

MCCLAIN JOHN

Form 3

February 21, 2019

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *

Â MCCLAIN JOHN

(Last) (First) (Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/11/2019

3. Issuer Name **and** Ticker or Trading Symbol

ICONIX BRAND GROUP, INC. [ICON]

4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

EVP & CFO

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting

Person

☐ Form filed by More than One
Reporting PersonC/O ICONIX BRAND GROUP,
INC.,Â 1450 BROADWAY

(Street)

NEW YORK,Â NYÂ 10018

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

COMMON STOCK

1,750,000 ⁽¹⁾

D

Â

COMMON STOCK

1,520,925 ⁽²⁾

D

Â

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

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of5. Ownership
Form of
Derivative6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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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 Reporting Person Date

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).

- 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.
- (1)
- (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.

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