

Iconic Brands, Inc.  
Form 10-Q  
April 17, 2013

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Form 10-Q

(Mark One)

☒ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended June 30, 2012

OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_ to \_\_\_\_

Commission file number 000-53162

ICONIC BRANDS, INC.  
(Exact name of registrant as specified in its charter)

Nevada  
State of Incorporation

13-4362274  
IRS Employer Identification No.

c/o David Lubin & Associates, PLLC  
10 Union Avenue  
Suite 5  
Lynbrook, New York 11563

(Address of principal executive offices) (Zip Code)

(516) 887-8200  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☐ Yes ☒ No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☒

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐

Non-accelerated filer ☐

Accelerated filer ☐

Smaller reporting company ☒

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  
x No ☐

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 49,555,062 shares of common stock, \$0.0001 par value, issued and outstanding as of April 15, 2013

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## TABLE OF CONTENTS

### PART I - Financial Information

Item 1.	Consolidated Financial Statements	3
Item 2.	Management's Discussion and Analysis of Financial Condition and Results of Operations	19
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	21
Item 4.	Controls and Procedures	21

### PART II – Other Information

Item 1.	Legal Proceedings	22
Item 1A.	Risk Factors	22
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	22
Item 3.	Defaults Upon Senior Securities	22
Item 4.	Mine Safety Disclosures	22
Item 5.	Other Information	22
Item 6.	Exhibits	23

## PART I. FINANCIAL INFORMATION

## Item 1. Consolidated Financial Statements

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Consolidated Balance Sheets

	June 30, 2012 (Unaudited)	December 31, 2011
Assets		
Current assets:		
Cash and cash equivalents	\$-	\$-
Current assets of discontinued operations (see Note 8)	-	-
Total current assets	-	-
Total assets	\$-	\$-
Liabilities and Stockholders' Deficiency		
Current liabilities:		
Current portion of debt	\$271,300	\$268,800
Accounts payable	73,937	74,841
Accrued interest on Iconic Brands, Inc. debt	62,297	47,523
Current liabilities of discontinued operations (see Note 8)	3,507,249	3,474,043
Total current liabilities	3,914,783	3,865,207
Long term debt	63,625	55,381
Long term debt of discontinued operations (see Note 8)	1,623,430	1,617,144
Series B preferred stock, \$2.00 per share stated value; designated 1,000,000 shares, issued and outstanding 916,603 and 916,603 shares, respectively	1,833,206	1,833,206
Total liabilities	7,435,044	7,370,938
Stockholders' deficiency:		
Preferred stock, \$.00001 par value; authorized 100,000,000 shares, Series A, designated 1 share, issued and outstanding 1 and 1 shares, respectively	1	1
Common stock, \$.00001 par value; authorized 100,000,000 shares, issued and committed to be issued and outstanding 54,361,412 and 54,361,412 shares, respectively	544	544
Additional paid-in capital	8,946,594	8,937,524
Accumulated deficit prior to development stage	(16,124,330)	(16,124,330)

Accumulated losses during the development stage period January 1, 2011 to March 31, 2012	(257,853 )	(184,677 )
Total stockholders' deficiency	(7,435,044 )	(7,370,938 )
Total liabilities and stockholders' deficiency	\$-	\$-

See notes to consolidated financial statements.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Consolidated Statements of Operations  
(Unaudited)

	Six Months Ended June 30,		Three Months Ended June 30,		Development Stage Period January 1, 2011 to June 30, 2012
	2012	2011	2012	2011	
Continuing operations:					
Sales	\$ -	\$ -	\$ -	\$ -	\$ -
Expenses:					
Professional fees	1,596	27,750	3,250	8,250	41,000
Other general and administrative expenses (including stock-based compensation of \$9,070, \$9,070, \$4,535, \$4,535 and \$27,210, respectively)	9,070	13,379	4,535	4,535	29,865
Interest expense on Iconic Brands, Inc. debt (including amortization of debt discounts of \$8,244, \$8,244, \$4,122, \$4,122 and \$24,732, respectively)	23,018	20,280	11,509	9,537	68,325
Total expenses	33,684	61,409	19,294	22,322	139,190
Loss from continuing operations	(33,684 )	(61,409 )	(19,294 )	(22,322 )	(139,190 )
Loss from discontinued operations (see Note 8)	(39,492 )	(39,311 )	(19,746 )	(19,746 )	(118,663 )
Net loss	\$ (73,176 )	\$ (100,720 )	\$ (39,040 )	\$ (42,068 )	(257,853 )
Net loss per common share - basic and diluted:					
Continuing operations	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )
Discontinued operations	(0.00 )	(0.00 )	(0.00 )	(0.00 )	(0.00 )
Total	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )	\$ (0.00 )
Weighted average number of common shares					

outstanding - basic and diluted	54,361,412	54,188,397	54,361,412	54,361,412	54,304,162
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See notes to consolidated financial statements.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Consolidated Statements of Changes in Stockholders' Deficiency  
Development Stage Period January 1, 2011 to June 30, 2012  
(Unaudited)

	Series A Preferred Stock, \$ .00001 par		Common Stock, \$ .00001 par		Additional Paid-In Capital	Accumulated deficit prior to Development Stage Period	Accumulated losses during the development stage period January 1, 2011 to June 30, 2012	Total
	Shares	Amount	Shares	Amount				
Balance at January 1, 2011 (inception of development stage)	1	\$ 1	52,519,307	\$ 525	\$ 8,915,903	\$ (16,124,330)	\$ -	\$(7,207,901)
Partial conversion of 8% Promissory Note to common stock	-	-	1,842,105	19	3,481	-	-	3,500
Stock option expense	-	-	-	-	18,140	-	-	18,140
Net loss	-	-	-	-	-	-	(184,677 )	(184,677 )
Balance at December 31, 2011	1	1	54,361,412	544	8,937,524	(16,124,330)	(184,677 )	(7,370,938)
Stock option expense	-	-	-	-	9,070	-	-	9,070
Net loss	-	-	-	-	-	-	(73,176 )	(73,176 )
Balance at June 30, 2012	1	\$ 1	54,361,412	\$ 544	\$ 8,946,594	\$ (16,124,330)	\$ (257,853 )	\$(7,435,044)

See notes to consolidated financial statements.



Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Consolidated Statements of Cash Flows  
(Unaudited)

	Six Months Ended June 30,		Development Stage Period January 1, 2011 to June 30, 2012
	2012	2011	
Cash flows from operating activities			
Net loss	\$(73,176 )	\$(100,720 )	\$(257,853 )
Loss from discontinued operations	39,492	39,311	118,663
Adjustments to reconcile net loss to net cash used in operating activities:			
Amortization of debt discounts charged to interest expense	8,244	8,244	24,732
Stock -based compensation	9,070	9,070	27,210
Legal, audit and accounting, and consulting fees paid by two lenders on behalf of the Company	2,500	44,050	51,550
Changes in operating assets and liabilities:			
Accounts payable	(904 )	(13,000 )	(8,904 )
Accrued expenses and other current liabilities	14,774	12,036	43,593
Net cash provided by (used in) operating activities - continuing operations	-	(1,009 )	(1,009 )
Net cash provided by (used in) operating activities - discontinued operations	-	784	784
Net cash provided by (used in) operating activities	-	(225 )	(225 )
Cash flows from investing activities			
Loans from continuing operations to discontinued operations	-	-	-
Net cash provided by (used in) investing activities - continuing operations	-	-	-
Net cash provided by (used in) investing activities - discontinued operations	-	-	-
Net cash provided by (used in) investing activities	-	-	-
Cash flows from financing activities:			
Increases in debt	-	-	-
Repayment of debt	-	-	-
Net cash provided by (used in) financing activities - continuing operations	-	-	-
Net cash provided by (used in) financing activities - discontinued operations	-	-	-
Net cash provided by (used in) financing activities	-	-	-
Decrease in cash and cash equivalents	-	(225 )	(225 )
Cash and cash equivalents, beginning of period	-	225	225
Cash and cash equivalents, end of period	-	-	-

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Less cash and cash equivalents of discontinued operations at end of period

	-	-	-
Cash and cash equivalents of continuing operations at end of period	\$-	\$-	\$ -

Supplemental disclosures of cash flow information:

Interest paid	\$-	\$-	\$ -
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Income taxes paid	\$-	\$-	\$ -
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Non-cash operating, investing and financing activities:

Legal, audit and accounting, and consulting fees paid by two lenders on behalf of the Company	\$2,500	\$44,050	\$ 51,550
Shares of common stock issued to noteholders in satisfaction of debt and accrued interest	\$-	\$3,500	\$ 3,500

See notes to consolidated financial statements.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

## 1. ORGANIZATION AND NATURE OF BUSINESS

Iconic Brands, Inc., formerly Paw Spa, Inc. (“Iconic Brands”), was incorporated in the State of Nevada on October 21, 2005. Our plan was to provide mobile grooming and spa services for cats and dogs. Our services were going to include bathing, hair cutting and styling, brushing/combing, flea and tick treatments, nail maintenance and beautification, ear cleaning, teeth cleaning, hot oil treatments, and massage. We did not have any business operations and failed to generate any revenues. We abandoned this business, as we lacked sufficient capital resources. On June 10, 2009, the Company acquired Harbrew Imports, Ltd. (“Harbrew New York”), a New York corporation incorporated on September 8, 1999 which was a wholly owned subsidiary of Harbrew Imports, Ltd. Corp. (“Harbrew Florida”), a Florida corporation incorporated on January 4, 2007. On the Closing Date, pursuant to the terms of the Merger Agreement, the Company issued to the designees of Harbrew New York 27,352,301 shares of our Common Stock at the Closing, or approximately 64% of the 42,510,301 shares outstanding subsequent to the merger. After the merger, Harbrew New York continued as the surviving company under the laws of the state of New York and became the wholly owned subsidiary of the Company.

In anticipation of the merger between Iconic Brands, Inc. and Harbrew New York, on May 1, 2009 the Board of Directors and a majority of shareholders of Harbrew New York approved the amendment of its Articles of Incorporation changing its name to Iconic Imports, Inc. (“Iconic Imports”). On June 22, 2009, this action was filed with the New York State Department of State.

Prior to the merger on June 10, 2009, Iconic Brands had no assets, liabilities, or business operations. Accordingly, the merger has been treated for accounting purposes as a recapitalization by the accounting acquirer Harbrew New York/Iconic Imports and the financial statements reflect the assets, liabilities, and operations of Harbrew New York/Iconic Imports from its inception on September 8, 1999 to June 10, 2009 and are combined with Iconic Brands thereafter. Iconic Brands and its wholly-owned subsidiary Harbrew New York/Iconic Imports are hereafter referred to as the “Company”.

The Company was a brand owner of self-developed alcoholic beverages. Furthermore, the Company imported, marketed and sold these beverages throughout the United States and globally.

Effective June 10, 2009, prior to the merger, Harbrew Florida affected a 1-for-1,000 reverse stock split of its common stock, reducing the issued and outstanding shares of common stock from 24,592,160 to 24,909, which includes a total of 317 shares resulting from the rounding of fractional shares. All share information has been retroactively adjusted to reflect this reverse stock split.

On August 20, 2010 (see Note 6), the Company and Seven Cellos LLC terminated the License Agreement relating to the distribution of an alcoholic beverage known as “Danny DeVito’s Premium Limoncello”. In the year ended December 31, 2010, this brand accounted for approximately 96% of total sales.

On August 20, 2010, Capstone Capital Group I, LLC, a holder of a Promissory Note with a then remaining balance of approximately \$233,000, delivered a Formal Notice of Default to the Company demanding payment of the balance on or before September 1, 2010. On September 16, 2010, Capstone delivered a Notification of Disposition of Collateral to the Company notifying the Company of its attachment of the Collateral (including cash, accounts receivable,

inventories, equipment, and contract rights) and its intent to sell the Collateral to the highest qualified bidder in a public sale on September 28, 2010. On September 28, 2010, Capstone acquired the Collateral in exchange for the Promissory Note at the public auction sale; there were no other bidders.

On September 14, 2010 (see Note 6), the Second District Court of Suffolk County New York issued a Warrant of Eviction removing the Company from its Lindenhurst, New York office and the Company ceased its business operations.

On September 23, 2011, Iconic Imports, Inc. (“Imports”), a wholly owned subsidiary of Iconic Brands, Inc., filed a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York. The Bankruptcy case is being administered under case No. 8-11-76814. The petition indicated that Imports had no assets and had liabilities of approximately \$3,354,000. The case is still pending before the court.

## 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### (a) Basis of Presentation

The consolidated financial statements have been prepared on a “going concern” basis, which contemplates the realization of assets and liquidation of liabilities in the normal course of business. However, as of June 30, 2012, the Company had negative working capital of \$3,914,783 and a stockholders’ deficiency of \$7,435,044. Further, from inception to June 30, 2012, the Company incurred losses of \$16,382,183. These factors create substantial doubt as to the Company’s ability to continue as a going concern. The Company plans to improve its financial condition by reorganizing and acquiring a new business. However, there is no assurance that the Company will be successful in accomplishing this objective. The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

(b) Interim Financial Statements

The unaudited financial statements as of June 30, 2012 and for the three and six months ended June 30, 2012 and 2011 have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with instructions to Form 10-Q. In the opinion of management, the unaudited financial statements have been prepared on the same basis as the annual financial statements and reflect all adjustments necessary to present fairly the financial position as of June 30, 2012 and the results of operations and cash flows for the periods ended June 30, 2012 and 2011. The financial data and other information disclosed in these notes to the interim financial statements related to these periods are unaudited. The results for the six months ended June 30, 2012 are not necessarily indicative of the results to be expected for any subsequent quarter of the entire year ending December 31, 2012. The balance sheet at December 31, 2011 has been derived from the audited financial statements at that date.

Certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States have been condensed or omitted pursuant to the Securities and Exchange Commission's rules and regulations. These unaudited consolidated financial statements should be read in conjunction with our audited consolidated financial statements and notes thereto for the year ended December 31, 2011 included in our Form 10-K filed March 26, 2013.

(c) Net Income (Loss) per Share

Basic net income (loss) per common share is computed on the basis of the weighted average number of common shares outstanding during the period.

Diluted net income (loss) per common share is computed on the basis of the weighted average number of common shares and dilutive securities (such as stock options, warrants, and convertible securities) outstanding. Dilutive securities having an anti-dilutive effect on diluted net income (loss) per share are excluded from the calculation.

For the six months ended June 30, 2012 and 2011, diluted common shares outstanding excluded the following dilutive securities as the effect of their inclusion was anti-dilutive:

	Six Months Ended June 30,	
	2012	2011
7% convertible notes and accrued interest	668,290	633,302
6% convertible notes and accrued interest	3,398,100,000	3,217,500,000
12% convertible notes and accrued interest	8,857,100,000	8,014,800,000
10% convertible notes and accrued interest	236,976	221,934
8% convertible note and accrued interest	85,205,556	44,561,333
Series B preferred stock owned by Capstone Capital Group I, LLC	1,833,206,000	529,063,781
Stock Options	-	-
Warrants	18,322,184	19,522,184
Total equivalent shares of common stock	14,192,839,006	11,826,302,434

(d) Recently Issued Accounting Pronouncements

Certain accounting pronouncements have been issued by the FASB and other standard setting organizations which are not yet effective and have not yet been adopted by the Company. The impact on the Company's financial position and results of operations from adoption of these standards is not expected to be material.

(e) Reclassifications

Certain prior year amounts have been reclassified to conform to the current year presentation.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012

(Unaudited)

### 3. DEBT

Debt relating to continuing operations:

Debt relating to Iconic Brands, Inc. consisted of the following at June 30, 2012 and December 31, 2011:

		2012	2011
Convertible promissory note, interest at 7%, due September 13, 2014, net of unamortized discount of \$36,375 and \$44,619, respectively	(A) \$	63,625	\$ 55,381
Loans payable, interest at 0%, due on demand (see Note 9)	(C)	114,800	112,300
Convertible promissory note, interest at 6%, due June 30, 2010 (see Note 9)	(B)	30,000	30,000
Convertible promissory notes, interest at 12%, due June 30, 2010 (see Note 9)	(B)	70,000	70,000
Convertible promissory note, interest at 8% (default rate of 22%), due February 7, 2011 (in default)	(A)	56,500	56,500
Total		334,925	324,181
Less current portion of debt		(271,300 )	(268,800 )
Long term debt	\$	63,625	\$ 55,381

(A) The \$100,000 face value of the 7% convertible note outstanding at June 30, 2012 is convertible into shares of the Company's common stock at a price of \$0.50 per share. The \$56,500 face value of the 8% convertible note outstanding at June 30, 2012 is convertible into shares of the Company's common stock at a variable conversion price equal to 60% of the Market Price, as defined.

(B) These promissory notes were issued to the same entity lender on April 15, 2010. The notes provide that upon an event of default that is not cured within the allotted time, the holder shall have the option to convert the outstanding principal and interest into shares of common stock at a conversion price of \$0.00001 per share. The Company has defaulted on all three notes and has failed to cure the defaults within the time allotted specified in the note default provisions.

While the Company has not received any notice or indication from the lender of its intention to convert the \$100,000 debt (or a portion thereof), if the lender does elect to convert the \$100,000 of debt and related accrued interest at June 30, 2012 at the \$0.00001 per share conversion rate it would require the Company to issue 12,255,200,000 common shares to this lender (or over 99% of the 12,309,561,412 shares of Company Common Stock outstanding after this lender's conversion). However, by virtue of his ownership of the 1 share of Series A Preferred Stock, Mr. DeCicco

would retain voting control of the Company.

Also, the notes provided for the grant of a total of 1,200,000 warrants exercisable at an exercise price of \$0.20 per share for 3 years. The \$51,600 fair value of the warrants (valued using the Black-Scholes option pricing model and the following assumptions: stock price of \$0.092 per share, exercise price of \$0.20 per share, term of 3 years, risk-free interest rate of 1.62%, and expected volatility of 100%) and the remaining \$45,400 intrinsic value of the beneficial conversion feature arising from the default provisions in the three promissory notes due to this lender described in the two preceding paragraphs (the total debt discounts are limited to the amount of proceeds allocated to the convertible instrument) were recorded initially as a debt discount and amortized as interest expense over the term of the notes ended June 30, 2010.

(C) In the six months ended June 30, 2012, the two entity lenders described in Note 9 paid audit and accounting fees totaling \$2,500 on behalf of the Company.



Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

At June 30, 2012, the debt relating to Iconic Brands, Inc. is due as follows:

Past due	\$271,300
Year ending June 30, 2013	-
Year ending June 30, 2014	-
Year Ending June 30, 2015	100,000
Total	371,300
Less debt discounts	36,375
Net	\$334,925

Accrued interest payable on debt relating to Iconic Brands, Inc. consisted of:

	June 30, 2012	December 31, 2011
Convertible note, interest at 7%	\$19,560	\$16,070
Convertible note, interest at 6%	3,981	3,083
Convertible notes, interest at 12%	18,571	14,383
Convertible note, interest at 8% (default rate of 22%)	20,185	13,987
Total	\$62,297	\$47,523

Debt relating to discontinued operations:

Debt relating to the Company's wholly-owned subsidiary Iconic Imports consisted of the following at June 30, 2012 and December 31, 2011:

	2012	2011
Promissory note, interest at 20%, due January 29, 2009 (in default)	\$ 100,000	\$ 100,000
Convertible promissory notes, interest at 10%, due October 25, 2007 to November 27, 2007 (in default) (A)	75,000	75,000
Promissory notes, interest at 13%, due May 31, 2010 (in default) (B)	220,000	220,000
Due Donald Chadwell (5% stockholder at December 31, 2011), interest at 0%, no repayment terms	763,000	763,000

Due Richard DeCicco (officer, director and 30% stockholder at December 31, 2011) and affiliates, interest at 0%, no repayment terms	714,338	714,338
Convertible notes, interest at 7% (default rate of 14%), due August 27, 2012 to November 27, 2012, net of unamortized discounts of \$3,908 and \$10,194, respectively	(A) 146,092	139,806
Total	2,018,430	2,012,144
Less current portion of debt	(395,000 )	(395,000 )
Long term debt	\$ 1,623,430	\$ 1,617,144

(A) \$225,000 total face value of convertible notes outstanding at June 30, 2012 is convertible into shares of the Company's common stock at a price of \$0.50 per share.

(B) The 13% promissory notes specify that the loan proceeds were for the purpose of purchasing containers of Danny DeVito's Premium Limoncello and that the holder will be repaid the principal from the receivables of the sales of the Danny DeVito Premium Limoncello product as they are collected by the Company.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

At June 30, 2012, the debt relating to Iconic Imports, Inc. is due as follows:

Past due	\$395,000
Year ending June 30, 2013	150,000
No repayment terms (due two significant stockholders)	1,477,338
<b>Total</b>	<b>2,022,338</b>
Less debt discounts	3,908
<b>Net</b>	<b>\$2,019,240</b>

Accrued interest payable on debt relating to Iconic Imports, Inc (included in current liabilities of discontinued operations in the accompanying consolidated balance sheets) consisted of:

	June 30, 2012	December 31, 2011
Convertible note, interest at 7%	\$64,585	\$59,351
Promissory note, interest at 20%	59,998	50,026
Promissory notes, interest at 13%	73,318	59,058
Convertible promissory notes, interest at 10%	43,488	39,748
<b>Total</b>	<b>\$241,389</b>	<b>\$208,183</b>

#### 4. STOCKHOLDERS' EQUITY

On June 10, 2009, pursuant to the terms of the Merger Agreement, the Company issued to the designees of Harbrew New York 27,352,301 shares of Common Stock at the Closing. Of this amount:

- 1) 24,909 shares were issued to Harbrew Florida stockholders,
- 2) 19,634,112 shares valued at \$1,963,411 were issued to Company management and employees for services, including 15,972,359 shares to the Company's Chief Executive Officer, 100,000 shares to the Company's Chief Financial Officer, and 2,586,753 shares to Donald Chadwell,
- 3) 2,086,973 shares valued at \$208,697 were issued to Danny DeVito and affiliates for services,
- 4) 4,606,307 shares were issued to noteholders in satisfaction of \$2,125,625 of debt and \$177,529 of accrued interest, and
- 5) 1,000,000 shares were issued to Capstone as part of the Termination Agreement.

Also, pursuant to the terms of the Merger Agreement, the Company issued 1 share of Series A Preferred Stock valued at \$100,000 to the Company's Chief Executive Officer for services and 916,603 shares of Series B Preferred Stock valued at \$1,833,206 to Capstone as part of the Termination Agreement.

The one share of Series A Preferred Stock entitles the holder to two votes for every share of Common Stock Deemed Outstanding and has no conversion or dividend rights. Each share of the Series B Preferred Stock has a liquidation preference of \$2.00 per share, has no voting rights, and is convertible into Common Stock at the lower of (1) \$2.00 per share or, (2) the volume weighted average price per share ("VWAP") for the 20 trading days immediately prior to the Conversion Date. The Series B Preferred Stock has been classified as a liability (pursuant to ASC 480-10-25-14(a)) since it embodies a conditional obligation that the Company may settle by issuing a variable number of equity shares and the monetary value of the obligation is based on a fixed monetary amount known at inception.

On January 6 and 13, 2010, the Company issued a total of 200,000 shares of common stock, 100,000 five year warrants exercisable at \$0.22 per share, and 100,000 five year warrants exercisable at \$0.23 per share, along with two promissory notes in the amount of \$110,000 each (one due March 31, 2010 and one due May 31, 2010), to an investor in exchange for a \$200,000 loan. The fair value of the common stock (\$45,000) and warrants (\$33,930), along with the \$20,000 discount, were recorded as debt discounts, which are being amortized over the terms of the notes as interest expense. The warrants were valued using the Black-Scholes option pricing model and the following assumptions: risk free interest rates of 2.6% and 2.55%, volatility of 100%, and terms of five years.

On January 15 and 25, 2010, the Company issued a total of 152,546 shares of common stock to three investors in satisfaction of a total of \$62,500 of convertible debt and approximately \$13,773 of accrued interest.

On February 8, 2010, the Company issued 250,000 shares of common stock and 1,000,000 warrants to Tony Siragusa pursuant to the License Agreement described in Note 6.

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Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

On February 24, 2010, the Company issued 300,000 shares of common stock to CorProminence pursuant to a 45 day consulting agreement dated January 4, 2010. The \$69,000 fair value of the common stock at date of issuance was expensed in full in the three months ended March 31, 2010 and included in professional fees.

On March 16, 2010, the Company issued 2,000,000 shares of common stock and 2,000,000 five year warrants exercisable at \$0.25 per share to Cresta Capital Strategies pursuant to a one year extension of a consulting agreement. The fair value of the common stock (\$350,000) and warrants (\$246,000) at date of issuance was capitalized as a prepaid expense (see note 5) and is being amortized over the one year term as professional fees. The warrants were valued using the Black-Scholes option pricing model and the following assumptions: risk free interest rate of 2.37%, volatility of 100%, and term of five years.

On April 19, 2010, the Company satisfied debt totaling \$455,635 through its commitment to issue to the respective 5 creditors a total of 4,556,350 shares of its common stock and 4,556,350 three year warrants exercisable at \$0.20 per share. The Company expects to issue these shares and warrants in the near future.

On April 19, 2010, the Company agreed to issue to a note holder 250,000 shares of its common stock in consideration of the note holder's extension of the due date (from March 31, 2010 to May 31, 2010) of a \$110,000 promissory note. The \$21,400 fair value of the common stock at date of commitment was expensed in the three months ended June 30, 2010 and included in interest expense. The Company expects to issue these shares in the near future.

On January 18, 2011, the Company issued 1,842,105 shares of Iconic common stock to Asher Enterprises, Inc. ("Asher") pursuant to Asher's Notice of Conversion to convert \$3,500 debt at a price of \$0.0019 per share, resulting in the reduction of debt due to Asher from \$60,000 to \$56,500.

## 5. INCOME TAXES

No provision for income taxes was recorded in the six months ended June 30, 2012 and 2011 since the Company incurred net losses in these periods.

Based on management's present assessment, the Company has not yet determined it to be more likely than not that a deferred tax asset attributable to the future utilization of the net operating loss carryforward as of June 30, 2012 will be realized. Accordingly, the Company has maintained a 100% valuation allowance against the deferred tax asset in the consolidated financial statements at June 30, 2012. The Company will continue to review this valuation allowance and make adjustments as appropriate.

Current United States income tax laws limit the amount of loss available to be offset against future taxable income when a substantial change in ownership occurs. Therefore, the amount available to offset future taxable income may be limited.

## 6. COMMITMENTS AND CONTINGENCIES

Lease – Company Evicted from Facility

The Company occupied its facilities in Freeport, New York up until March 2009 under a month to month agreement at a monthly rent of \$14,350. In March 2009, the Company moved its facilities to Lindenhurst, New York pursuant to a three year lease agreement providing for annual rentals ranging from \$85,100 to \$90,283. Provided certain conditions were met, the Company had an option to renew the lease for an additional two years at annual rentals ranging from \$92,991 to \$95,781. On September 14, 2010, the Second District Court of Suffolk County issued a Warrant of Eviction removing the Company from its facilities. At June 30, 2012 and December 31, 2011, accounts payable of Iconic Imports, Inc. (discontinued operations) includes \$22,913 of unpaid rent due to the former Lindenhurst landlord and \$450,021 of unpaid rent and penalties due the Freeport landlord.

For the six months ended June 30, 2012 and 2011, rent expense was \$0 and \$0, respectively.

#### Licensing Agreements

##### Danny DeVito Brand

On April 26, 2007 and as amended November 1, 2007, the Company entered into an exclusive License Agreement with Seven Cellos, LLC (“DDV”), pursuant to which the Company was granted a limited license of certain rights in and to Danny DeVito’s name, likeness and biography for use by the Company in connection with the Danny DeVito Premium Limoncello brand. The term of the Agreement was to continue through perpetuity unless otherwise terminated. In consideration for the license, the Company agreed to pay royalties as follows: a) 5% of Net Profits (as defined) to Behr Abrahamson & Kaller, LLP (“BAK”), (b) a payment of 50% of the remaining Net Profits to DDV after the payment described above; and (c) a payment of 2% of Net Profits to Sichenzia Ross Friedman Ference LLP after payment of 50% of Net Profits to DDV.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

On August 20, 2010, the Company and DDV terminated the License Agreement.

For the periods presented, the Company calculated agreement defined cumulative “Net Profits” from the brand to be negative and thus did not pay or accrue any royalty expense under the License Agreement. The Termination Agreement provides that DDV has not waived or otherwise prejudiced any of its rights with respect to the Company’s past conduct with respect to the brand, including DDV’s right to accrued and unpaid royalties based upon its right to inspect Company records and conduct an audit of the Company reported agreement defined net profit.

#### Godfather Brand

On June 12, 2009, Iconic Imports, Inc., the wholly-owned subsidiary of the Company, entered into a merchandising license agreement (the “License Agreement”) with Paramount Licensing Inc. (“PLI”) granting Iconic Imports the non-exclusive right to use the title of the theatrical motion picture “The Godfather” in connection with the development, importation, marketing, and distribution of an Italian organic vodka and Scotch whiskey throughout the United States. Under the terms of the License Agreement, which had a term of 5 years ending on June 30, 2014 and could have been extended to June 30, 2019 upon certain conditions unless it was sooner terminated, the Company agreed to pay PLI a royalty fee of five percent (5%) and guaranteed a total of \$400,000 in royalties due as follows; (1) \$60,000 as an advance payment due upon signing of the License Agreement, (2) \$100,000 due on or before November 1, 2010, (3) \$100,000 due on or before November 1, 2011, and (4) \$140,000 due on or before November 1, 2012. In addition, PLI was granted warrants to purchase shares of the Company’s common stock in substantially the same form as other warrants previously issued, which is (a) a five-year warrant to purchase 1,000,000 shares of our common stock at an exercise price of \$1.00 per share; and (b) a five-year warrant to purchase 1,333,334 shares of our common stock at an exercise price of \$1.50 per share. On August 12, 2009, the Company paid \$60,000 to PLI as the advance royalty due under the License Agreement. The License Agreement became effective on this date as the advance payment was a condition precedent to the effectiveness of the License Agreement.

The Company never commenced sales of the product named “The Godfather”. The second royalty payment of \$100,000 due on November 1, 2010 was not paid. On February 23, 2011, PLI terminated the License Agreement due to nonpayment.

#### Tony Siragusa Brand

On January 15, 2010, we entered into an exclusive License Agreement with Tony Siragusa, pursuant to which we were granted a limited license to certain rights in and to Tony Siragusa’s name, likeness and biography for use by us in connection with Tony Siragusa’s YO Vodka. The term of the agreement was four (4) years. In consideration for the license, we agreed to distribute net profits of the venture as follows: 42.5% to the Company, 42.5% to the licensor, 10% to William Morris Endeavor Entertainment, LLC and 5% to Brian Hughes. In addition, we issued 250,000 shares of the Company’s common stock, 5 year warrants to purchase 500,000 shares of our Common Stock at a price of \$1.00 per share, and 5 year warrants to purchase 500,000 shares of our Common Stock at a price of \$1.50 per share. Tony Siragusa agreed to use reasonable efforts to be available for a reasonable number of promotional appearances during each consecutive 12 months period, the duration of each will not exceed six days. On September 28, 2010 (see Note 1), Capstone acquired the License Agreement rights.

For the periods presented, the Company calculated agreement defined net profits from the brand to be negative and thus did not pay or accrue any royalty expense under the License Agreement. The product was never introduced to the market.

Under the License Agreement, Tony Siragusa had the right to terminate the agreement, upon 10 days written notice to the Company, if the Company fails to launch the distribution of and secure availability to the general public of the beverage throughout the United States prior to June 1, 2010. The License Agreement did not provide for financial penalties that would be accruable by the Company in the event of a default.



Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

Chief Executive Officer Employment Agreement

On January 23, 2008, the Company entered into an employment agreement with its chief executive officer Richard DeCicco. The agreement provided for a term of 5 years, commencing on January 1, 2008. The term could be extended by a written agreement of the parties. The agreement provided for annual compensation ranging from \$265,000 to \$350,000. In addition, if the Company entered into an agreement and further sold any brand in the Company's portfolio, Mr. DeCicco would receive 5% of such sale. Mr. DeCicco was also entitled to incentive bonus compensation, stock and/or options in accordance with Company policies established by the Board of Directors. The agreement provided for the grant of a non-qualified ten year option to purchase up to 1,000,000 shares of common stock of the Company at an exercise price which shall represent a discount to the market price. Mr. DeCicco had the right to terminate the agreement upon 60 days notice to the Company for any reason. Pursuant to the terms of the agreement, if Mr. DeCicco was absent from work because of illness or incapacity cumulatively for more than 2 months in addition to vacation time in any calendar year, the Company could terminate the agreement upon 30 days written notice. The agreement also provided that the agreement could be terminated upon 90 days notice to Mr. DeCicco if: (A) there was a sale of substantially all of the Company's assets to a single purchaser or group of associated purchasers; (B) there was a sale, exchange or disposition of 50% of the outstanding shares of the Company's outstanding stock; (C) the Company terminated its business or liquidated its assets; or (D) there was a merger or consolidation of the Company in which the Company's shareholders received less than 50% of the outstanding voting shares of the new or continuing corporation. Mr. DeCicco was entitled to severance pay in the amount of 2 years compensation and medical and other benefits in the event of a termination of the agreement under certain circumstances.

At June 30, 2012 and December 31, 2011, accrued expenses and other current liabilities of Iconic Imports, Inc. (discontinued operations) includes approximately \$528,000 in unpaid compensation due the Chief Executive Officer. For the six months ended June 30, 2012 and 2011, selling, general and administrative expenses of Iconic Imports, Inc. (discontinued operations) includes approximately \$0 and \$0 in compensation for the Chief Executive Officer.

Former Chief Financial Officer Employment Agreement

On October 1, 2007, the Company entered into an employment agreement with its then chief financial officer William Blacker. The agreement provided for a term of 3 years, commencing on October 1, 2007. The term could be extended by a written agreement of the parties. The Company agreed to issue options to purchase shares of its common stock to Mr. Blacker if and when the common stock becomes publicly traded, as follows: (A) upon execution of the agreement, 100,000 options at an exercise price of \$0.05 per share; (B) on October 1, 2008, 100,000 options at an exercise price of \$0.15 per share; and (C) on October 1, 2009, 100,000 options at an exercise price of \$0.75 per share. Pursuant to the terms of the agreement, Mr. Blacker was to receive an annual salary of \$150,000. Mr. Blacker had the right to terminate the agreement upon 60 days notice to the Company for any reason. The agreement further provided that if the agreement was terminated for any reason other than willful malfeasance by Mr. Blacker, Mr. Blacker was entitled to receive severance pay in the amount of 6 months or the balance of the agreement's term of existence, whichever was greater, and was to receive all benefits under the agreement. Mr. Blacker resigned September 15, 2010.

The \$16,850 estimated fair value of the 300,000 options (using the Black-Scholes option pricing model and the following assumptions: \$0.10 stock price, 4% risk free interest rate, 100% volatility, and term of 3.5 years) was

amortized over the 3 year term of the employment agreement.

At June 30, 2012 and December 31, 2011, accrued expenses and other current liabilities of Iconic Imports, Inc. (discontinued operations) includes approximately \$233,000 in unpaid compensation due the Chief Financial Officer. For the six months ended June 30, 2012 and 2011, selling, general and administrative expenses of Iconic Imports, Inc. (discontinued operations) includes approximately \$0 and \$0 in compensation for the former Chief Financial Officer.

#### Litigation

The Company is party to a variety of legal proceedings brought by suppliers and creditors. We accrue for these items as losses become probable and can be reasonably estimated. Most of the amounts sought have already been provided for through previous charges to operations and are included in Company liabilities at June 30, 2012 and December 31, 2011. While the results of these legal proceedings, which principally involve debt and lease default obligations and vendor disputes, cannot be predicted with certainty, management believes that the final outcome of these proceedings will have a material adverse effect on the Company's future consolidated results of operations and financial position.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

Chapter 7 Bankruptcy Filing of Wholly – Owned Subsidiary

On September 23, 2011, Iconic Imports, Inc. (“Imports”), a wholly owned subsidiary of Iconic Brands, Inc., filed a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York. The Bankruptcy case is being administered under case No. 8-11-76814. The case is still pending before the court.

7. STOCK OPTIONS AND WARRANTS

A summary of stock option and warrant activity for the six months ended June 30, 2012 follows:

	Stock Options	Warrants
Outstanding at December 31, 2011	1,000,000	19,322,184
Granted and issued	-	-
Exercised	-	-
Forfeited/expired/cancelled	-	(1,000,000 )
Outstanding at June 30, 2012	1,000,000	18,322,184

Stock options outstanding at June 30, 2012 consist of:

Date Granted	Number Outstanding	Number Exercisable	Exercise Price	Expiration Date
January 1, 2008	1,000,000	-	\$ 0.10	(a) June 30, 2013
Total	1,000,000	-		

(a) Estimated since exercise price is to be determined based on future stock price

As of June 30, 2012, there was \$9,072 of total unrecognized compensation cost relating to the 1,000,000 unexpired stock options granted to the Company’s Chief Executive Officer Richard DeCicco pursuant to the employment agreement described in Note 6. That cost is expected to be recognized in 2012.

The aggregate intrinsic value of the 1,000,000 fully vested stock options at June 30, 2012 is \$0.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

Warrants outstanding at June 30, 2012 consist of:

Date Issued	Number Outstanding	Number Exercisable	Exercise Price	Expiration Date
July 2, 2007	500,000	500,000	\$ 1.00	July 2, 2012
July 2, 2007	500,000	500,000	\$ 1.50	July 2, 2012
August 27, 2007	550,000	550,000	\$ 1.00	August 27, 2012
August 27, 2007	550,000	550,000	\$ 1.50	August 27, 2012
November 8, 2007	811,250	811,250	\$ 1.00	November 8, 2012
November 8, 2007	811,250	811,250	\$ 1.50	November 8, 2012
March 5, 2008	192,500	192,500	\$ 1.00	March 5, 2013
March 5, 2008	192,500	192,500	\$ 1.50	March 5, 2013
June 10, 2008	27,500	27,500	\$ 1.00	June 10, 2013
June 10, 2008	27,500	27,500	\$ 1.50	June 10, 2013
June 10, 2008	25,000	25,000	\$ 1.00	December 10, 2013
June 10, 2008	25,000	25,000	\$ 1.50	December 10, 2013
June 11, 2008	30,000	30,000	\$ 1.00	December 10, 2013
June 11, 2008	30,000	30,000	\$ 1.50	December 10, 2013
July 2, 2008	110,000	110,000	\$ 1.00	January 2, 2014
July 2, 2008	110,000	110,000	\$ 1.50	January 2, 2014
July 23, 2008	50,000	50,000	\$ 1.00	January 23, 2014
July 23, 2008	50,000	50,000	\$ 1.50	January 23, 2014
August 11, 2008	1,000,000	1,000,000	\$ 1.00	August 11, 2013
July 23, 2009	20,000	20,000	\$ 1.00	July 23, 2012
July 23, 2009	20,000	20,000	\$ 1.50	July 23, 2012
August 12, 2009(A)	400,000	400,000	\$ 1.00	August 12, 2014
August 12, 2009(A)	533,334	533,334	\$ 1.50	August 12, 2014
	1,000,000	1,000,000	\$ 0.01	

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August 19, 2009				August 19, 2014
August 19, 2009	1,000,000	1,000,000	\$ 1.00	August 19, 2014
September 14, 2009	200,000	200,000	\$ 1.00	September 14, 2014
September 14, 2009	200,000	200,000	\$ 1.50	September 14, 2014
September 16, 2009	200,000	200,000	\$ 1.00	July 2, 2012
September 16, 2009	200,000	200,000	\$ 1.50	July 2, 2012
January 6, 2010	100,000	100,000	\$ 0.22	January 4, 2015
January 13, 2009	100,000	100,000	\$ 0.23	January 13, 2015
February 8, 2010	500,000	500,000	\$ 1.00	February 8, 2015
February 8, 2010	500,000	500,000	\$ 1.50	February 8, 2015
March 16, 2010	2,000,000	2,000,000	\$ 0.25	March 16, 2015
April 15, 2010	1,200,000	1,200,000	\$ 0.20	April 15, 2013
April 19, 2010	4,556,350	4,556,350	\$ 0.20	April 14, 2013
Total	18,322,184	18,322,184		

(A) These warrants were granted to Paramount Licensing Inc. in connection with a license agreement which was terminated on February 23, 2011 (see Note 6). 933,334 (40%) of the 2,333,334 warrants vested on August 12, 2009 and August 12, 2010. The remaining 1,400,000 (60%) of the 2,333,334 warrants will now never vest and were forfeited on February 23, 2011.

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

8. DISCONTINUED OPERATIONS

On September 14, 2010 (see Note 1), the Company ceased operations of the Company's wholly owned subsidiary Iconic Imports. Accordingly, the assets and liabilities and operations of Iconic Imports, Inc. have been presented as discontinued operations in the accompanying consolidated financial statements for the periods presented.

For the six months ended June 30, 2012 and 2011, loss from discontinued operations consisted of:

	2012	2011
Revenues	\$-	\$-
Cost of goods sold	-	-
Gross profit	-	-
Selling, general and administrative expenses	-	-
Operating income	-	-
Interest expense (including amortization of debt discounts of \$6,286 and \$6,286, respectively)	39,492	39,311
Loss before income tax provision	(39,492 )	(39,311 )
Income tax provision	-	-
Loss from discontinued operations	\$(39,492 )	\$(39,311 )

Iconic Brands, Inc. and Subsidiary  
(a development stage company)  
Notes to Consolidated Financial Statements  
June 30, 2012  
(Unaudited)

The assets and liabilities of Iconic Imports at June 30, 2012 and December 31, 2011 consisted of:

	2012	2011
Assets		
Current assets	\$-	\$784
Total assets	\$-	\$784
Liabilities		
Current portion of debt	\$395,000	\$395,000
Accounts payable	1,219,768	1,219,768
Accrued interest payable	241,389	208,183
Other accrued expenses and other current liabilities	1,651,092	1,651,092
Current liabilities	3,507,249	3,474,043
Long – term debt	1,623,430	1,617,144
Total liabilities	5,130,679	5,091,187
Net liabilities	\$(5,130,679)	\$(5,091,187)

## 9. SUBSEQUENT EVENTS

### Legal, Audit, and Consulting Fees Paid on Behalf of the Company Advanced by Two Noteholders

For the period from July 1, 2012 through March 20, 2013, two entity lenders (one holding \$104,500 of the 0% loans payable aggregating \$114,800 and one holding \$10,000 of the 0% loans payable aggregating \$114,800, the \$30,000 6% convertible promissory note and the \$70,000 12% convertible promissory notes at June 30, 2012 described in Note 3) paid legal, audit and accounting, and consulting fees on behalf of the Company as follows:

	For the Period from July 1, 2012 through March 20, 2013
Legal fees	\$7,770
Audit and accounting fees	7,500
Consulting fees	2,038
Company's stock transfer agent	10,432
Total	\$27,740

The amounts advanced bear no interest and are due on demand, but are not evidenced by a promissory note.

On February 14, 2013, the Company issued a Convertible Promissory Note in the amount of \$15,000 in exchange for the lender's payment of legal and audit and accounting fees totaling \$15,000 on behalf of the Company. The Note bears interest at 9%, is due January 31, 2014, and is convertible at holder's option into Company common stock at a conversion price of \$.02 per share (or a total of 750,000 shares of common stock). Additionally, in consideration for making this loan, the Company shall pay to the holder a Lender Fee equal to 10% of the original principal amount (\$1,500) of this Note on the Maturity Date, which is also convertible at a conversion price of \$.02 per share (or a total of 75,000 shares of common stock).



## Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

As used in this Form 10-Q, references to "Iconic Brands," "Company," "we," "our" or "us" refer to Iconic Brands, Inc. unless the context otherwise indicates.

### Forward-Looking Statements

The following discussion and analysis and results of operations should be read in conjunction with our unaudited financial statements and accompanying notes and the other financial information which are included elsewhere in this Form 10-Q (the "Report"). This Report contains forward-looking statements which relate to future events or our future financial performance. In some cases, you can identify forward-looking statements by terminology such as "may," "should," "expects," "plans," "anticipates," "believes," "estimates," "predicts," "potential" or "continue" or the negative of these terms or other comparable terminology. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause our or our industry's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect our current judgment regarding the direction of our business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions or other future performance suggested herein. We assume no obligation to update forward-looking statements, except as otherwise required under the applicable federal securities laws.

### Business Overview

Iconic Brands, Inc., formerly Paw Spa, Inc., was incorporated in the State of Nevada on October 21, 2005.

We are now considered a blank check company. The U.S. Securities and Exchange Commission (the "SEC") defines those companies as "any development stage company that is issuing a penny stock, within the meaning of Section 3 (a)(51) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and that has no specific business plan or purpose, or has indicated that its business plan is to merge with an unidentified company or companies." Under SEC Rule 12b-2 under the Securities Act of 1933, as amended (the "Securities Act"), we also qualify as a "shell company," because we have no or nominal assets (other than cash) and no or nominal operations. Many states have enacted statutes, rules and regulations limiting the sale of securities of "blank check" companies in their respective jurisdictions. Management does not intend to undertake any efforts to cause a market to develop in our securities, either debt or equity, until we have successfully concluded a business combination. We intend to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

Under SEC Rule 12b-2 under the Securities Act, we also qualify as a "shell company," because we have no or nominal assets (other than cash) and no or nominal operations. Many states have enacted statutes, rules and regulations limiting the sale of securities of shell companies in their respective jurisdictions. We intend to comply with the periodic reporting requirements of the Exchange Act for so long as we are subject to those requirements.

Our current business plan is to attempt to identify and negotiate with a business target for the merger of that entity with and into the Company or to acquire assets so that we will no longer be qualified as a shell company. In certain instances, a target company may wish to become a subsidiary of the Company or may wish to contribute or sell assets to the Company rather than to merge. No assurances can be given that we will be successful in identifying or negotiating with any target company. We seek to provide a method for a foreign or domestic private company to become a reporting or public company whose securities are qualified for trading in the United States secondary markets.

A business combination with a target company normally will involve the transfer to the target company of the majority of the issued and outstanding common stock of the Company, and the substitution by the target company of its own management and board of directors. No assurances can be given that we will be able to enter into a business combination, or, if we do enter into such a business combination, no assurances can be given as to the terms of a business combination, or as to the nature of the target company.

## Results of Operations

### Comparison of Three Months Ended June 30, 2012 and June 30, 2011:

#### Revenues

The Company did not generate any revenues for the three months ended June 30, 2012 or for the three months ended June 30, 2011.

#### Total Operating Expenses

During the three months ended June 30, 2012, total operating expenses were \$19,294, which included \$3,250 for professional fees, \$4,535 for general and administrative expenses and \$11,509 in interest expenses for Company's debt, compared to total operating expenses of \$22,322 for the three months ended June 30, 2011, which included \$8,250 in professional fees, \$4,535 for general and administrative expenses and \$9,537 in interest expenses for Company's debt. The decrease of \$3,028, or approximately 16% from the three months ended June 30, 2012 as compared to the three months ended June 30, 2011 was primarily as a result of the decrease in professional fees of \$5,000.

#### Net loss

For the three months ended June 30, 2012, net loss was \$39,040 compared with net loss for the three months ended June 30, 2011 of \$42,068, which represents a decrease of \$3,028, or approximately 7.2%.

### Comparison of Six Months Ended June 30, 2012 and June 30, 2011:

#### Revenues

The Company did not generate any revenues for the six months ended June 30, 2012 or for the six months ended June 30, 2011.

#### Total Operating Expenses

During the six months ended June 30, 2012, total operating expenses were \$33,684, which included \$1,596 for professional fees, \$9,070 for general and administrative expenses and \$23,018 in interest expenses for Company's debt, compared to total operating expenses of \$20,280 for the six months ended June 30, 2011, which included \$27,750 in professional fees, \$13,379 for general and administrative expenses and \$20,280 in interest expenses for Company's debt. The decrease of \$27,725, or approximately 45% from the six months ended June 30, 2012 as compared to the six months ended June 30, 2011 was primarily as a result of the decrease in professional fees of \$26,154.

#### Net loss

For the six months ended June 30, 2011, net loss was \$73,176 compared with net loss for the six months ended June 30, 2011 of \$100,720, which represents a decrease of \$27,544, or approximately 27%.

## Liquidity and Capital Resources

As of June 30, 2012 we had no cash or cash equivalents. On June 30, 2012, our total current liabilities were \$3,914,783. We had a stockholders' deficiency of \$7,435,044 as of June 30, 2012.

We currently have no agreements, arrangements or understandings with any person to obtain funds through bank loans, lines of credit or any other sources.

#### Going Concern Consideration

As of June 30, 2012, the Company had negative working capital of \$3,914,783 and a stockholders' deficiency of \$7,435,044. Further, from inception to June 30, 2012, the Company incurred losses of \$16,382,183. These factors create substantial doubt as to the Company's ability to continue as a going concern. The Company plans to improve its financial condition by reorganizing and acquiring a new business. However, there is no assurance that the Company will be successful in accomplishing this objective. The consolidated financial statements do not include any adjustments that might be necessary should the Company be unable to continue as a going concern.

#### Critical Accounting Estimates and Recently Issued Accounting Standards

The preparation of financial statements in accordance with accounting principles generally accepted in the United States requires our management to select and apply accounting policies that best provide the framework to report the results of operations and financial position. The selection and application of those policies requires management to make difficult, subjective and/or complex judgments concerning reported amounts of revenue and expenses during the reporting period and the reported amounts of assets and liabilities at the date of the financial statements. As a result, there exists the likelihood that materially different amounts would be reported under different conditions or using different assumptions.

#### Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

#### Item 3. Quantitative and Qualitative Disclosures About Market Risk

As a “smaller reporting company” as defined by Rule 229.10(f)(1), we are not required to provide the information required by this Item 3.

#### Item 4. Controls and Procedures

##### Evaluation of Disclosure Controls and Procedures

Our disclosure controls and procedures are designed to ensure that information required to be disclosed in reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the United States Securities and Exchange Commission. Our Chief Executive and Financial Officer have evaluated the effectiveness of our “disclosure controls and procedures” (as defined in the Securities Exchange Act of 1934 Rules 13a-15(e) and 15d-15(e)) as of June 30, 2012, the end of the period covered by this report and have concluded that our disclosure controls and procedures were not effective to ensure that material information relating to the Company is recorded, processed, summarized, and reported in a timely manner.

##### Changes in Internal Controls over Financial Reporting

During the quarter ended June 30, 2012, there was no changes in internal control over financial reporting that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting.

## PART II - OTHER INFORMATION

### Item 1. Legal Proceedings

On September 23, 2011, Iconic Imports, Inc. (“Imports”), a wholly-owned subsidiary of Iconic Brands, Inc., filed a voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York. The bankruptcy case was being administered under Case No. 8-11-76814. The petition indicated that Imports had no assets and had liabilities of approximately \$3,354,000.

On March 13, 2013 the voluntary petition for relief under Chapter 7 of the United States Bankruptcy Code in the United States Bankruptcy Court for the Eastern District of New York was closed.

As a result of the Bankruptcy being closed all litigation matters as listed in the Company's Form 10-K/A filed with the Securities and Exchange Commission on November 6, 2012 involving Iconic Imports, Inc. were discharged.

### Item 1A. Risk Factors

As a “smaller reporting company” as defined by Rule 229.10(f)(1), we are not required to provide the information required by this Item 1A.

Purchases of equity securities by the issuer and affiliated purchasers

None.

### Item 2. Unregistered Sale of Securities and Use of Proceeds

None.

### Item 3. Defaults upon Senior Securities

None.

### Item 4. Mine Safety Disclosures.

Not applicable.

### Item 5. Other information

None.

Item 6. Exhibits

Exhibit Description  
No.

31.1 Rule 13a-14(a)/15d-14(a) Certifications of Richard DeCicco, President, Principal Executive, Financial and Accounting Officer

32.1 Section 1350 Certifications of Richard DeCicco, President, Principal Executive, Financial and Accounting Officer

101.INS \*\* XBRL Instance Document

101.SCH \*\* XBRL Taxonomy Extension Schema Document

101.CAL \*\* XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF \*\* XBRL Taxonomy Extension Definition Linkbase Document

101.LAB \*\* XBRL Taxonomy Extension Label Linkbase Document

101.PRE \*\* XBRL Taxonomy Extension Presentation Linkbase Document

\*\* XBRL (Extensible Business Reporting Language) information is furnished and not filed or a part of a registration statement or prospectus for purposes of Sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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, thereunto duly authorized.

Dated: April 17, 2013

ICONIC BRANDS, INC.

By: /s/ Richard DeCicco

Name: Richard DeCicco.

Title: President (Principal Executive,  
Financial and Accounting Officer)