

**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): April 24, 2026**

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

<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-37527</b> (Commission File Number)	<b>76-0307819</b> (IRS Employer Identification No.)
<b>550 Seventh Avenue, 11th Floor, New York, New York</b> (Address of Principal Executive Offices)		<b>10018</b> (Zip Code)
<b>Registrant's telephone number, including area code (347) 727-2474</b>		
<b>Not Applicable</b> (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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	XELB	NASDAQ Global Select Market

### **Item 1.01 Entry Into a Material Definitive Agreement**

On April 24, 2026, Xcel Brands, Inc. (the “Company”), Xcel IP Holdings, LLC a wholly-owned subsidiary of the Company (“IP Holdings”) and JR Licensing, LLC, a wholly-owned subsidiary of IP Holdings (“JR Licensing and, collectively, the “Xcel Parties”), entered into an asset purchase agreement with Judith Ripka Designs, LLC (“the Buyer”) with respect to the sale by the Xcel Parties to the Buyer of substantially all of the assets of JR Licensing, including the “Judith Ripka” brand name and trademarks. The terms of the sale included a \$2.3 million cash payment at closing and up to an additional \$0.75 million of contingent consideration.

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**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 hereunto duly authorized.

**XCEL BRANDS, INC.**

(Registrant)

By: /s/ James F. Haran

Name: James F. Haran

Title: Chief Financial Officer

Date: April 30, 2026

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