

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): **June 6, 2014**

XCEL BRANDS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-31553
(Commission File Number)

76-0307819
(IRS Employer Identification No.)

475 10th Avenue, 4th Floor, New York, NY
(Address of Principal Executive Offices)

10018
(Zip Code)

(347) 727-2474
(Registrant's Telephone Number, Including Area Code)

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On June 6, 2014, Xcel Brands, Inc. (the “Company”) posted an investor presentation on its website. A copy of the investor presentation is furnished herewith as Exhibit 99.1.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

The furnishing of the information under Item 7.01 in this Current Report on Form 8-K is not intended to, and does not, constitute a determination or admission by the Company (i) that the furnishing of the information in this Item 7.01 is required by Regulation FD, (ii) that the information under Item 7.01 in this Current Report on Form 8-K is material or complete, or (iii) that investors should consider this information before making an investment decision with respect to any security of the Company.

This Form 8-K contains “forward-looking statements” within the meaning of the safe harbor provisions of the federal securities laws. It should be read in conjunction with the ‘Safe Harbor” statement contained in the presentation material and the risk factors included in the Company’s periodic reports filed with the Securities and Exchange Commission that discuss important factors that could cause the Company’s results to differ materially from those anticipated in such forward-looking statements.

Item 9.01 Financial Statement and Exhibits.**(d) Exhibits.**

99.1 Xcel Brands, Inc. Investor Presentation

XCEL

BRANDS

Differentiate By Design

INVESTOR UPDATE

June 2014

SAFE HARBOR

THIS PRESENTATION CONTAINS FORWARD-LOOKING STATEMENTS BASED ON CURRENT EXPECTATIONS, ESTIMATES, AND PROJECTIONS ABOUT THE COMPANY'S OPERATIONS, INDUSTRY, FINANCIAL CONDITION, PERFORMANCE, AND RESULTS OF OPERATIONS. STATEMENTS CONTAINING WORDS SUCH AS "GUIDANCE," "MAY," "BELIEVE," "ANTICIPATE," "EXPECT," "INTEND," "PLAN," "PROJECT," "COULD," "WOULD," "SHOULD," "PROJECTIONS," AND "ESTIMATE," OR SIMILAR EXPRESSIONS CONSTITUTE FORWARD-LOOKING STATEMENTS. IN ADDITION, ANY STATEMENTS THAT REFER TO EXPECTATIONS, PROJECTIONS, OR OTHER CHARACTERIZATIONS OF FUTURE EVENTS OR CIRCUMSTANCES INCLUDING ANY UNDERLYING ASSUMPTIONS ARE FORWARD-LOOKING STATEMENTS. STATEMENTS REGARDING OUR CURRENT EXPECTATIONS ABOUT THE COMPANY'S FUTURE OPERATIONS, FINANCIAL CONDITIONS, PERFORMANCE, SERVICES, AND THE INDUSTRY IN WHICH WE OPERATE ARE FORWARD-LOOKING STATEMENTS THAT ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE DESCRIBED IN THE FORWARD-LOOKING STATEMENTS. MORE INFORMATION ABOUT POTENTIAL RISK FACTORS THAT COULD AFFECT THE COMPANY'S BUSINESS AND ITS FINANCIAL RESULTS ARE INCLUDED IN THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2013. PROJECTIONS ARE PROVIDED BY MANAGEMENT IN THIS PRESENTATION AND ARE BASED ON INFORMATION AVAILABLE TO US AT THIS TIME AND MANAGEMENT EXPECTS THAT INTERNAL PROJECTIONS AND EXPECTATIONS MAY CHANGE OVER TIME.

OUR MISSION:

TO DESIGN AND PRODUCE THE BEST PRODUCTS
FOR OUR FOLLOWERS AND PARTNERS



Differentiate by Design

OUR BUSINESS MODEL IS BUILT FOR TODAY'S NEW SOCIAL ERA



WE ARE A TOTAL OMNICHANNEL COMPANY

OUR BRANDS

ISAAC MIZRAHI
NEW YORK



ISAACMIZRAHILIVE



LizClaiborne
new york



JUDITH RIPKA LTD



JUDITH RIPKA

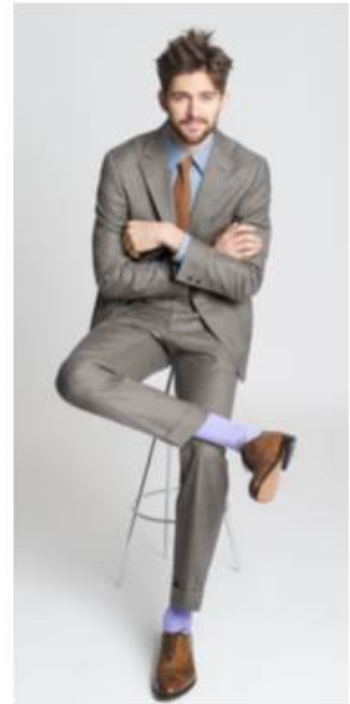


ISAAC MIZRAHI

NEW YORK™



- ✓ 56 Licenses
- ✓ 5 DTR Partnerships
- ✓ 150 Product Categories
- ✓ 1,000+ Better Department Store Doors
- ✓ 3 Lifestyle Stores⁽¹⁾
- ✓ USA, Mexico, Canada, Middle East, Philippines





- ✓ 2 DTR's
- ✓ 30 Product Categories
- ✓ 2 Direct Response TV Networks
- ✓ USA, Canada, UK



- ✓ 1 DTR
- ✓ 20 Product Categories
- ✓ 1 Direct Response TV Network
- ✓ USA, UK

JUDITH RIPKA^{LTD}



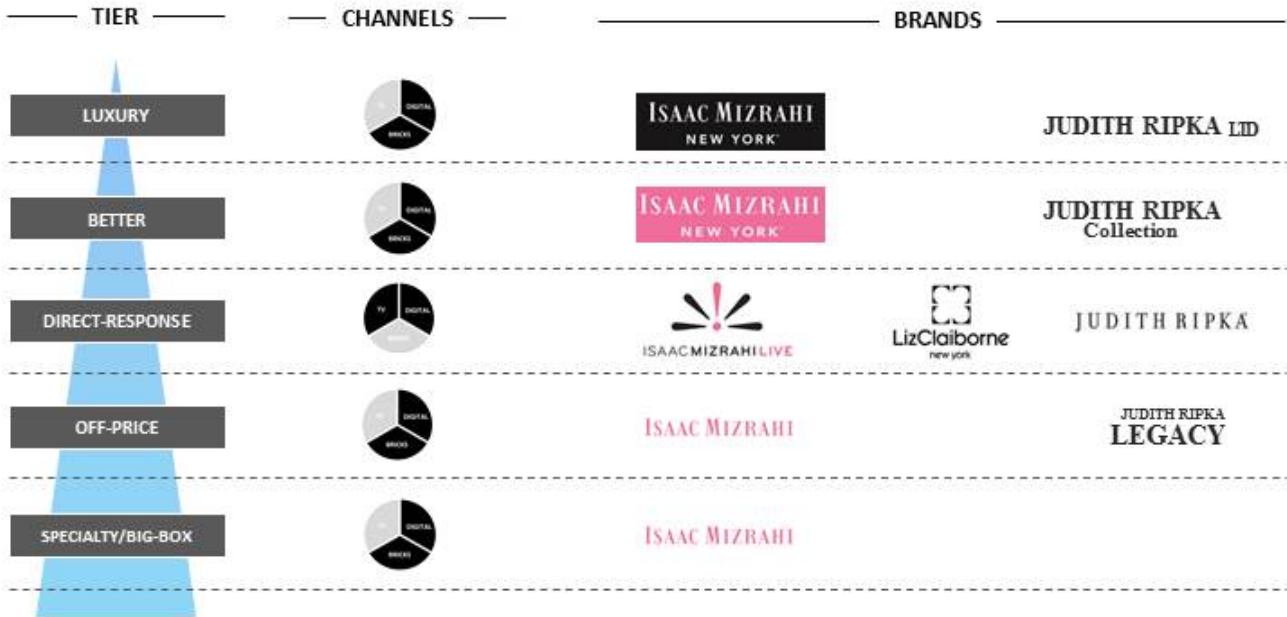
- ✓ 2 Licenses
- ✓ 5 Product Categories
- ✓ Luxury Department Store and Independent Jeweler Distribution
- ✓ 3 Lifestyle Stores⁽¹⁾
- ✓ USA, Russia, Ukraine, Middle East

JUDITH RIPKA



- ✓ 2 DTR's
- ✓ 10 Product Categories
- ✓ 2 Direct Response TV Networks
- ✓ USA, Canada, UK, Italy, Japan

DIVERSIFIED OMNICHANNEL DISTRIBUTION

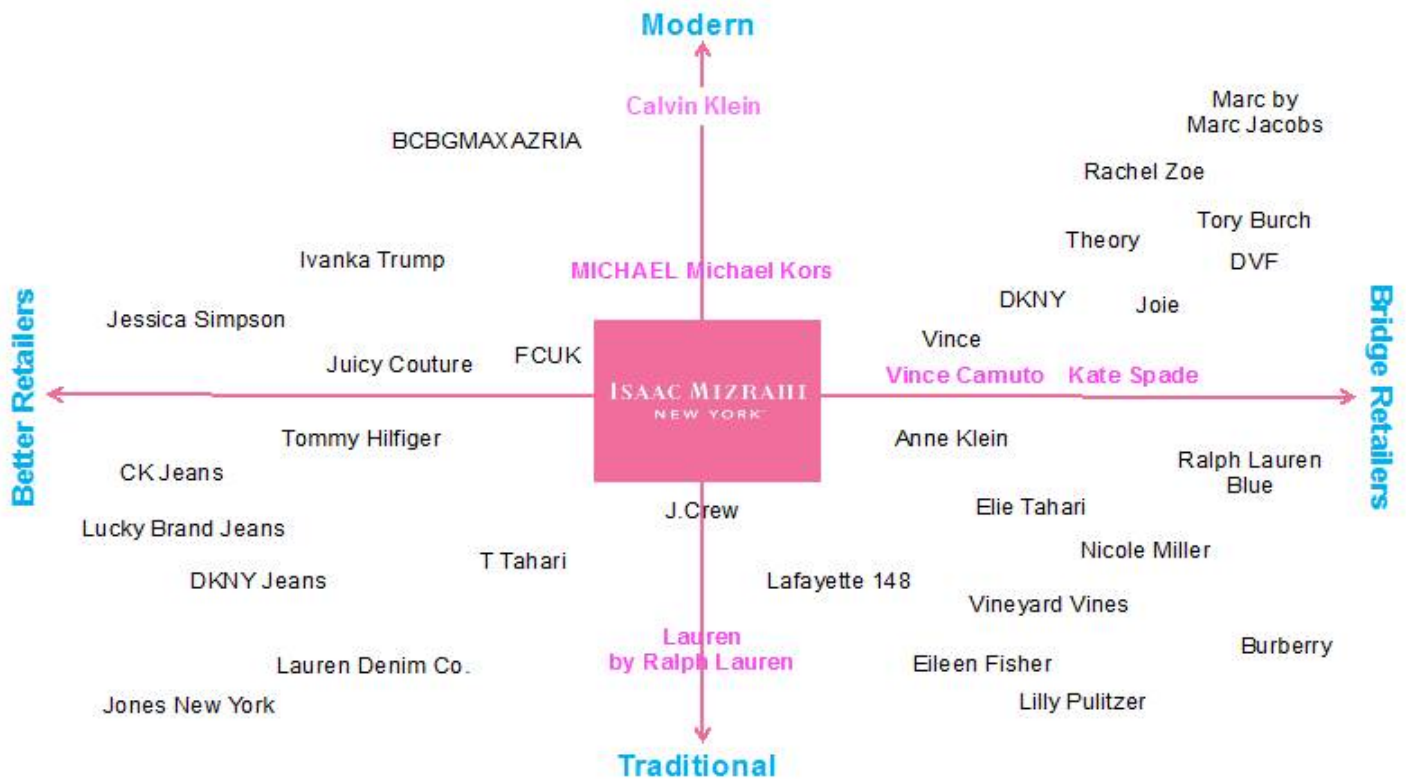


GLOBAL EXPANSION ON DIRECT-RESPONSE TV

NORTH AMERICA		EUROPE				ASIA	
USA	CANADA	UK	GERMANY	ITALY	FRANCE	JAPAN	CHINA
							
			 (Est. 2015)	 (Planned 2015)	 (Est. 2015/2016)	 (Est. 2015/2016)	 (Planned 2015)
				 (Est. 2015)	 (Est. 2015)		
JUDITH RIPKA	JUDITH RIPKA	JUDITH RIPKA	JUDITH RIPKA (Est. 2015/2016)	JUDITH RIPKA (Planned 2015)	JUDITH RIPKA (Est. 2015/2016)	JUDITH RIPKA (Planned 2015)	JUDITH RIPKA (Est. 2015/2016)

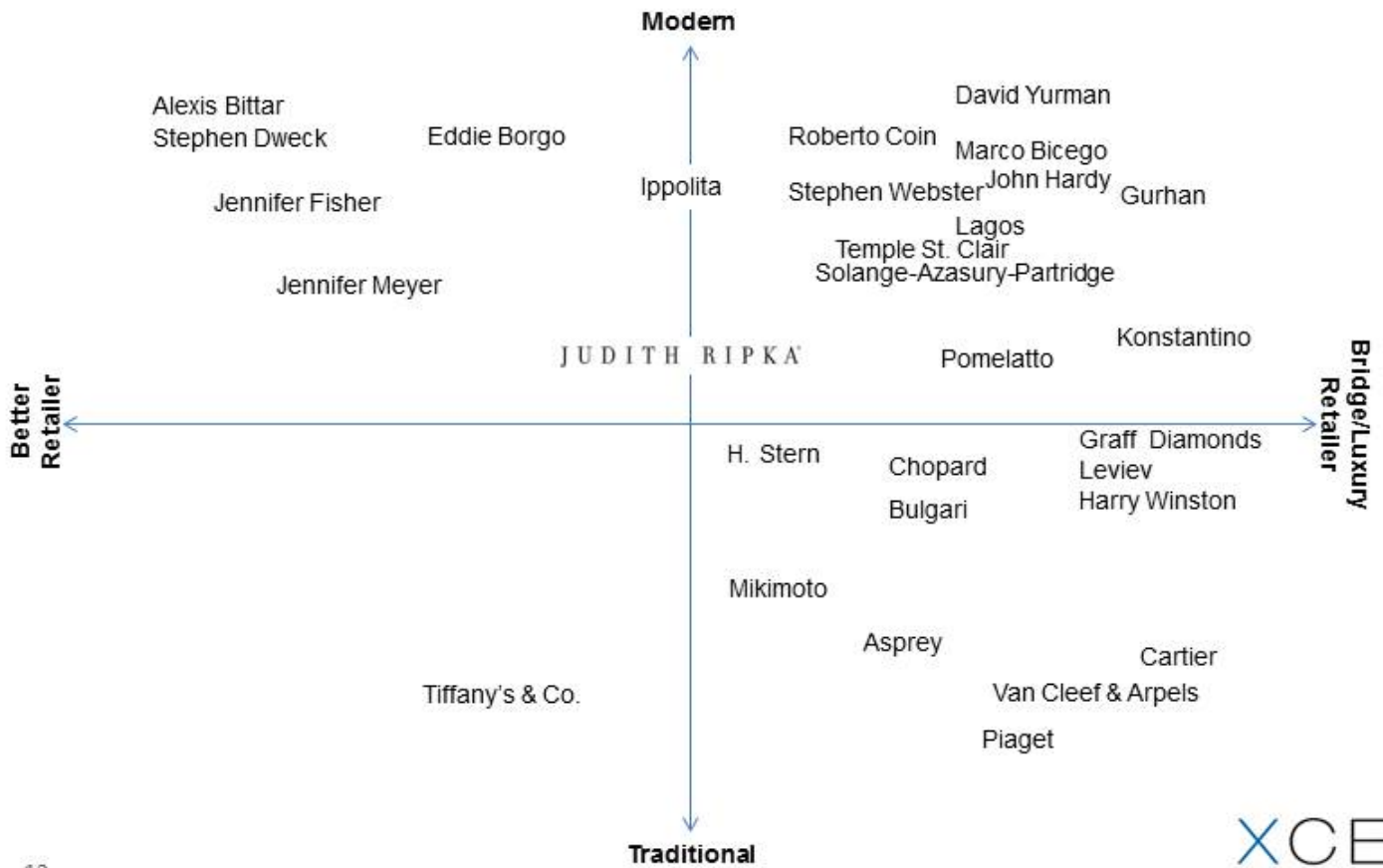
BETTER RETAIL BRAND POSITIONING

ISAAC MIZRAHI NEW YORK



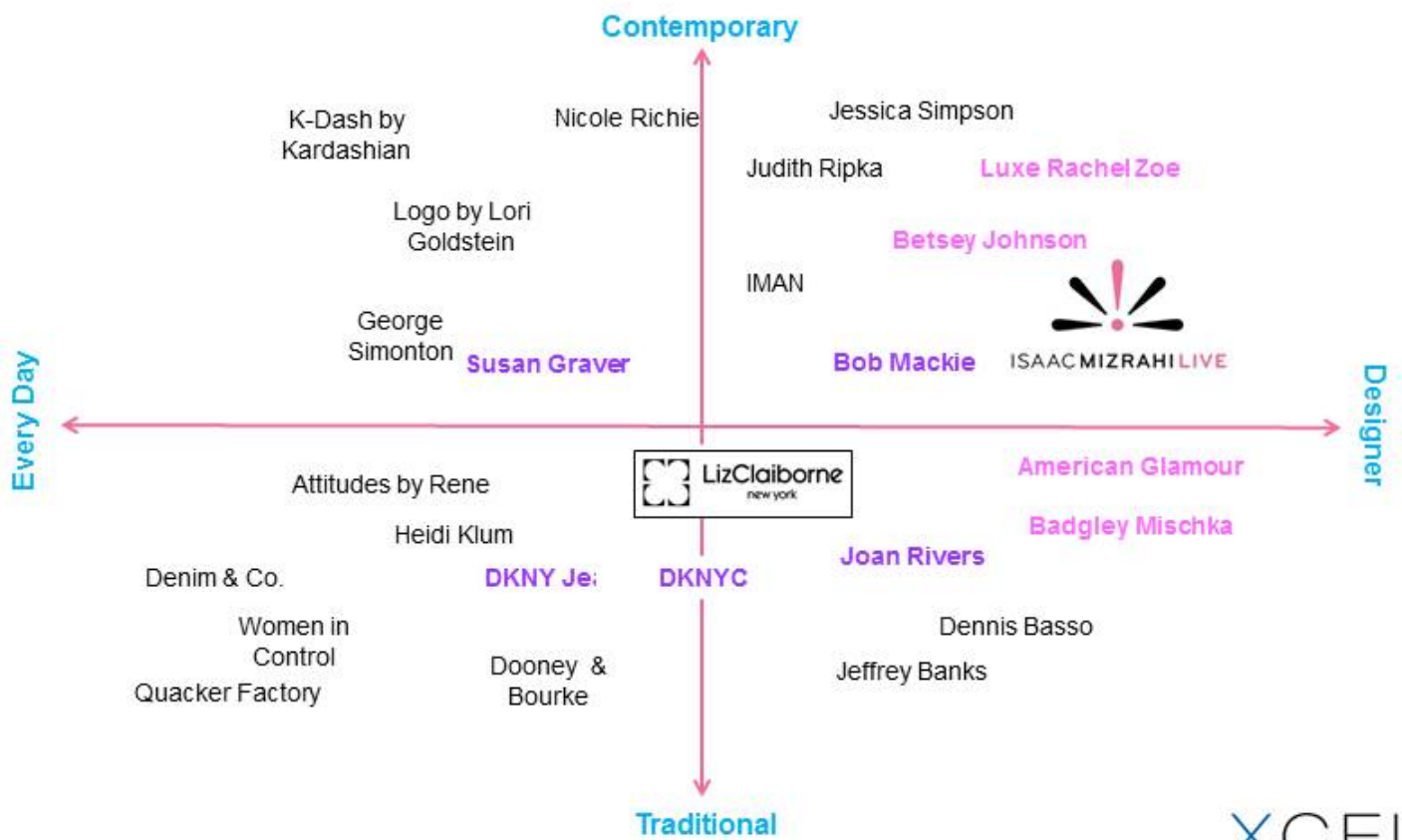
BETTER RETAIL BRAND POSITIONING

JUDITH RIPKA LTD



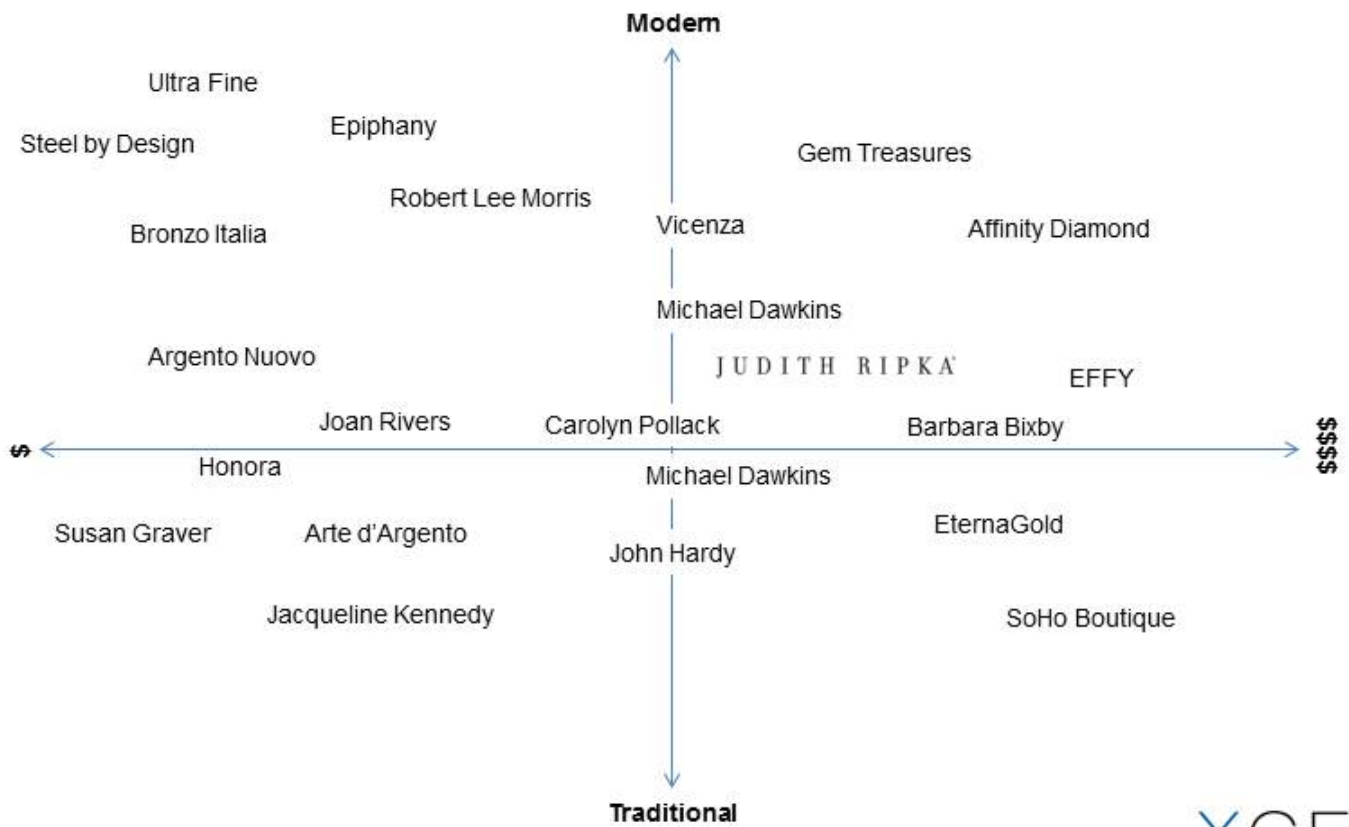
DIRECT-RESPONSE TV BRAND POSITIONING

ISAACMIZRAHILIVE AND LIZ CLAIBORNE NEW YORK



DIRECT-RESPONSE TV BRAND POSITIONING

JUDITH RIPKA



KEY GROWTH OPPORTUNITIES:

Grow Existing Business

Category Extensions

Direct-to-Consumer (Retail)

Acquisitions

KEY GROWTH OPPORTUNITIES:

Grow Existing Business

Category Extensions

Direct-to-Consumer (Retail)

Acquisitions

GROW EXISTING BUSINESS

DIRECT-RESPONSE TV IS A STRONG AND GROWING DISTRIBUTION CHANNEL WITH EXTRAORDINARY CUSTOMER ENGAGEMENT

▪ Key Strategies:

- ✓ Continue to Increase Productivity
- ✓ Launch New Categories
- ✓ Expand Geographies
- ✓ Increase On-Air Hours
- ✓ Increase % of Online Sales
- ✓ Engage direct-response TV customers



GROW EXISTING BUSINESS

ISAAC MIZRAHI NEW YORK AND JUDITH RIPKA LTD

▪ Key Strategies:

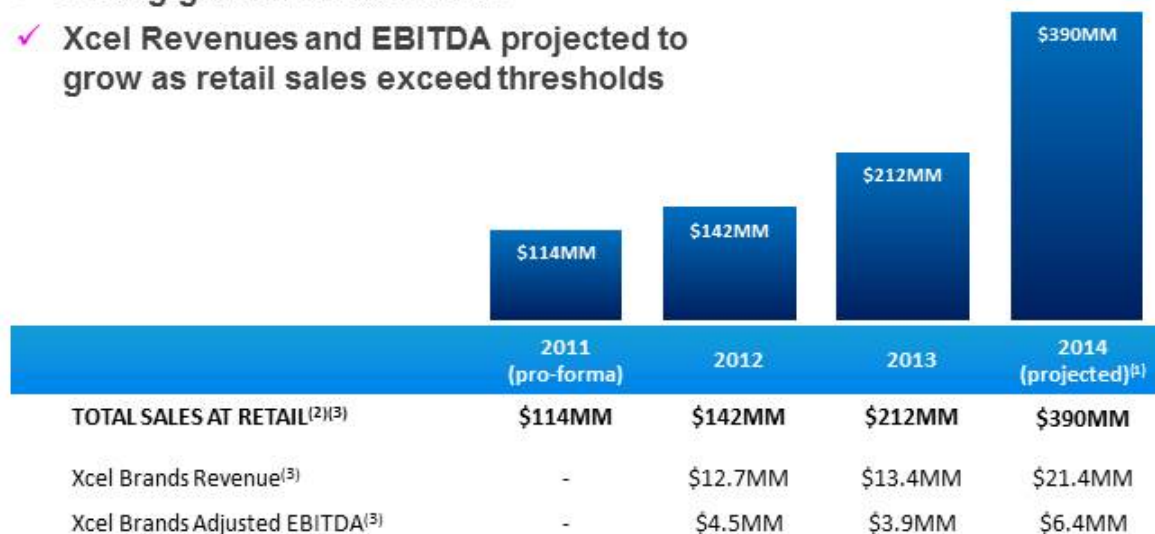
- ✓ **Grow distribution of existing categories (stores and doors)**
- ✓ **Continue to bring signed licensed categories to market**
- ✓ **Enter into licenses for new categories**
- ✓ **Enter into international license and distribution agreements**



GROWTH IN EXISTING BUSINESS

RETAIL SALES SCORECARD

- ✓ Strong growth in retail sales
- ✓ Xcel Revenues and EBITDA projected to grow as retail sales exceed thresholds



(1) Projections for 2014 are preliminary based on certain growth assumptions and are subject to change.

(2) Gross sales including interactive and wholesale licensees. Wholesale retail sales are estimated based on 2x net wholesale sales.

(3) Figures include Judith Ripka as of the acquisition date by Xcel (April 3, 2014); figures prior to this date exclude Judith Ripka.

KEY GROWTH OPPORTUNITIES:

Grow Existing Business

Category Extensions

Direct-to-Consumer (Retail)

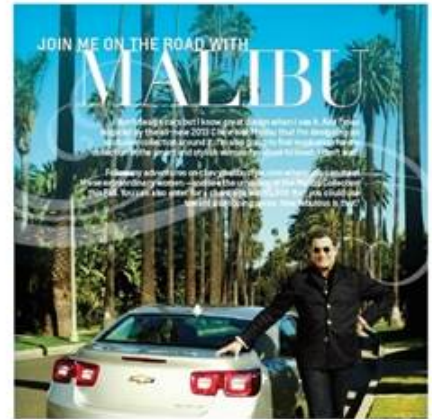
Acquisitions

CATEGORY EXTENSIONS

DIRECT-TO-RETAIL AND PROMOTIONAL OPPORTUNITIES

▪ Key Strategies:

- ✓ Sign new Direct-to-Retail (“DTR”) Partnerships with retailers in key categories
- ✓ Sign new partnership/spokesperson deals for our designers/celebrities
- ✓ DTR licenses and partnership/spokesperson deals leverage our reach via Direct-Response TV, social media, and other media to grow businesses with our DTR and promotional partners

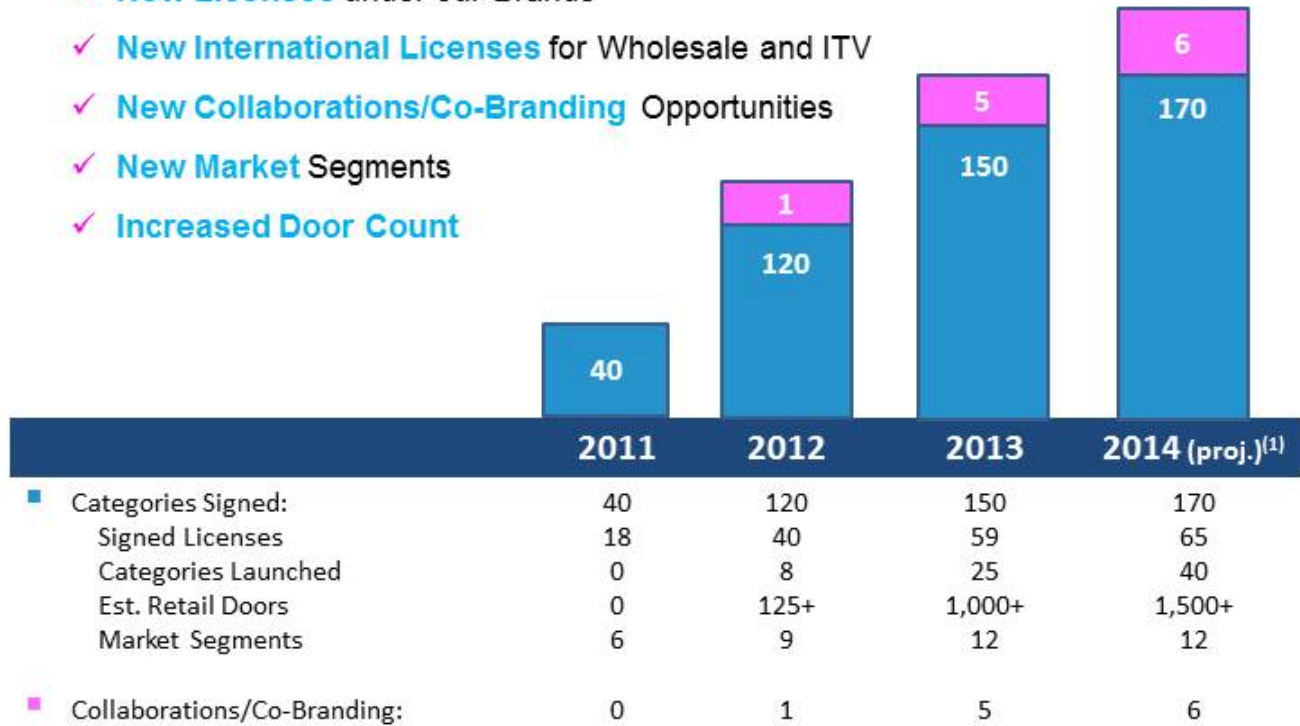


XCEL
BRANDS
Differentiate By Design

CATEGORY EXTENSIONS

OPERATING METRICS SCORECARD

- ✓ **New Licenses** under our Brands
- ✓ **New International Licenses** for Wholesale and ITV
- ✓ **New Collaborations/Co-Branding** Opportunities
- ✓ **New Market Segments**
- ✓ **Increased Door Count**



⁽¹⁾ Figures include Judith Ripka as of the acquisition date by Xcel (April 3, 2014); figures prior to this date exclude Judith Ripka.

KEY GROWTH OPPORTUNITIES:

Grow Existing Business

Category Extensions

Direct-to-Consumer (Retail)

Acquisitions

DIRECT-TO-CONSUMER DISTRIBUTION

▪ Key Strategies:

- ✓ Retail stores opened under the Isaac Mizrahi New York Brand (1st store opened May 2013, 2nd store opened February 2014)
- ✓ E-commerce for IMNY launched May 2014
- ✓ E-commerce for Judith Ripka LTD acquired April 2014; 2 additional Judith Ripka LTD retail stores currently operated under license
- ✓ Up to 6 additional stores planned for 2014



KEY GROWTH OPPORTUNITIES:

Grow Existing Business

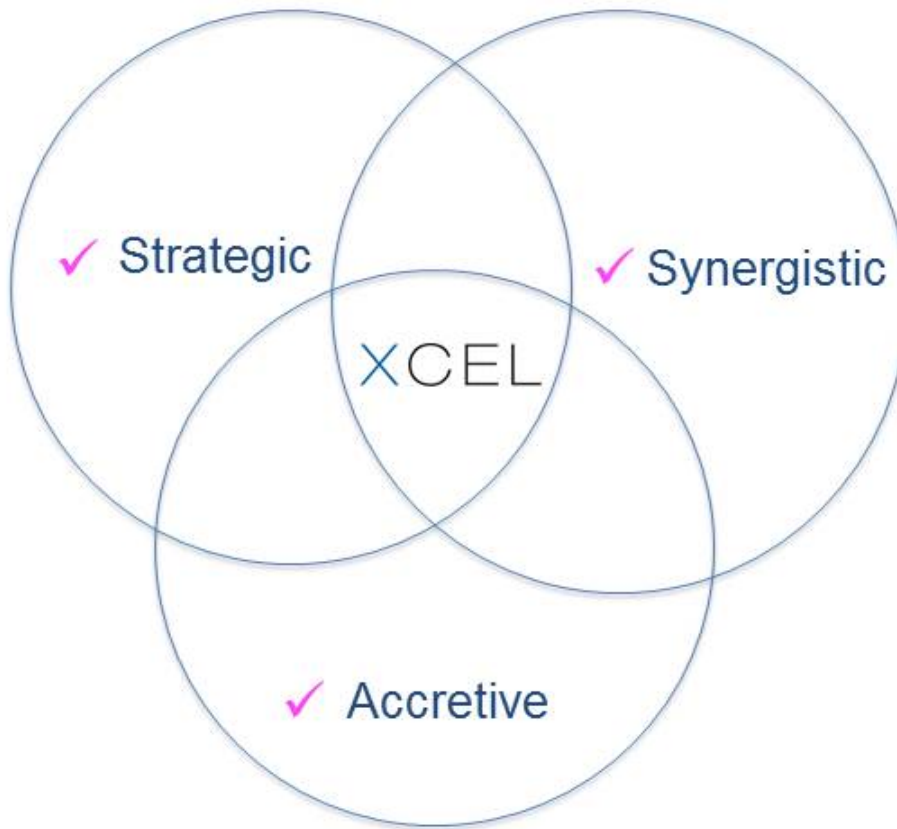
Category Extensions

Direct-to-Consumer (Retail)

Acquisitions

ACQUISITIONS - GATES

MUST MEET ALL OF THE FOLLOWING CRITERIA TO BE CONSIDERED:



POSITIONED FOR THE FUTURE

We Believe:

The **Way People Shop** will continue to **Change**

The **Acceleration of Change** will continue to increase

The **Way We Need to Reach our Customers** will continue to **Change**

Our focus on **Design** and **OmniChannel** distribution in this **New Social** Era positions us well to benefit from the **Changes** that are **Coming**

We Know:

One Thing remains **Constant** –

Sales and customer satisfaction are achieved through great products!



APPENDIX A - NON-GAAP FINANCIAL INFORMATION

Statements included in the presentation include non-GAAP measures and should be read along with the accompanying tables which provide a reconciliation of non-GAAP measures to GAAP measures. Adjusted EBITDA is a non-GAAP measure and excludes interest, income taxes, depreciation and amortization expenses, and other oncash expense including stock-based compensation, gain on reduction of contingent obligations and gain loss on extinguishment of debt, from net income. Management believes that these non-GAAP measures provide additional useful information to allow readers to compare the financial results between periods. Non-GAAP measures should not be considered as an alternative to any measure of performance or financial condition as promulgated under GAAP, and investors should consider the company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the company. Non-GAAP measures have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for analysis of the company's results or financial condition as reported under GAAP.

A reconciliation of Net Income to Adjusted EBITDA is included in Item 7 of the Company's 10K filing made as of April 11, 2014.

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June 2014