FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington, D.C. 20549

OMB APPROVAL									
OMB Number	3235-029								

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

1. Name and Address of Reporting Person* <u>DWECK JACK</u>					2. Issuer Name and Ticker or Trading Symbol XCel Brands, Inc. [XELB]								(Ch	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner				
(Fir	st) (Middle)			3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013							Officer (give tit below)					er (specify w)	
.E				4. If Amendment, Date of Original Filed (Month/Day/Year)								Line	Individual or Joint/Group Filing (Check Applicable ne) X Form filed by One Reporting Person Form filed by More than One Reporting Person					
	Tabl	e I - No	on-Deriv	ative	Sec	uritie	s Ac	quired	l, Dis	sposed o	f, or E	enefi	cial	ly Owne	ed			
Date			Date	h/Day/Year) if		2A. Deemed Execution Date, if any (Month/Day/Year)		Transaction I					and Securities Beneficially Owned Following		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
								Code	v	Amount	(A) o (D)	Pric	e:e	Transact	ion(s)			(111501. 4)
Common Stock 12/			12/09/2	2013	013			S		62,500	D	4	64	107,589		I		By Slocum & Worth, LLC
Common Stock														260	,000		I	By Earthbound LLC
Common Stock													20,000		D			
	Та	ble II -												Owned				
Derivative Conversion Date Executity Or Exercise (Month/Day/Year) if an				on Date, Transac Code (In				Expirati	ion Da	e Amount of Securities Underlying Derivative Security (Instr. : and 4)		Derivative Security (Instr. 5)		derivative Securities Beneficially Owned Following Reported		Form: Direct (D) or Indirect	Beneficial Ownership (Instr. 4)	
to to to	(Fir AY E NY E (Statement of the statement of the state	(First) (AY E NY (State) (Table surity (Instr. 3) Ock Ock Ock Table surity (Instr. 3) Ock Ock Ock Ock Onversion on onversion on onversion onversion on onversion on onversion on onversion on onversion on onversion on onversion	(First) (Middle) AY E NY 10804 (State) (Zip) Table I - Note that the state of t	(First) (Middle) AY E NY 10804 (State) (Zip) Table I - Non-Derive (Month/Date) Ock Table II - Derivat (e.g., pt. are Exercise rice of erivative ecurity (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year)	(First) (Middle) 3. D 12/0 4. If I 10804 Table I - Non-Derivative Furity (Instr. 3) 2. Transaction Date (Month/Day/Year) Oock Table II - Derivative Si (e.g., puts, c I 2. Transaction Date (Month/Day/Year) Onversion o	(First) (Middle) 3. Date of 12/09/20 4. 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Transaction Date (A) or Disposed of, or Beneficially (A) or Disposed of (D) (Instr. 3, 4 and 5) 7. Title and Expiration Date (Month/Day/Year) 8. Date Exercisable and Expiration Date (Month/Day/	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner Security (Instr. 3) 2	(First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/09/2013 4. If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned Execution Date, (Month/Day/Year) (Month/Day/Year) 12/09/2013 2. Transaction Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) 2. Transaction Date, (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) 3. Transaction (Month/Day/Year) 4. Securities Acquired (A) or place (Month/Day/Year) 4. Se	(First) (Middle) 3. 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If Amendment, Date of Original Filed (Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned (State) (Zip) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Month/Day/Year) (State) (Zip) (State) (Zip) Table II - Non-Derivative Securities Acquired, Disposed of (N) (Instr. 3, 4 and 5) (State) (Zip) Table II - Non-Derivative Securities Acquired, Disposed of (N) (Instr. 3, 4 and 5) (State) (Zip) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 3, 4 and 5) (State) (Zip) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 3, 4 and 4) (State) (Zip) Table II - Non-Derivative Securities Acquired, Disposed of (N) (Instr. 3, 4 and 5) (State) (Zip) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired, Disposed of (N) (Instr. 4) Table II - Derivative Securities Acquired (N) or Instruction (N) (Instr. 4) Table II - Derivative Securities Acquired (N)

Explanation of Responses:

/s/ Jack Dweck

12/09/2013

** Signature of Reporting Person Date

Signature of Reporting Fersor

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

- * If the form is filed by more than one reporting person, see Instruction 4 (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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.