

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>DiSanto Mark</u>  (Last) (First) (Middle) <u>C/O XCEL BRANDS, INC.</u> <u>475 10TH AVENUE, 4TH FLOOR</u>  (Street) <u>NEW YORK NY 10018</u>  (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>09/29/2011</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>XCel Brands, Inc. [ NFBH ]</u>  <b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>25,000</u>	<u>I</u>	<u>See Footnote<sup>(1)</sup></u>

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Options</u>	<u>(2)</u>	<u>10/17/2016</u>	<u>Common Stock</u>	<u>5</u>	<u>D</u>	
<u>Warrants</u>	<u>09/29/2011</u>	<u>09/29/2016</u>	<u>Common Stock</u>	<u>0.01</u>	<u>I</u>	<u>See Footnote<sup>(3)</sup></u>

**Explanation of Responses:**

1. Represents shares held by the Mark X. DiSanto Investment Trust, of which Mr. DiSanto is trustee, and as to which Mr. DiSanto has sole voting and dispositive power.
2. Exercisable as to 16,667 shares on October 17, 2011, 16,667 shares on October 17, 2012 and 16,666 shares on October 17, 2013.
3. Represents warrants held by the Mark X. DiSanto Investment Trust, of which Mr. DiSanto is trustee, and as to which Mr. DiSanto has sole voting and dispositive power.

/s/ Mark DiSanto                      10/19/2011

\*\* Signature of Reporting Person                      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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