

ICONIX BRAND GROUP, INC.
Form SC 13G/A
February 17, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d - 102)

**Information to be included in statements filed pursuant
to Rules 13d-1(b), (c) and (d) and amendments thereto filed
pursuant to 13d-2(b)**

(AMENDMENT NO.1)*

Iconix Brand Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

451055107

(CUSIP Number)

December 31, 2008

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule

pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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

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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).

(Continued on the Following Pages)

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
132,402
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
132,402
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
132,402
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%
12. TYPE OF REPORTING PERSON*
PN

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Select, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
27,322
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
27,322
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
27,322
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1%
12. TYPE OF REPORTING PERSON*
OO

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1. NAMES OF REPORTING PERSONS
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Luxor Spectrum, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
3,701
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
3,701
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,701
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1%
12. TYPE OF REPORTING PERSON*
OO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Partners Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
233,600
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
233,600
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
233,600
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.4%
12. TYPE OF REPORTING PERSON*
CO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Select Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
127,939
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
127,939
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
127,939
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.2%
12. TYPE OF REPORTING PERSON*
CO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Spectrum Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
24,419
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
24,419
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
24,419
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 0.1%
12. TYPE OF REPORTING PERSON*
CO

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1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Group, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
562,410
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
562,410
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
562,410
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%
12. TYPE OF REPORTING PERSON*
PN

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
562,410
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
562,410
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
562,410
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%
12. TYPE OF REPORTING PERSON*
OO

***SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Holdings, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
163,425
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
163,425
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
163,425
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.3%
12. TYPE OF REPORTING PERSON*
OO

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Christian Leone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) X
(b) O
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER
0
6. SHARED VOTING POWER
562,410
7. SOLE DISPOSITIVE POWER
0
8. SHARED DISPOSITIVE POWER
562,410
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
562,410
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES* O
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.0%
12. TYPE OF REPORTING PERSON*
IN, HC

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This statement is filed with respect to the shares of common stock, having \$0.001 par value (the Common Stock) of Iconix Brand Group, Inc. (the Issuer) beneficially owned by the Reporting Persons identified below as of December 31, 2008, and amends and supplements the Schedule 13G originally filed on July 16, 2008 (collectively, the Schedule 13G). Except as set forth herein, the Schedule 13G is unmodified.

The names of the persons filing this statement on Schedule 13G are:

Luxor Capital Partners, LP, a Delaware limited partnership (the Onshore Fund);
LCG Select, LLC, a Delaware limited liability company (the Select Onshore Fund);
Luxor Spectrum, LLC, a Delaware limited liability company (the Spectrum Onshore Fund);
Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the Offshore Fund);
LCG Select Offshore, Ltd., a Cayman Islands exempted company (the Select Offshore Fund);
Luxor Spectrum Offshore, Ltd., a Cayman Islands exempted company (the Spectrum Offshore Fund);
Luxor Capital Group, LP, a Delaware limited partnership (Luxor Capital Group);
Luxor Management, LLC, a Delaware limited liability company (Luxor Management);
LCG Holdings, LLC, a Delaware limited liability company (LCG Holdings); and
Christian Leone, a United States Citizen (Mr. Leone).

ITEM 4. OWNERSHIP.

Provide the following information regarding the aggregate number and

percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

- (i) The Onshore Fund owns notes issued by the Issuer (Notes) convertible into 132,402 shares of Common Stock.
 - (ii) The Select Onshore Fund owns Notes convertible into 27,322 shares of Common Stock.
 - (iii) The Spectrum Onshore Fund owns Notes convertible into 3,701 shares of Common Stock.
 - (iv) The Offshore Fund owns Notes convertible into 233,600 shares of Common Stock.
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(v) The Select Offshore Fund owns Notes convertible into 127,939 shares of Common Stock.

(vi) The Spectrum Offshore Fund owns Notes convertible into 24,419 shares of Common Stock.

(vii) Luxor Capital Group, as the investment manager of the Onshore Fund, the Select Onshore Fund, the Spectrum Onshore Fund, the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund, may be deemed to beneficially own the 549,383 shares of Common Stock held by them, and an additional 13,026 shares of Common Stock held in accounts that it separately manages.

(viii) Luxor Management and Mr. Leone may each be deemed to be the beneficial owners of the shares of Common Stock beneficially owned by Luxor Capital Group.

(ix) LCG Holdings may be deemed to be the beneficial owner of the shares of Common Stock held by the Onshore Fund, the Select Onshore Fund and the Spectrum Onshore Fund.

(x) Mr. Leone may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by LCG Holdings.

(xi) Collectively, the Reporting Persons beneficially own 562,410 shares of Common Stock.

(b) Percent of Class:

(i) The Onshore Fund's ownership of 132,402 shares of Common Stock represents 0.2% of all of the outstanding shares of Common Stock based on the 58,287,411 of Common Stock outstanding as of November 5, 2008 as reported in the Issuer's Form 10-Q filed on November 6, 2008 for the period ended September 30, 2008.

(ii) The Select Onshore Fund's ownership of 27,322 shares of Common Stock represents less than 0.1% of all of the outstanding shares of Common Stock.

(iii) The Spectrum Onshore Fund's ownership of 3,701 shares of Common Stock represents less than 0.1% of all of the outstanding shares of Common Stock.

(iv) The Offshore Fund's ownership of 233,600 shares of Common Stock represents 0.4% of all of the outstanding shares of Common Stock.

(v) The Select Offshore Fund's ownership of 127,939 shares of Common Stock represents 0.2% of all of the outstanding shares of Common Stock.

(vi) The Spectrum Offshore Fund's ownership of 24,419 shares of Common Stock represents less than 0.1% of all of the outstanding shares of Common Stock.

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(vii) LCG Holdings' ownership of the 163,425 shares of Common Stock represents 0.3% of all of the outstanding shares of Common Stock.

(viii) Luxor Capital Group's, Luxor Management's and Mr. Leone's beneficial ownership of 562,410 shares of Common Stock represents 1.0% of all of the outstanding shares of Common Stock.

(ix) Collectively, the Reporting Persons' beneficial ownership of 562,410 shares of Common Stock represents 1.0% of all of the outstanding shares of Common Stock.

- (c) Number of shares as to which such person has:
- (i) Sole power to vote or to direct the vote of Common Stock:

Not applicable.