

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): **May 15, 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 3.02 Unregistered Sales of Equity Securities.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 15, 2014, pursuant to a resolution (the “Consent”) of the Compensation Committee of Xcel Brands, Inc. (the “Company”), the Company granted to the following executive officers (the “Executive Grantees”) of the Company the number of shares of restricted Common Stock of the Company (the “Restricted Stock”) set forth opposite each person’s name:

<u>Name</u>	<u>Number of Shares of Restricted Stock</u>
Robert W. D’Loren	350,000
James F. Haran	75,000
Seth Burroughs	50,000

In addition, the Company granted to Giuseppe Falco an option (the “Option”) to purchase 50,000 shares of Common Stock at an exercise price of \$7.50 per share.

The Restricted Stock and Option vest as to 50% of the shares on each of May 31, 2015 and May 31, 2016, provided, however, that the Executive Grantee may extend each vesting date one or more times, as to all or a portion of the shares, by six-month increments in his sole discretion. Upon vesting, the Option is exercisable until May 15, 2019.

The grants by the Company of Restricted Stock and Option were made pursuant to the Company’s 2011 Equity Incentive Plan (the “Plan”) and as such, no consideration was paid therefor by either the Executive Grantees. Each grant of Restricted Stock was made pursuant to a Restricted Stock Award Agreement, in each case, entered into by and between the Company and the respective grantee. The grant of the Option was made pursuant to a Stock Option Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

XCEL BRANDS, INC.

By: /s/ James F. Haran
Name: James F. Haran
Title: Chief Financial Officer

Date: May 19, 2014
