

ICONIX BRAND GROUP, INC.
Form SC 13D/A
January 17, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A

(Rule 13d-101)

Under the Securities Exchange Act of 1934

(Amendment No. 6)*

ICONIX BRAND GROUP INC.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

451055107

(CUSIP Number)

**Cameron Olsen
Unit A, Brook Park East
Shirebrook
NG20 8RY**

United Kingdom
+44 845 1299 289

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

January 13, 2017

(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

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1

Sports Direct International plc

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2(a) "

(b)

3 SEC USE ONLY

SOURCE OF FUNDS

4

WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or

2(e) "

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

SOLE VOTING POWER

NUMBER OF **7**

SHARES

*
SHARED VOTING POWER

BENEFICIALLY **8**

OWNED BY

*
SOLE DISPOSITIVE POWER

EACH

REPORTING **9**

PERSON

*

WITH

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SHARED DISPOSITIVE POWER

10

*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

5,100,000*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES **
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

9.1%*

TYPE OF REPORTING PERSON

14

CO

*Beneficial ownership is disclaimed for both Section 13(d) and Section 16(a) purposes as interests are economic interests held through contracts for differences, the terms of which do not confer voting rights or dispositive power.

The following constitutes Amendment No. 6 (“Amendment No. 6”) to the Schedule 13D filed by the undersigned on January 5, 2016 as amended by Amendment No. 1 thereto filed on January 13, 2016, Amendment No. 2 thereto filed on January 21, 2016, Amendment No. 3 thereto filed on August 11, 2016, Amendment No. 4 thereto filed on August 23, 2016 and Amendment No. 6 thereto filed on November 15, 2016 (the “Schedule 13D”). This Amendment No. 6 amends the Schedule 13D as specifically set forth.

Item 5. Interest in Securities of the Issuer

Item 5 of the Schedule 13D is hereby amended and restated in its entirety as follows:

(a) The Reporting Person has an indirect economic interest in 5,100,000 Shares, representing an 9.09% economic interest in the Shares. Such interest is held through the CFDs with Monecor (London) Limited, trading as ETX Capital, (“ETX Capital”) listed in paragraph (c) of this Item 5.

(b) Pursuant to the CFDs, the Reporting Person does not have the power to vote or direct the vote, or power to dispose or direct the disposition, of any of the Shares and, accordingly, beneficial ownership is disclaimed pursuant to Rules 13d-4 and 16a-1(a)(4) for Section 13(d) and Section 16(a) purposes.

(c) The following table lists each of the purchases and sales by the Reporting Person of CFDs in respect of the Shares during the past 60 days. Each of these CFDs were entered into with ETX Capital and provide that the parties will exchange the difference in the value of the Shares at the time at which the contract is agreed and the time at which it is closed. There were no other transactions effected by the Reporting Person in the Shares or other indirect interests in the Shares during this period.

Date of transaction	Type of transaction	Number of Shares subject to the CFD	Price per Share at the time CFD agreed
14 November 2016	Sale	110,438	990.62
14 November 2016	Sale	100,000	974.80
15 November 2016	Sale	29,829	970.81
16 November 2016	Sale	82,215	967.28
17 November 2016	Sale	187,956	974.26
02 December 2016	Purchase	33,454	886.77
02 December 2016	Purchase	2,500	884.00
09 December 2016	Sale	15,700	968.58
09 December 2016	Sale	17,754	973.53
09 December 2016	Sale	2,500	973.53
22 December 2016	Purchase	2,850	887.83

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23 December 2016	Purchase	28,472	885.75
27 December 2016	Purchase	700	888.00
28 December 2016	Purchase	11,500	885.50
29 December 2016	Purchase	6,650	888.69
30 December 2016	Sale	10,720	951.34
03 January 2017	Sale	2,850	970.71
03 January 2017	Sale	28,472	970.71
03 January 2017	Sale	700	970.71
03 January 2017	Sale	780	970.71
03 January 2017	Sale	6,650	970.71
04 January 2017	Sale	70,953	1,017.52
05 January 2017	Purchase	3,250	937.81
06 January 2017	Purchase	21,848	938.34
06 January 2017	Purchase	250	937.00
09 January 2017	Purchase	20,137	934.85
10 January 2017	Sale	16,982	1,010.35
11 January 2017	Sale	3,155	1,011.78
11 January 2017	Sale	250	1,011.78
11 January 2017	Sale	21,848	1,011.78
11 January 2017	Sale	3,250	1,011.78
11 January 2017	Sale	6,243	1,011.78
12 January 2017	Sale	15,070	1,011.94
12 January 2017	Sale	71,050	1,011.94
13 January 2017	Sale	336,684	1,046.90

(d) Not known.

(e) Not applicable.

SIGNATURE

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, such person hereby certifies that the information set forth in this statement is true, complete and correct.

Dated: January 17, 2017

**Sports Direct International
plc**

**By: Cameron Olsen
its Company Secretary**

**By: /s/ Cameron Olsen
Name: Cameron Olsen
Title: Company Secretary**