

ICONIX BRAND GROUP, INC.  
Form 8-K  
August 12, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15 (d)**

**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 10, 2015**

**ICONIX BRAND GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**0-10593**  
**(Commission**  
  
**File Number)**

**11-2481903**  
**(IRS Employer**  
  
**Identification No.)**

**1450 Broadway, New York, New York**  
**(Address of Principal Executive Offices)**

**10018**  
**(Zip Code)**

**Registrant's telephone number, including area code (212) 730-0030**

**Not Applicable**

**(Former Name or Former Address, if Changed Since Last Report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ( *see* General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 2.02 Results of Operations and Financial Conditions.**

On August 10, 2015, Iconix Brand Group, Inc., a Delaware corporation, (the Registrant ) issued a press release announcing its financial results for the fiscal quarter and six months ended June 30, 2015. As noted in the press release, the Registrant has provided certain non U.S. generally accepted accounting principles ( GAAP ) financial measures, the reasons it provided such measures and a reconciliation of the non U.S. GAAP measures to U.S. GAAP measures. Readers should consider non GAAP measures in addition to, and not as a substitute for, measures of financial performance prepared in accordance with U.S. GAAP. A copy of the Registrant s press release is being furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of Iconix Brand Group, Inc. dated August 10, 2015.

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### ICONIX BRAND GROUP, INC.

(Registrant)

By: /s/ David K. Jones

Name: David K. Jones

Title: Executive Vice President and

Chief Financial Officer

Date: August 12, 2015

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### ITEM 2. IDENTITY AND BACKGROUND

- (a) CIBER, Inc. is a corporation formed under the laws of the state of Delaware ("CIBER").
- (b) The address of the principal office of CIBER is 5251 DTC Parkway, Suite 1400, Greenwood Village, Colorado 80111.
- (c) CIBER and its subsidiaries provide information technology ("IT") system integration services and to a lesser extent, resell certain IT hardware and software products.
- (d) During the last five years, CIBER has not been convicted in any criminal proceeding.
- (e) During the last five years, CIBER has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding is or was subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) The name, citizenship, business address and present principal occupation or employment, as well as the name and address of any corporation or other organization in which such occupation or employment is conducted, of each of the directors and executive officers of CIBER are set forth in *Schedule A*. During the last five years, to the knowledge of CIBER, no person named in such *Schedule A* has been (i) convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding is or was subject to a judgment, decree, or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

### ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

The information set forth in Item 4 of this Schedule is incorporated by reference into this Item 3. The merger consideration is expected to consist of cash and stock consideration with an aggregate value of \$2.15 per share. It is currently anticipated that the cash amounts necessary to

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complete the merger transaction shall come from existing funds of CIBER and from borrowings under its credit facility.

### ITEM 4. PURPOSE OF TRANSACTION

On October 24, 2003, CIBER, Daphne Acquisition Corp., a Tennessee corporation and a wholly owned subsidiary of CIBER formed solely for the purpose of effecting the proposed merger ("Daphne"), and the Issuer entered into an Agreement and Plan of Merger (the "Merger Agreement"). The Merger Agreement provides, among other things, for the Issuer to be merged with Daphne, with the Issuer to be the surviving corporation and a wholly owned subsidiary of CIBER. Pursuant to the transaction contemplated under the Merger Agreement (the "Merger"), the shareholders of the Issuer will receive cash and stock consideration with an aggregate value of \$2.15.

The consummation of the Merger is subject to various conditions, including without limitation, the approval of the Merger by the Issuer's shareholders. Any references to or descriptions of the Merger are qualified in their entirety by reference to the Merger Agreement, which is filed as **Exhibit 1** hereto and is incorporated by reference into this Item 4.

Concurrently with entering into the Merger Agreement, CIBER and T. Scott Cobb, T. Scott Cobb Jr., and Jeffrey Cobb (the "Shareholders") entered into a Voting and Option Agreement dated October 24, 2003 (the "Voting Agreement"). Under the terms of the Voting Agreement, the Shareholders agreed to vote certain of the shares of the Issuer's common stock held by them in favor of the Merger and against any other merger, consolidation, combination, sale or transfer of a material amount of assets, reorganization, recapitalization, dissolution and the like, and agreed not to solicit or facilitate any such other transaction. In addition, the Shareholders other than T. Scott Cobb Jr. (the "Option Shareholders") granted David Durham, an officer of CIBER, an irrevocable proxy to vote these shares in accordance with the Voting Agreement until the termination of the Voting Agreement.

The Option Shareholders also granted CIBER an irrevocable option to purchase their respective shares upon the occurrence of specific triggering events as defined in the Merger Agreement. The option has an excise price of \$2.15 per share (subject to adjustment) and is exercisable at any time after the occurrence of a triggering event and prior to (i) the effective date of the Merger, or (ii) the closing of the transaction that causes a triggering event, but in no event not later than one year after the date of the triggering event. CIBER may exercise the option for all, but not less than all, of the shares subject to the option.

The foregoing summary of the Voting Agreement is qualified in its entirety by reference to the Voting Agreement which is filed as **Exhibit 2** hereto and is incorporated by reference into this Item 4.

### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

CIBER does not directly own any Common Stock but may be deemed to beneficially own 3,913,697 shares subject to the Voting Agreement described in Item 4. Based on the 25,294,954 shares of Common Stock issued and outstanding as of September 3, 2003, as reported in the Issuer's 10-Q dated September 11, 2003, CIBER beneficially owns approximately 15.47% of the issued and outstanding Common Stock. CIBER does not have sole voting and dispositive power over any shares of Common Stock, but has shared voting power with respect to 3,913,697 shares subject to the Voting Agreement. The Shareholders maintain all other rights as shareholders of the Issuer with respect to their respective shares. The information set forth in Item 4 of this Schedule is incorporated by reference into this Item 5.

### ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

The information set forth in Item 4 of this Schedule is incorporated by reference into this Item 6.

### ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

- |           |   |
|-----------|---|
| Exhibit 1 | Agreement and Plan of Merger, dated October 24, 2003, by and among CIBER, Inc., Daphne Acquisition Corp., and SCB Computer Technology, Inc. |
| Exhibit 2 | Voting and Option Agreement, dated October 24, 2003, by and among CIBER, Inc., T. Scott Cobb, T. Scott Cobb Jr., and Jeffrey Cobb.          |

**SIGNATURES**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

CIBER, Inc.

Date: November 5, 2003

By: /s/ DAVID G. DURHAM

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Sr. Vice President and CFO

The original statement shall be signed by each person on whose behalf the statement is filed or his authorized representative. If the statement is signed on behalf of a person by his authorized representative (other than an executive officer or general partner of the filing person), evidence of the representative's authority to sign on behalf of such person shall be filed with the statement: "provided, however, that a power of attorney for this purpose which is already on file with the Commission may be incorporated by reference. The name and any title of each person who signs the statement shall be typed or printed beneath his signature.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. §1001).

**Schedule A  
Executive Officers and Directors**

The following sets forth the name, business address, present principal occupation, and citizenship of each director and executive officer of CIBER, Inc. The business address of CIBER, Inc. is 5251 DTC Parkway, Suite 1400, Greenwood Village, Colorado 80111.

Bobby G. Stevenson  
Chairman of the Board of Directors  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

Mac J. Slingerlend  
Chief Executive Officer, President, Secretary and Director  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

Edward Longo  
Chief Operating Officer and Executive Vice President  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

David G. Durham  
Chief Financial Officer, Senior Vice President and Treasurer  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

Joseph A. Mancuso  
Senior Vice President, President Custom Solutions Division  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

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William R. Wheeler  
Senior Vice President and President CIBER Enterprise Solutions Division  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

James A. Rutherford, Director  
Managing Director  
Wingset Investments Ltd.  
15 South High Street  
New Albany, Ohio 43054

Archibald J. McGill, Director  
President  
Chardonnay, Inc.  
10216 E. Venado Trail  
Scottsdale, Arizona 85262  
United States

James C. Spira, Director  
President and Chief Operating Officer  
American Greetings Corporation  
One American Road  
Cleveland, Ohio 44144

George A. Sissel, Director  
5251 DTC Parkway, Suite 1400  
Greenwood Village, Colorado 80111  
United States

Peter H. Cheesbrough, Director  
Chief Financial Officer  
Navigant Biotechnologies, Inc.  
1212 Quail Street  
Lakewood, Colorado 80215  
United States

QuickLinks

[ITEM 1. SECURITY AND ISSUER](#)

[ITEM 2. IDENTITY AND BACKGROUND](#)

[ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION](#)

[ITEM 4. PURPOSE OF TRANSACTION](#)

[ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.](#)

[ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER](#)

[ITEM 7. MATERIAL TO BE FILED AS EXHIBITS](#)

[SIGNATURES](#)

[Schedule A Executive Officers and Directors](#)