

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

FORM 12b-25  
NOTIFICATION OF LATE FILING

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: **September 30, 2012**

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

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**PART I — REGISTRANT INFORMATION**

**Xcel Brands, Inc.**

Full Name of Registrant

**475 10th Avenue, 4<sup>th</sup> Floor**

Address of Principal Executive Office (*Street and Number*)

**New York, NY 10018**

City, State and Zip Code

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## PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

## PART III — NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period.

The Registrant is in the process of preparing and reviewing its financial information. The process of compiling and disseminating the information required to be included in the Form 10-Q for the relevant fiscal quarter, as well as the completion of the required review of the Registrant's financial information, could not be completed without incurring undue hardship and expense. The Registrant undertakes the responsibility to file such quarterly report no later than five days after its original due date.

## PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

James Harran 347- 727-2474  
(Name) (Area Code) (Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed. If answer is no, identify report(s).  
Yes  No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

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**Xcel Brands, Inc.**

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 15, 2012

By: /s/James Haran  
James Haran  
Chief Financial Officer

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Attachment to Form 12b-25  
of Xcel Brands, Inc.

Based on preliminary unaudited results of operations, the Registrant anticipates that it will report an increase in revenue to approximately \$3,725,000 for the three months ended September 30, 2012 from approximately \$3,000,000 for the three month period ended September 30, 2011 (on an unaudited pro forma basis aggregating the results of the Company's predecessor for the period from July 1, 2011 through September 28, 2011 and the results of the Company for the period from September 29, 2011 through September 30, 2011). Based on preliminary unaudited results of operations, the Registrant anticipates that it will report a (loss) before income taxes of approximately \$974,000, for the pro forma three month period ended September 30, 2011 compared to a (loss) before income taxes of \$1,206,000.

This Form 12b-25 contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, and Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements are generally identifiable by use of the words "may," "will," "should," "expect," "anticipate," "intend," "plan," "believe," "estimate," "project," and similar expressions. These statements reflect the Registrant's current expectations and are based upon information presently available to the Registrant and assumptions that it believes to be reasonable. The Registrant does not assume any duty to update these statements should such information change or should it no longer believe the assumptions to be reasonable. Actual results may differ from those set forth in the forward-looking statements. These forward-looking statements involve certain risks and uncertainties that are subject to change based on various factors.

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