

ICONIX BRAND GROUP, INC.  
Form NT 10-K  
March 17, 2006

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

FORM 12b-25

SEC File Number 001-10593

CUSIP Number 451055 10 7

**NOTIFICATION OF LATE FILING**

(Check One):

Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  
 Form N-CSR

For Period Ended: December 31, 2005

- Transition Report on Form 10-K
- Transition Report on Form 20-F
- Transition Report on Form 11-K
- Transition Report on Form 10-Q
- Transition Report on Form N-SAR

For the Transition Period Ended: N/A

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I-REGISTRANT INFORMATION**

Iconix Brand Group, Inc.  
Full Name of Registrant  
Former Name if Applicable

1450 Broadway  
Address of Principal Executive Office (Street and Number)

New York, NY 10018  
(City, State and Zip Code)



**PART II - RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III -NARRATIVE**

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR or the transition report or portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The registrant could not complete its annual report on Form 10-K for the fiscal year ended December 31, 2005 on a timely basis primarily due to the significant amount of work imposed by the new requirements under Section 404 of the Sarbanes-Oxley Act of 2002.

The registrant is reaffirming the 2005 operating results set forth in its earning release of March 1, 2006. See attachment.

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**PART IV - OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

Warren Clamen	212	730-0030
(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).  Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?  Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The registrant is reaffirming the 2005 operating results set forth in its earning release of March 1, 2006. See attachment.

Iconix Brand Group, Inc.  
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date March 17, 2006	By:	/s/ Neil Cole Chief Executive Officer
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Instruction: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTACHMENT TO PART IV OF  
FORM 12b-25 OF  
Iconix Brand Group, Inc.**

With respect to its Form 10-K for the fiscal  
year ended December 31, 2005

As a result of 2005 being the first full year the registrant operated under its brand management and licensing business model with revenues generated from licensing and brand management activity rather than sales generated from its former footwear and jeans wear operations, the results of operations for the fiscal year ended December 31, 2005 as reflected in its statements of operations to be included in the registrant's Form 10-K for the fiscal year ended December 31, 2005 will reflect: (i) an increase in operating income to \$14,810,000 for the 12 month fiscal year ended December 31, 2005 (the "2005 period") compared to \$2,736,000 for the 11 month fiscal period ended December 31, 2004 (the "2004 period"); (ii) an increase in net income to \$15,943,000 (or \$0.46 per fully diluted share) for the 2005 period compared to net income of \$241,000 (or \$0.01 per fully diluted share) for the 2004 period and (iii) net revenues of \$30,156,000 for the 2005 period (all of which is licensing and commission income) compared to net revenues of \$68,980,000 for the 2004 period (of which \$10,553,000 was licensing and commission income).