
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
Schedule 14A**

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)**

Filed by the Registrant
Filed by party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 Soliciting Material under Section 240.14a-12

Xcel Brands, Inc.

Name of Registrant as Specified in Its Charter

(Name of Person(s) Filing Proxy Statement if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No Fee Required
 Fee paid previously with preliminary materials.
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11.
-
-



Your **Vote** Counts!

XCEL BRANDS, INC.

2024 Annual Meeting

Vote by December 09, 2024

11:59 PM ET



Hextone, Inc.
P.O. Box 9142
Farmingdale, NY 11735

Ricky Campana
P.O. Box 123456
Suite 500
51 Mercedes Way
Edgewood, NY 11717

1 OF 2
322,224
148,294

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FLASHID-JOB#

You invested in XCEL BRANDS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the shareholder meeting to be held on December 10, 2024.**

Get informed before you vote

View the Form 10-K, Notice & Proxy Statement online OR you can receive a free paper or email copy of the material(s) by requesting prior to November 26, 2024. If you would like to request a copy of the material(s) for this and/or future shareholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

XXXX XXXX XXXX XXXX



Smartphone users
Point your camera here and vote without entering a control number



Vote by Mail
Submit with your prepaid envelope



Vote by Phone
800-690-6903



Vote in Person at the Meeting*
December 10, 2024
9:00 AM EST

x

*If you choose to vote these shares in person at the meeting, you must request a "legal proxy." To do so, please follow the instructions at www.ProxyVote.com or request a paper copy of the materials, which will contain the appropriate instructions. Please check the meeting materials for any special requirements for meeting attendance.

This is an overview of the proposals being presented at the upcoming shareholder meeting. Please follow the instructions on the reverse side to vote these important matters.

XCEL BRANDS, INC.
 2024 Annual Meeting
 Vote by December 09, 2024
 11:59 PM ET

Check this box if you plan to attend the meeting and vote your shares. To ensure entry, you should review the meeting attendance requirements in the proxy statement.

Voting Items	Board Recommendations	Voting Options		
1. Election of Directors Nominees:		For	Against	Abstain
1A Robert W. DLoren	☑For	0	0	0
1B Mark DiSanto	☑For	0	0	0
1C James D Fielding	☑For	0	0	0
1D Howard Liebman	☑For	0	0	0
1E Deborah Weinswig	☑For	0	0	0
2 To approve, on a non-binding basis, the compensation of our named executive officers as described in the proxy statement	☑For	0	0	0
3 To approve, on a non-binding advisory basis, the frequency of future advisory votes on the compensation of our named executive officers	3 Years	1 Year	2 Years	3 Years
		0	0	0
4 To Ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024	☑For	0	0	0
NOTE: Such other business as may properly come before the meeting or any adjournment thereof.				

Under New York Stock Exchange rules, brokers may vote "routine" matters at their discretion if your voting instructions are not communicated to us at least 10 days before the meeting. **We will nevertheless follow your instructions, even if the broker's discretionary vote has already been given, provided your instructions are received prior to the meeting date.**

 Signature Date

FLASHID-JOB#

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 148,294