein.

⁽⁴⁰⁾ Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated January 27, 2016 and incorporated by reference herein,

⁽⁴¹⁾ Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015 and incorporated by reference herein.

⁽⁴²⁾ Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated February 18, 2016 and incorporated by reference herein.

⁽⁴³⁾ Filed as an exhibit to the Company's Current Report on Form 8-K for the event dated March 7, 2016 and incorporated by reference herein.

8

(44) Filed as Annex A to the Company's Definitive Proxy Statement dated October 23, 2015 as filed on Schedule 14A and incorporated by reference herein.

*Denotes management compensation plan or arrangement

+Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Iconix Brand Group, Inc. hereby undertakes to furnish supplementally to the Securities and Exchange Commission copies of any of the omitted schedules and exhibits upon request by the Securities and Exchange Commission.

++Filed herewith.

Annual Report on Form 10-K

Item 8, 15(a)(1) and (2), (c) and (d)

List of Financial Statements and Financial Statement Schedule

Year ended December 31, 2015

Iconix Brand Group, Inc. and Subsidiaries

Form 10-K

Index to Consolidated Financial Statements and Financial Statement Schedule

The following consolidated financial statements of Iconix Brand Group Inc. and subsidiaries are included in Item 15:

<u>Report of Independent Registered Public Accounting Firm</u>	11
<u>Consolidated Balance Sheets - December 31, 2015 and 2014 (Restated)</u>	12
<u>Consolidated Statements of Operations for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)</u>	13
<u>Consolidated Statements of Comprehensive Income (Loss) for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)</u>	14
<u>Consolidated Statements of Stockholders' Equity for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)</u>	15
<u>Consolidated Statements of Cash Flows for the years ended December 31, 2015, 2014 (Restated) and 2013 (Restated)</u>	17
<u>Notes to Consolidated Financial Statements</u>	20

The following consolidated financial statement schedule of Iconix Brand Group, Inc. and subsidiaries is included in Item 15(d):

<u>Report of Independent Registered Public Accounting Firm on Financial Statement Schedule</u>	70
<u>Schedule II Valuation and qualifying accounts</u>	71

All other schedules for which provision is made in the applicable accounting regulation of the Securities and Exchange Commission are not required under the related instructions or are inapplicable and therefore have been

omitted.

10

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders

Iconix Brand Group, Inc.

New York, New York

We have audited the accompanying consolidated balance sheets of Iconix Brand Group, Inc. and Subsidiaries (“the Company”) as of December 31, 2015 and 2014 and the related consolidated statements of operations, comprehensive income (loss), stockholders’ equity, and cash flows for each of the three years in the period ended December 31, 2015. These financial statements are the responsibility of the Company’s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Iconix Brand Group, Inc. and Subsidiaries at December 31, 2015 and 2014, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2015, in conformity with accounting principles generally accepted in the United States of America.

The financial statements as of December 31, 2014 and for the years ended December 31, 2014 and 2013, have been restated to reflect errors relating to the (i) accounting for many of the Company’s international joint ventures; (ii) the cost basis of the trademarks sold to third parties and to certain joint ventures, (iii) the accounting for the consideration issued in connection with certain acquisitions made in 2013 and earlier years; and (iv) certain other matters as described in Note 21 of these financial statements.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Iconix Brand Group, Inc.’s internal control over financial reporting as of December 31, 2015, based on criteria established in Internal Control—Integrated Framework issued (2013) by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 30, 2016 expressed an adverse opinion thereon.

/s/ BDO USA, LLP

March 30, 2016, except for the last paragraph of Note 21, which is April 4, 2016

New York, New York

Iconix Brand Group, Inc. and Subsidiaries

Consolidated Balance Sheets

(in thousands, except par value)

	December 31, 2015	December 31, 2014 (Restated)
Assets		
Current Assets:		
Cash and cash equivalents	\$ 169,971	\$ 128,039
Restricted cash	49,544	59,560
Accounts receivable, net	103,792	112,347
Deferred income tax assets	2,381	10,328
Other assets – current	44,116	44,088
Total Current Assets	369,804	354,362
Property and equipment:		
Furniture, fixtures and equipment	24,138	22,704
Less: Accumulated depreciation	(16,639)	(14,946)
	7,499	7,758
Other Assets:		
Other assets	28,748	51,865
Trademarks and other intangibles, net	1,696,524	1,996,334
Deferred financing costs, net	15,016	19,842
Investments and joint ventures	147,312	110,105
Goodwill	257,095	232,776
	2,144,695	2,410,922
Total Assets	\$2,521,998	\$2,773,042
Liabilities, Redeemable Non-Controlling Interest and Stockholders' Equity		
Current liabilities:		
Accounts payable and accrued expenses	\$52,062	\$38,655
Deferred revenue	29,161	25,868
Current portion of long-term debt	61,123	61,123
Other liabilities – current	3,571	6,403
Total current liabilities	145,917	132,049
Deferred income tax liability	183,574	299,982
Other tax liabilities	4,865	—
Long-term debt, less current maturities	1,403,285	1,332,954
Other liabilities	19,550	16,924
Total Liabilities	\$1,757,191	\$1,781,909
Redeemable Non-Controlling Interests, net of installment payments due from		
non-controlling interest holders, redemption value of \$86,191 and \$81,177, respectively	69,902	39,696
Commitments and contingencies		
Stockholders' Equity:		
Common stock, \$.001 par value shares authorized 150,000;	80	79

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shares issued 80,609 and 79,263, respectively		
Additional paid-in capital	974,264	940,922
Retained earnings	514,761	713,819
Accumulated other comprehensive loss	(60,893)	(24,186)
Less: Treasury stock – 32,028 and 31,310 shares at cost, respectively	(837,179)	(812,429)
Total Iconix Brand Group, Inc. Stockholders' Equity	591,033	818,205
Non-controlling interests, net of installment payments due from non-controlling interest holders	103,872	133,232
Total Stockholders' Equity	\$694,905	\$951,437
Total Liabilities, Redeemable Non-Controlling Interest and Stockholders' Equity	\$2,521,998	\$2,773,042

See accompanying notes to consolidated financial statements

Iconix Brand Group, Inc. and Subsidiaries

Consolidated Statements of Operations

(in thousands, except earnings per share data)

	Year Ended December 31, 2015	Year Ended December 31, 2014	Year Ended December 31, 2013
Licensing revenue	\$ 379,197	\$ 391,490	\$ 390,574
Selling, general and administrative expenses	209,666	188,786	173,161
Gains on sale of trademarks	—	(6,399)	(7,354)
Equity earnings on joint ventures	(5,330)	(11,325)	(10,211)
Goodwill impairment	35,132	—	—
Trademark impairment	402,392	—	—
Operating income (loss)	(262,663)	220,428	234,978
Other expenses (income):			
Interest expense	86,233	84,523	76,321
Interest income	(4,230)	(3,711)	(3,161)
Other income, net	(50,904)	(29,239)	(5,395)
Foreign currency translation loss (gain)	(9,488)	1,745	326
Other expenses (income) – net	21,611	53,318	68,091
Income (loss) before income taxes	(284,274)	167,110	166,887
Provision (benefit) for income taxes	(95,344)	48,288	49,595
Net (loss) income	(188,930)	118,822	117,292
Less: Net income attributable to non-controlling interest	373	15,099	12,303
Net (loss) income attributable to Iconix Brand Group, Inc.	\$ (189,303)	\$ 103,723	\$ 104,989
Earnings (loss) per share:			
Basic	\$ (3.92)	\$ 2.14	\$ 1.87
Diluted	\$ (3.92)	\$ 1.81	\$ 1.73
Weighted average number of common shares outstanding:			
Basic	48,293	48,431	56,281
Diluted	48,293	57,366	60,734

See accompanying notes to consolidated financial statements.

Iconix Brand Group, Inc. and Subsidiaries

Consolidated Statements of Comprehensive Income (Loss)

(in thousands)

	Year Ended		
	December 31		
	2014	2013	
	2015	(Restated)	(Restated)
Net (loss) income	\$(188,930)	\$ 118,822	\$ 117,292
Other comprehensive income (loss):			
Foreign currency translation gain (loss)	(36,004)	(40,672)	16,486
Change in fair value of available for sale securities	(703)	—	—
Total other comprehensive income (loss)	(36,707)	(40,672)	16,486
Comprehensive income (loss)	(225,637)	78,150	133,778
Less: comprehensive income attributable to non-controlling interest	373	15,099	12,303
Comprehensive (loss) income attributable to Iconix Brand Group, Inc.	\$(226,010)	\$ 63,051	\$ 121,475

See accompanying notes to consolidated financial statements.

Iconix Brand Group, Inc. and Subsidiaries

Consolidated Statements of Stockholders' Equity

(in thousands)

	Common Stock		Additional		Accumulated		Non-Controlling Interest	Total
	Shares	Amount	Paid-In Capital	Retained Earnings	Other Comprehensive Loss	Treasury Stock		
Balance at January 1, 2013 -								
(Restated)	76,549	\$ 77	\$ 815,936	\$ 509,604	\$ —	\$(159,690)	\$ 111,439	\$ 1,277,366
Issuance of common stock								
related to acquisition of interest								
in joint venture	—	—	17,246	—	—	—	—	17,246
Shares issued on vesting of								
restricted stock	368	—	—	—	—	—	—	—
Shares issued on exercise of								
stock options and warrants	131	—	353	—	—	—	—	353
Purchase of minority interest in								
consolidated joint venture	—	—	1,500	—	—	—	—	1,500
Tax benefit of stock option								
exercises	—	—	1,196	—	—	—	—	1,196
Tax effect on formation of joint								
venture	—	—	(5,168)	—	—	—	—	(5,168)
Compensation expense in	—	—	20,018	—	—	—	—	20,018

connection with restricted									
stock and stock options									
Shares repurchased on the									
open market	—	—	—	—	—	(436,419)	—	(436,419)	
Cost of shares repurchased on									
vesting of restricted stock and									
exercise of stock options	—	—	—	—	—	(3,707)	—	(3,707)	
Non-controlling interest of acquired companies	—	—	—	—	—	—	(2,765)	(2,765)	
Consideration received from non-controlling interest	—	—	—	(253)	—	—	21,033	20,780	
Amounts due from non-controlling interest holders	—	—	—	—	—	—	(10,565)	(10,565)	
Net income	—	—	—	104,989	—	—	12,303	117,292	
Net cost of hedge on convertible									
notes	—	—	3,038	—	—	—	—	3,038	
Foreign currency translation	—	—	—	—	16,486	—	—	16,486	
Distributions to joint ventures	—	—	—	—	—	—	(8,516)	(8,516)	
Equity portion of convertible									
notes			52,362				—	52,362	
Balance at January 1, 2014 -									
(Restated)	77,048	\$ 77	\$ 906,481	\$ 614,340	\$ 16,486	\$ (599,816)	\$ 122,929	\$ 1,060,497	
Shares issued on vesting of									
restricted stock	883	1	—	—	—	—	—	1	
Purchase of minority interest in									
consolidated joint venture			(525)				—	(525)	

Shares issued on
exercise of

stock options and warrants	1,332	1	10,087	—	—	—	—	10,088
Tax benefit of stock option								
exercises	—	—	10,703	—	—	—	—	10,703
Tax effect on formation of joint								
venture			(4,316)					(4,316)
Compensation expense in								
connection with restricted								
stock and stock options	—	—	18,492	—	—	—	—	18,492
15								

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	Accumulated							Total
	Common Stock Shares	Additional Paid-In Amount Capital	Retained Earnings	Other Comprehensive Loss	Treasury Stock	Non- Controlling Interest		
Shares repurchased on the								
open market	—	—	—	—	—	(193,434)	—	(193,434)
Cost of shares repurchased on								
vesting of restricted stock	—	—	—	—	—	(19,179)	—	(19,179)
Non-controlling interest of acquired companies	—	—	—	—	—	—	11,526	11,526
Payments from non-controlling interest holders	—	—	—	—	—	—	549	549
Change in redemption value of redeemable non-controlling interest holders	—	—	—	(3,051)	—	—	—	(3,051)
Net income	—	—	—	103,723	—	—	15,099	118,822
Foreign currency translation	—	—	—	—	(40,672)	—	—	(40,672)
Distributions to joint ventures	—	—	—	(1,193)	—	—	(16,871)	(18,064)
Balance at January 1, 2015 -								
Restated	79,263	\$ 79	\$ 940,922	\$ 713,819	\$ (24,186)	\$ (812,429)	\$ 133,232	\$ 951,437
Issuance of common stock								
related to acquisition of interest								
in joint venture	465	—	15,703	—	—	—	—	15,703
Shares issued on vesting of								
restricted stock	806	1	—	—	—	—	—	1
Purchase of minority interest in								
consolidated joint venture	—	—	3,863	—	—	—	(6,748)	(2,885)
Shares issued on exercise of	75	—	321	—	—	—	—	—

stock options and
warrants