

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): **March 27, 2012**

**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))

**Item 7.01 Regulation FD Disclosure.**

Xcel Brands, Inc. (the “Company”) has made available an investor powerpoint presentation on the Company’s website, [www.xcelbrands.com](http://www.xcelbrands.com), at the Investor Relations section.

The information furnished pursuant to Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities under that Section, and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

The furnishing of the information under Item 7.01 in this Current Report on Form 8-K is not intended to, and does not, constitute a determination or admission by the Company (i) that the furnishing of the information in this Item 7.01 is required by Regulation FD, (ii) that the information under Item 7.01 in this Current Report on Form 8-K is material or complete, or (iii) that investors should consider this information before making an investment decision with respect to any security of the Company.

This Form 8-K contains “forward-looking statements” within the meaning of the safe harbor provisions of the federal securities laws. It should be read in conjunction with the ‘Safe Harbor Statement’ contained in the presentation material and the risk factors included in the Company’s periodic reports filed with the Securities and Exchange Commission, that discuss important factors that could cause the Company’s results to differ materially from those anticipated in such forward-looking statements.

*Use of our Website to Distribute Material Company Information*

Our company website address is [www.xcelbrands.com](http://www.xcelbrands.com), which we use as a channel of distribution for important company information. Important information, including press releases, analyst presentations and financial information regarding our company is posted and accessible on the “Investor Relations” subpage of our website.

**Item 9.01 Financial Statement and Exhibits.**

**(d) Exhibits.**

99.1 Xcel Brands, Inc. Powerpoint Presentation

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**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 thereunto duly authorized.

XCEL BRANDS, INC.  
(Registrant)

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

Date: March 27, 2012

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## Safe Harbor

THIS PRESENTATION CONTAINS FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF THE "SAFE HARBOR" PROVISIONS OF THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995, AS AMENDED, BASED ON CURRENT EXPECTATIONS, ESTIMATES, AND PROJECTIONS ABOUT THE COMPANY'S OPERATIONS, INDUSTRY, FINANCIAL CONDITION, PERFORMANCE, AND RESULTS OF OPERATIONS. STATEMENTS CONTAINING WORDS SUCH AS "GUIDANCE," "MAY," "BELIEVE," "ANTICIPATE," "EXPECT," "INTEND," "PLAN," "PROJECT," "COULD," "WOULD," "SHOULD," "PROJECTIONS," AND "ESTIMATE," OR SIMILAR EXPRESSIONS CONSTITUTE FORWARD-LOOKING STATEMENTS. IN ADDITION, ANY STATEMENTS THAT REFER TO EXPECTATIONS, PROJECTIONS, OR OTHER CHARACTERIZATIONS OF FUTURE EVENTS OR CIRCUMSTANCES -- INCLUDING ANY UNDERLYING ASSUMPTIONS -- ARE FORWARD-LOOKING STATEMENTS. STATEMENTS REGARDING OUR CURRENT EXPECTATIONS ABOUT THE COMPANY'S FUTURE OPERATIONS, FINANCIAL CONDITIONS, PERFORMANCE, SERVICES, AND THE INDUSTRY IN WHICH WE OPERATE ARE FORWARD-LOOKING STATEMENTS THAT ARE SUBJECT TO A NUMBER OF RISKS AND UNCERTAINTIES THAT COULD CAUSE ACTUAL RESULTS TO DIFFER MATERIALLY FROM THOSE DESCRIBED IN THE FORWARD-LOOKING STATEMENTS. MORE INFORMATION ABOUT POTENTIAL RISK FACTORS THAT COULD AFFECT THE COMPANY'S BUSINESS AND ITS FINANCIAL RESULTS ARE INCLUDED IN THE COMPANY'S ANNUAL REPORT ON FORM 10-K FOR THE YEAR ENDED DECEMBER 31, 2011. PROJECTIONS ARE PROVIDED BY MANAGEMENT IN THIS PRESENTATION AND ARE BASED ON INFORMATION AVAILABLE TO US AT THIS TIME AND MANAGEMENT EXPECTS THAT INTERNAL PROJECTIONS AND EXPECTATIONS MAY CHANGE OVER TIME.





## **OUR MISSION:**

**TO DESIGN AND PRODUCE THE BEST PRODUCTS  
FOR OUR FOLLOWERS AND PARTNERS.**

## **OUR VALUES:**

**BE OPEN AND HONEST**

**LISTEN TO OUR FOLLOWERS AND PARTNERS**

**COLLABERATE FAIRLY TO WIN**

**GROW THROUGH THE TWO SECOND ADVANTAGE**

**FOSTER THE TEAM**

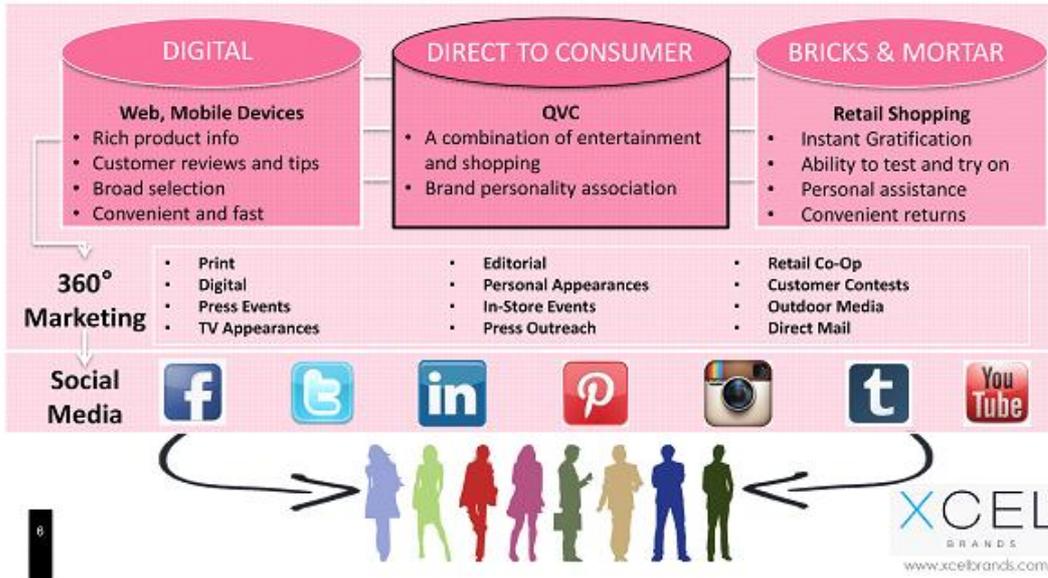
## Overview of Xcel Brands, Inc. (XELB)

- **Xcel Brands, Inc.** (OTQB:XELB) (“Xcel” or the “Company”), owns, licenses, designs, and markets dynamic brands through an Omnichannel retail sales strategy.
- Xcel is a **leader and innovator in Omnichannel retail sales**, which includes the distribution, marketing, and sale of products across various distribution channels including (i) bricks and mortar, (ii) Internet/digital, and (iii) direct-response television.
- The Company currently owns the **Isaac Mizrahi** brands including “Isaac Mizrahi New York”, “Isaac Mizrahi”, “Isaac Mizrahi Jeans”, and “IsaacMizrahiLIVE”. Isaac Mizrahi is a media star and award winning designer with broad consumer recognition. The brand is currently a leading brand on **QVC**, which is the world’s largest direct-response television company.
- Xcel has launched the Isaac Mizrahi brands in better department stores and Internet retail channels with product in stores starting in Fall 2012 through **best-in-class license and retail partners**.
- Xcel has a **groundbreaking relationship with QVC** whereby QVC allows for the promotion of products sold in bricks and mortar retail stores under the Isaac Mizrahi brands on QVC’s television programs which reach 90 million viewers.
- By guiding and working with its licensing partners as well as its **in-house design and marketing teams**, the Company maintains control over the quality and promotion of products under its brands while limiting its exposure to inventory or manufacturing risks.



# Omnichannel Retailing and 360° Marketing

- Xcel Brands is a leader and innovator in **OMNICHANNEL RETAIL SALES** and **360° MARKETING**.
  - By connecting retail distribution channels (Internet/digital, direct-response television, and bricks and mortar retailers), Xcel is able to serve its followers at every sales touch point and engages them in 360° marketing through social media to build our brands.



## Business Growth – Isaac Mizrahi

- When Xcel went public in September 2011, Isaac Mizrahi was primarily sold at QVC under the IsaacMizrahiLIVE! Brand.
- Since Xcel's management team took over the Isaac Mizrahi brand, we have signed **23** new licenses for the "Isaac Mizrahi" brand representing over 50 categories:

### FOOTWEAR/APPAREL

- Denim Collection
- Footwear
- Intimates and Shapewear
- Outerwear
- Bridal Dresses and Accessories
- Infant Apparel
- Mens' shirts and ties

### ACCESSORIES

- Handbags, Luggage, Backpacks
- Light luggage
- Small Leather Goods
- Timepieces
- Eyewear and Sunwear
- Fragrance, Bath & Body
- Costume Jewelry
- Fine Jewelry
- Audio Products (headphones, ear buds)
- Electronic device cases
- Phone and i-pod/i-pad chargers, USB Storage
- Travel accessories
- Music Compilations

### HOME

- Dinnerware, Cutlery, Kitchen Gadgets
- Bedding and Bath
- Window Treatments
- Furniture, Rugs, Accent Lighting, Decorative Pillows
- High-end Picture Frames and Collectibles
- Paper napkins, plates, cups
- Thermal bags, supermarket shopping bags, diaper bags, water bottles
- Home fragrance / candles

## Business Growth – Isaac Mizrahi (cont.)

- The Company is currently in discussions with licensees for the following additional categories, which it plans to sign in 2012:

- Womens' Sportswear, Dresses
- Womens' Suits
- Womens' Swimwear
- Closet Storage Devices and Soft Kitchen
- Bedroom Slippers
- Hotel Amenities
- Cameras, Video Recorders, Camera Cases
- Cold and Warm Weather Accessories
- Umbrellas and Rain Ponchos
- Belts
- Hats
- Plastic Cutlery and Plates
- Tissues
- Haircare Products
- Pet Accessories
- Activewear
- Fur
- Writing Instruments
- Stationary, Party and Related Products
- Mens' Tailored
- Mens' Sportswear
- Mens' Denim
- Mens' Fine Jewelry and Accessories
- Cookbooks / Mixed Media Cookbooks
- Lighting
- Childrens' Apparel and Footwear
- Childrens' Furniture



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# Isaac Mizrahi Product Launch Schedule

- The projected launch schedule by category for current licensed categories is below.
- In addition to launching products for distribution in the United States, the Company is working on developing international relationships with distributors and/or licensees to sell the Isaac Mizrahi brand internationally.

CATEGORY	3Q'12	4Q'12	1Q'13	2Q'13
Footwear	●			
Fragrance	●			
Denim	●			
Bridal	●			
Infant Apparel	●			
Music	●			
Paper Plates, Napkins, Cups	●			
Handbags / Small Leather Goods		●		
Outerwear		●		
Hosiery		●		
Mens' Shirts and Ties		●		
Audio, Electronic Accessories		●		
Travel Accessories		●		
Home Goods (ALL CATEGORIES)		●		
Sportswear, Dresses			●	
Intimates/Shapewear			●	
Jewelry (Fine & Costume) & Watches			●	
Eyewear			●	
Womens' Suits			●	
Luggage			●	
Hydration, Shopping Bags			●	



## Selected Products Launching<sup>(1)</sup>

### ▪ Footwear and Accessories:



10 <sup>(1)</sup>Samples of products expected to be sold by licensees in Fall 2012; designs and actual products subject to change.

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## Selected Products Launching<sup>(1)</sup>

- Denim Collection (Isaac Mizrahi Jeans brand):



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<sup>(1)</sup>Samples of products expected to be sold by licensees in Fall 2012; designs and actual products subject to change.

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# Selected Products Launching<sup>(1)</sup>

## ▪ Kitchen and Dining:



# IsaacMizrahiLIVE!

- IsaacMizrahiLIVE! Launched on QVC in 2010 with \$50MM in sales in its launch year, and \$65MM (+30%) in 2011.
- The Company is continuing to grow the sales of the business on QVC, as well as improving key metrics including:
  - On-Air \$ / minute
  - Buy-Anytime (Internet Sales without TV)
  - Merchandising Adoption Rate (designs accepted vs submitted)
  - Average 5-Star Ratings on Products
- IML had the top two highest productivity items of the day on March Fashion Day on QVC, and IML was the #1 performer on QVC for Fashion Week in Feb. 2012.



# IsaacMizrahiLIVE! Growth

- **Buy-Anytime** on QVC (Internet sales without a corresponding television appearance) represents a significant opportunity to increase QVC sales.
  - The Company plans to develop a drop-ship program for buy-anytime sales in our **home products** and **denim collection** businesses.
  - Focus is on getting new customers to visit the IsaacMizrahiLIVE portion of the QVC website through social media promotions, contests, and online video content.
- We have also introduced our licensees as **suppliers** to QVC for our brand.
  - Goal is to develop 3 to 5 new key categories for QVC to increase sales including Footwear, Fragrance, Jewelry, Home, Bath & Body.
- In 2012-2013 we will seek to expand our sales through some or all of QVC's **international** divisions, which currently includes United Kingdom, Italy, Germany, Japan, and now China.



## Differentiation by Design

- Xcel believes that design and products are key to differentiating itself in the marketplace.
  - The Company employs 20 full-time designers who design every product for the IsaacMizrahiLIVE line at QVC and oversee design across all licensees.
- Xcel also designs the Liz Claiborne New York line for Fifth and Pacific, Inc. as its outsourced design team.
  - The Liz Claiborne New York brand is sold exclusively through QVC, and licensed to Fifth and Pacific from JC Penney.
  - The LCNY design business adds incremental revenues and profits for the Company under an agreement with an initial term through July 2013.
  - Coupled with the IsaacMizrahiLIVE business, this makes Xcel a significant design resource to QVC and reflects the strength and expertise of Xcel's design team.
  - Xcel differentiates by design.



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# 360° Marketing Strategy

- Xcel targets its marketing to achieve a 360° reach to drive brand awareness in social media.
- Xcel currently markets the Isaac Mizrahi brands with its in-house team of five marketing and social media professionals including:
  - Promoting the Isaac Mizrahi brands (including IsaacMizrahiLIVE) through 360° social media campaigns;
  - Public relations efforts; and
  - Promoting Isaac Mizrahi as a media star and celebrity.
- Achievements to date include:
  - Placing Isaac as a star and head judge of Project Runway All-Stars which began a 10-week national run in January 2011.
  - Placed Isaac as a star of Project Runway: Behind the Runway
  - Red carpet interviews at the 2012 Oscars and related appearance on Live with Kelly!
  - Facebook and Twitter promotions including “12 Days of Christmas” give-away, as well as Isaac’s media appearances, resulted in a 28% increase in Facebook Fans and 39% increase in Twitter Followers from September 2011 to March 2012.
- We plan to continue to promote Isaac Mizrahi through a 360° social-media driven marketing strategy in order to promote and drive Omnichannel retail sales.



# Executive Bios

<b>Robert W. D'Loren</b> <i>Chairman and CEO</i>	Entrepreneur, business leader and innovator in building consumer product companies, successful track record of creating value in brands. Oversaw the acquisition of over 30 companies in the past 10 years alone, and completed well in excess of \$1BB of transactions acquiring, operating, advising and financing companies in the consumer products space. For more information visit <a href="http://www.rdloren.com">www.rdloren.com</a> .
<b>Joe Falco</b> <i>President and COO, Isaac Mizrahi</i>	Apparel industry executive with significant merchandising experience, former President of Elie Tahari, head of Dolce & Gabana US.
<b>James Haran</b> <i>CFO</i>	Former partner of New York-based accounting firm with experience building and managing public companies
<b>Marisa Gardini</b> <i>EVP Strategic Planning</i>	Fashion veteran and legal background with 10 years experience as President of the Isaac Mizrahi brand, and significant experience creating innovative partnerships (i.e. Isaac Mizrahi at Target, Liz Claiborne campaigns).
<b>Vincent Panzarella</b> <i>VP Marketing</i>	Marketing executive with over 11 years experience heading up marketing for Tommy Hilfiger and developing campaigns for consumer brands.
<b>Seth Burroughs</b> <i>EVP Business Dev., Treasury</i>	Executive with experience in advising and acquiring consumer companies and licensing and franchising well-known consumer brands worldwide.
<b>Isaac Mizrahi</b> <i>Chief Designer, Isaac Mizrahi</i>	Four-time CFDA award winning fashion designer and media celebrity. Built and designed the Isaac Mizrahi line at Target, as well as couture and ready-to-wear collections sold at high-end department stores.

More detailed bios are available at [www.xcelbrands.com](http://www.xcelbrands.com)



# XCEL

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Differentiate by Design

[www.xcelbrands.com](http://www.xcelbrands.com)

[IR@xcelbrands.com](mailto:IR@xcelbrands.com)



<http://www.facebook.com/IsaacMizrahi>



<http://twitter.com/IsaacMizrahi>

