

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

XCEL BRANDS, INC.

(Exact name of registrant as specified in its charter)

Delaware

76-0307819

(State of incorporation or organization)

(I.R.S. Employer Identification No.)

475 10th Avenue, 4th floor
New York, NY

10018

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock, \$0.001 par value per share

The NASDAQ Stock Market LLC

Title of each class to be so registered Name of each exchange on which each class is to be registered
Common Stock, \$0.001 par value per share The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: None

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The description of the common stock of XCel Brands, Inc. (the "Registrant"), par value \$0.001 per share (the "Common Stock"), to be registered hereunder is set forth under the caption "Description of Securities" in the prospectus dated July 17, 2015 included in the Registrant's Registration Statement on Form S-1 (File No. 333-202028) (as amended, the "Registration Statement"), and is incorporated by reference in response to this item. Any form of prospectus subsequently filed by the Registrant with the Securities and Exchange Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, that constitutes part of the Registration Statement shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC, and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended, no exhibits are required to be filed with this Form 8-A under the Instructions as to Exhibits with respect to Form 8-A.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: July 30, 2015

XCEL BRANDS, INC.

By: /s/ Robert D'Loren
Name: Robert D'Loren
Title: Chief Executive Officer
