

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  
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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)  
**1 CHURCHILL PLACE**

3. Date of Earliest Transaction (Month/Day/Year)  
**03/10/2016**

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

(Street)  
**LONDON, X0 E14 5HP**

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

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	03/10/2016		P	1,989 A \$ 8.34	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Derivatives Funding LLC
Common Stock	03/10/2016		P	200 A \$ 8.585	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/10/2016		P	24 A \$ 8.59	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.
Common Stock	03/10/2016		P	5,000 A \$ 8.3861	4,726,837 <sup>(1)</sup>	I	by Barclays Capital Inc.

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Common Stock	03/10/2016	P	300	A	\$ 8.555	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/10/2016	P	100	A	\$ 8.555	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/10/2016	P	300	A	\$ 8.555	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/10/2016	P	100	A	\$ 8.555	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.
Common Stock	03/10/2016	P	200	A	\$ 8.555	4,726,837 <u>(1)</u>	I	by Barclays Capital Inc.

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
						Code	V	(A)	(D)	
ICON April 16 10 Call	\$ 10	03/14/2016		P	5	<u>(2)</u> 04/15/2016	Common Stock	100	\$ 0	
ICON April 16 10 Call	\$ 10	03/14/2016		S	2	<u>(2)</u> 04/15/2016	Common Stock	100	\$ 0	
ICON April 16 10 Call	\$ 10	03/14/2016		S	50	<u>(2)</u> 04/15/2016	Common Stock	100	\$ 0	

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ICON April 16 10 Put	\$ 5	03/14/2016	P	16	<u>(2)</u>	04/15/2016	Common Stock	100	\$ 0.
ICON April 16 10 Put	\$ 5	03/14/2016	P	1	<u>(2)</u>	04/15/2016	Common Stock	100	\$ 0.
ICON April 16 7.5 P	\$ 7.5	03/14/2016	P	20	<u>(2)</u>	04/15/2016	Common Stock	100	\$ 0.
ICON April 16 7.5 P	\$ 7.5	03/14/2016	P	2	<u>(2)</u>	04/15/2016	Common Stock	100	\$ 0.
ICON July 2016 5 Put	\$ 5	03/14/2016	S	10	<u>(2)</u>	07/15/2016	Common Stock	100	\$ 0.
ICON July 2016 5 Put	\$ 5	03/14/2016	S	1	<u>(2)</u>	07/15/2016	Common Stock	100	\$ 0.
ICON May 2016 10 Call	\$ 10	03/14/2016	S	1	<u>(2)</u>	05/20/2016	Common Stock	100	\$ 0.
ICON May 2016 10 Call	\$ 10	03/14/2016	S	1	<u>(2)</u>	05/20/2016	Common Stock	100	\$ 0.
ICON May 2016 10 Call	\$ 10	03/14/2016	S	1	<u>(2)</u>	05/20/2016	Common Stock	100	\$ 0.
ICON May 2016 7.5 Call	\$ 7.5	03/14/2016	P	1	<u>(2)</u>	05/20/2016	Common Stock	100	\$ 1.
ICON May 2016 7.5 Call	\$ 7.5	03/14/2016	P	1	<u>(2)</u>	05/20/2016	Common Stock	100	\$ 1.
	\$ 7.5	03/14/2016	P	1	<u>(2)</u>	05/20/2016		100	\$ 1.

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ICON May 2016 7.5 Call								Common Stock		
ICON April 16 10 Call	\$ 10	03/15/2016	S	11	<u>(2)</u>	04/15/2016	Common Stock	100	\$ 0.	
ICON March 2016 7.5 Put	\$ 7.5	03/15/2016	P	5	<u>(2)</u>	03/18/2016	Common Stock	100	\$ 0.	
ICON Aug 2016 17.5 Call	\$ 17.5	03/18/2016	P	1	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 0.	
ICON Aug 2016 17.5 Call	\$ 17.5	03/18/2016	P	1	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 0.	
ICON March 2016 7.5 Call	\$ 7.5	03/18/2016	P	5	<u>(2)</u>	03/18/2016	Common Stock	100	\$ 0.	
ICON Aug 2016 5 Put	\$ 5	03/24/2016	P	2	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 0.	
ICON Aug 2016 5 Put	\$ 5	03/24/2016	P	1	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 0.	
ICON Aug 2016 7.5 Call	\$ 7.5	03/24/2016	S	7	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 2.	
ICON Aug 2016 7.5 Call	\$ 7.5	03/24/2016	S	9	<u>(2)</u>	08/19/2016	Common Stock	100	\$ 2.	
ICON Jan 2018 5 Call	\$ 5	03/24/2016	S	20	<u>(2)</u>	01/19/2018	Common Stock	100	\$ 4.	
	\$ 7.5	03/24/2016	P	20	<u>(2)</u>	01/19/2018		100	\$ 3.	

ICON  
Jan 2018  
7.5 Call

Common  
Stock

ICON  
April 16  
10 Call

\$ 10

03/28/2016

S

3

(2)

04/15/2016

Common  
Stock

100

\$ 0.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARCLAYS PLC 1 CHURCHILL PLACE 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.  
(2) The derivative security is exercisable at any time.

### Remarks:

(a) Name of Person Filing:

- (1) Barclays PLC
- (2) Barclays Capital Inc. (controlled by Barclays PLC)
- (3) Barclays Capital Derivative Funding (controlled by Barclays Bank PLC)

(b) Address of Principal Business Office or, if none, Residence:

(1) Barclays PLC  
1 Churchill Place,  
London, E14 5HP, England

(2) Barclays Capital Inc  
745 Seventh Avenue  
New York, New York 10019  
United States

(3) Barclays Capital Derivative Funding LLC

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c/o Corporation Trust Company, Corporation Trust Center  
1209 Orange Street  
Wilmington, DE 19801

(c) The Reporting Persons will send the Issuer a check promptly following the date of this filing in the amount of profit subject

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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