

BLUMBERG DAVID  
Form 3  
August 13, 2009

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

OMB APPROVAL

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**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)

|   |   |   |   |   |   |
|---|---|---|---|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â BLUMBERG DAVID</p> <p>(Last) (First) (Middle)</p> <p>C/O ICONIX BRAND GROUP, INC., Â 1450 BROADWAY, 4TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10018</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/03/2009</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ICONIX BRAND GROUP, INC. [ICON]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>See Remarks</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock                       | 16,000   | I   | By Blumberg Associates, LLC                              |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                       | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |                             |
|-----------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|-----------------------------|
| Option (Right to Buy) | 03/09/2007       | 03/09/2017      | Common Stock | 30,000                     | \$ 20.18 | I                                     | By Blumberg Associates, LLC |
| Option (Right to Buy) | 03/30/2007       | 03/30/2017      | Common Stock | 55,000                     | \$ 20.4  | I                                     | By Blumberg Associates, LLC |
| Option (Right to Buy) | 10/03/2007       | 10/03/2017      | Common Stock | 55,000                     | \$ 23.66 | I                                     | By Blumberg Associates, LLC |
| Option (Right to Buy) | 12/17/2007       | 12/17/2017      | Common Stock | 30,000                     | \$ 20.02 | I                                     | By Blumberg Associates, LLC |
| Option (Right to Buy) | 10/04/2008       | 10/04/2018      | Common Stock | 20,000                     | \$ 13.87 | I                                     | By Blumberg Associates, LLC |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| BLUMBERG DAVID<br>C/O ICONIX BRAND GROUP, INC.<br>1450 BROADWAY, 4TH FLOOR<br>NEW YORK, NY 10018 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/ David  
Blumberg

08/13/2009

\*\*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).

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### Remarks:

EVP - Head of Strategic Development

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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