

ICONIX BRAND GROUP, INC.
Form SC 13D
January 08, 2007

OMB APPROVAL

UNITED STATES

OMB Number:

SECURITIES AND EXCHANGE COMMISSION

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Washington, D.C. 20549

Expires:

February 28, 2009

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SCHEDULE 13D

Under the Securities and Exchange Act of 1934

(Amendment No. _____)*

Iconix Brand Group, Inc. (ICON)

(Name of Issuer)

Common Stock, \$ 0.001 Par Value

(Title of Class of Securities)

451055107

(CUSIP Number)

Michael Caruso, Trustee

POB 11360

Jackson, WY 83002

(307) 733-5269

(Name, Address and Telephone Number of Person Authorized to
Receive Notices and Communications)

November 30, 2006

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 451055107

1.

Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Michael Caruso, Trustee

2.

Check the Appropriate Box if a Member of a Group (See Instructions)

(a)

(b)

3.

SEC Use Only

4.

Source of Funds (See Instructions)

OO

5.

Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

6.

Citizenship or Place of Organization

U.S.A.

Number of Shares Beneficially by Owned by 7.
Each Reporting Person With

Sole Voting Power

2215342

8.

Shared Voting Power

0

9.

Sole Dispositive Power

2215342

10.

Shared Dispositive Power

0

11.

Aggregate Amount Beneficially Owned by Each Reporting Person

2215342

12.

Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

0

13.

Percent of Class Represented by Amount in Row (11)

4.99% of 44,315,836 Outstanding

14.

Type of Reporting Person (See Instructions)

IN

Item 1. Security and Issuer

The class of equity security to which this statement relates is the common stock, par value \$0.001 per share (the Shares), of Iconix Brand Group, Inc., a New York corporation (ICON). The name and address of the principal executive offices of the Issuer are:

Iconix Brand Group, Inc.
1450 Broadway, 4th Floor
New York, NY 10018

Item 2. Identity and Background

This statement on Schedule 13D is being filed by:

(a)

Name: Michael Caruso

(b)

Address:

POB 11360

Jackson, WY 83002

(c)

Occupation: Not applicable

(d)

During the last five (5) years, Michael Caruso has not been convicted in a criminal proceeding.

(e)

During the last five (5) years, Michael Caruso has not been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in 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)

Citizenship: United States

Item 3. Source and Amount of Funds or Other Consideration

Not applicable.

Item 4. Purpose of Transaction

Not applicable.

Item 5. Interest in the Securities of the Issuer

(a) (b)

The information contained on the cover pages of this Statement is incorporated herein by reference. As of the date hereof, Michael Caruso has beneficial ownership (within the meaning of Rule 13-d-3 under the Exchange Act) and sole power to vote or direct the vote of 2,215,342 shares of Common Stock, which represents approximately 4.99% of the shares of Common Stock deemed issued and outstanding as November 30, 2006.

(c)

Except as set forth or incorporated herein the Reporting Person has not effected any transaction in Common Stock during the past 60 days.

(d)

Not applicable.

(e)

Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

None.

Item 7. Material to Be Filed as Exhibits

None.

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.

Date: January 2, 2007

By:

/s/ Michael Caruso

Michael Caruso, Trustee