

ICONIX BRAND GROUP, INC.

Form 4

April 14, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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

2. Issuer Name and Ticker or Trading Symbol  
ICONIX BRAND GROUP, INC.  
[ICON]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

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

1 CHURCHILL PLACE, CANARY WHARF

03/10/2016

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

LONDON, X0 E14 5HP

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(D)	Price		
Common Stock	03/28/2016		P		100	A	\$ 8.1	4,726,837 <sup>(1)</sup> I	by Barclays Capital Inc.
Common Stock	03/28/2016		P		100	A	\$ 8.185	4,726,837 <sup>(1)</sup> I	by Barclays Capital Inc.
Common Stock	03/28/2016		P		100	A	\$ 8.095	4,726,837 <sup>(1)</sup> I	by Barclays Capital Inc.
Common Stock	03/28/2016		P		100	A	\$ 8.2	4,726,837 <sup>(1)</sup> I	by Barclays Capital Inc.
Common Stock	03/28/2016		P		100	A	\$ 8.09	4,726,837 <sup>(1)</sup> I	by Barclays Capital Inc.

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Common Stock	03/28/2016	P	100	A	\$ 8.17	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.805	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.805	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	P	100	A	\$ 8.105	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.81	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.81	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.81	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.81	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.815	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <u>(1)</u>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.

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Common Stock	03/28/2016	P	100	A	\$ 8.155	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	P	100	A	\$ 8.15	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	P	100	A	\$ 8.085	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	P	200	A	\$ 8.08	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.8	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	S	100	D	\$ 7.8025	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.805	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.805	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.805	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/28/2016	P	100	A	\$ 8.115	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/28/2016	S	100	D	\$ 7.75	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Derivatives Funding LLC

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

**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.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4.	5. TransactionNumber	6. Date Exercisable and Expiration Date	7. Title and Amount of	8. Price of Derivative	9. Nu Deriv
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	Underlying Securities (Instr. 3 and 4)	Security (Instr. 5)	Secur Bene Own Follo Repo Trans (Instr		
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS PLC 1 CHURCHILL PLACE CANARY WHARF LONDON, X0 E14 5HP		X		

## 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 4(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).

As of March 10, 2016, the Reporting Persons beneficially owned 5,062,950 shares of common stock of Iconix Brand Group Inc. The (1) amount set forth in column 5 represents the Reporting Persons' beneficial ownership of the common stock of the Issuer as of the close of business on March 28, 2016; ownership information after each reported transaction is not reasonably available to the Reporting Persons.

### Remarks: Part 22

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.