

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 10, 2014**

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))
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Item 7.01 Regulation FD Disclosure.s

On March 10, 2014, Xcel Brands, Inc. (the “Company”) is making an investor presentation at the 26th Annual Roth Conference. A copy of the investor presentation is furnished herewith as Exhibit 99.1.

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.

Item 9.01 Financial Statement and Exhibits.**(d) Exhibits.**

99.1 Xcel Brands, Inc. Investor Presentation

99.2 Reconciliation of Non-GAAP financial measures included in the Xcel Brands, Inc. Investor Presentation.

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 10, 2014

XCEL

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Differentiate By Design

Investor Update
Roth Capital Conference

March 10, 2014

Safe Harbor

THIS PRESENTATION CONTAINS FORWARD-LOOKING STATEMENTS 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, 2012. 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



Differentiate by Design

Our Business Model is Built for Today's New Social Era



We Are A Total **OmniChannel** Company

Our Brands

ISAAC MIZRAHI
NEW YORK




ISAAC MIZRAHI LIVE




Liz Claiborne
new york



ISAAC MIZRAHI

NEW YORK™



- ✓ 59 Licenses
- ✓ 150 Product Categories
- ✓ 1000 Better Department Store Doors
- ✓ USA, Mexico, Canada, Middle East, Philippines





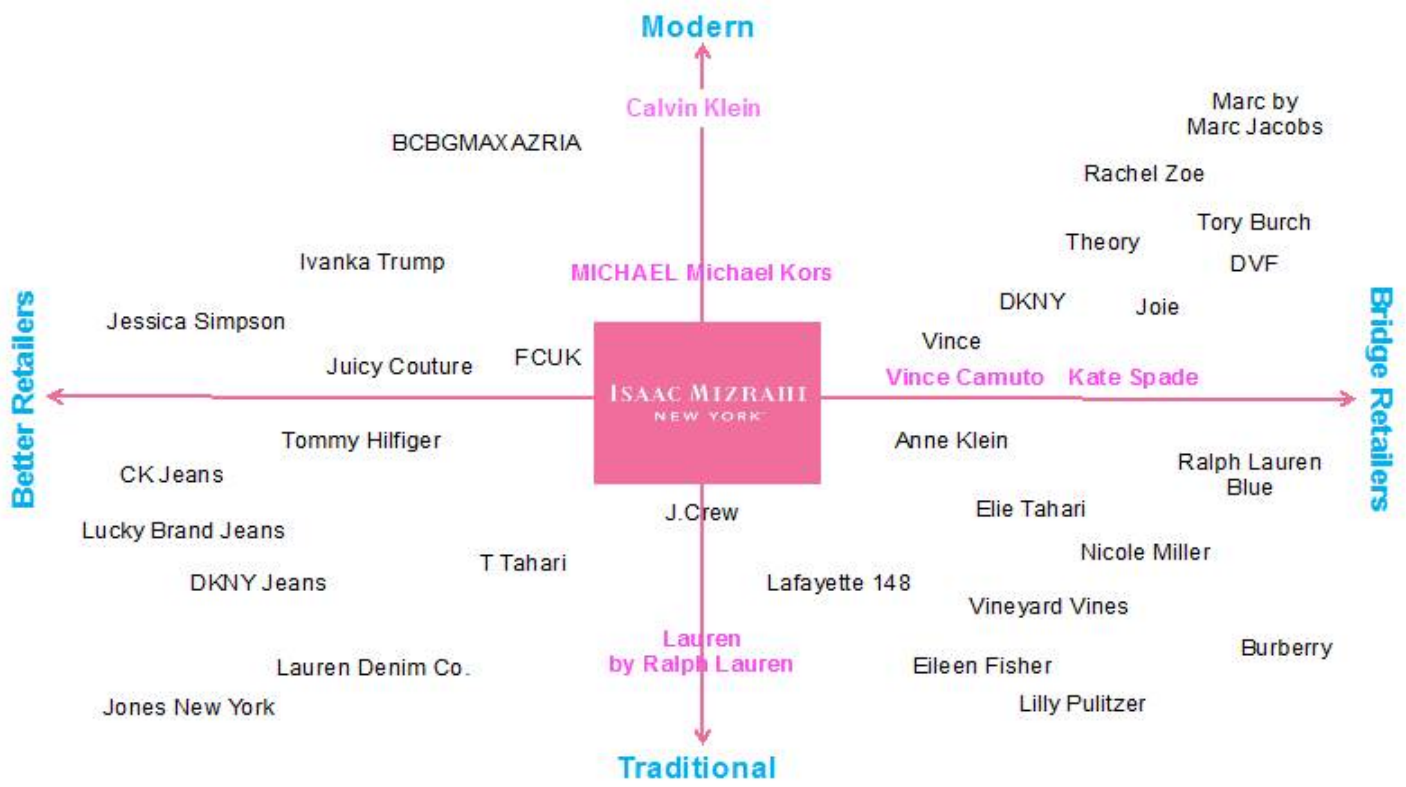
- ✓ 2 DTR's
- ✓ 30 Product Categories
- ✓ 2 Direct Response TV Networks
- ✓ USA, Canada, U.K.



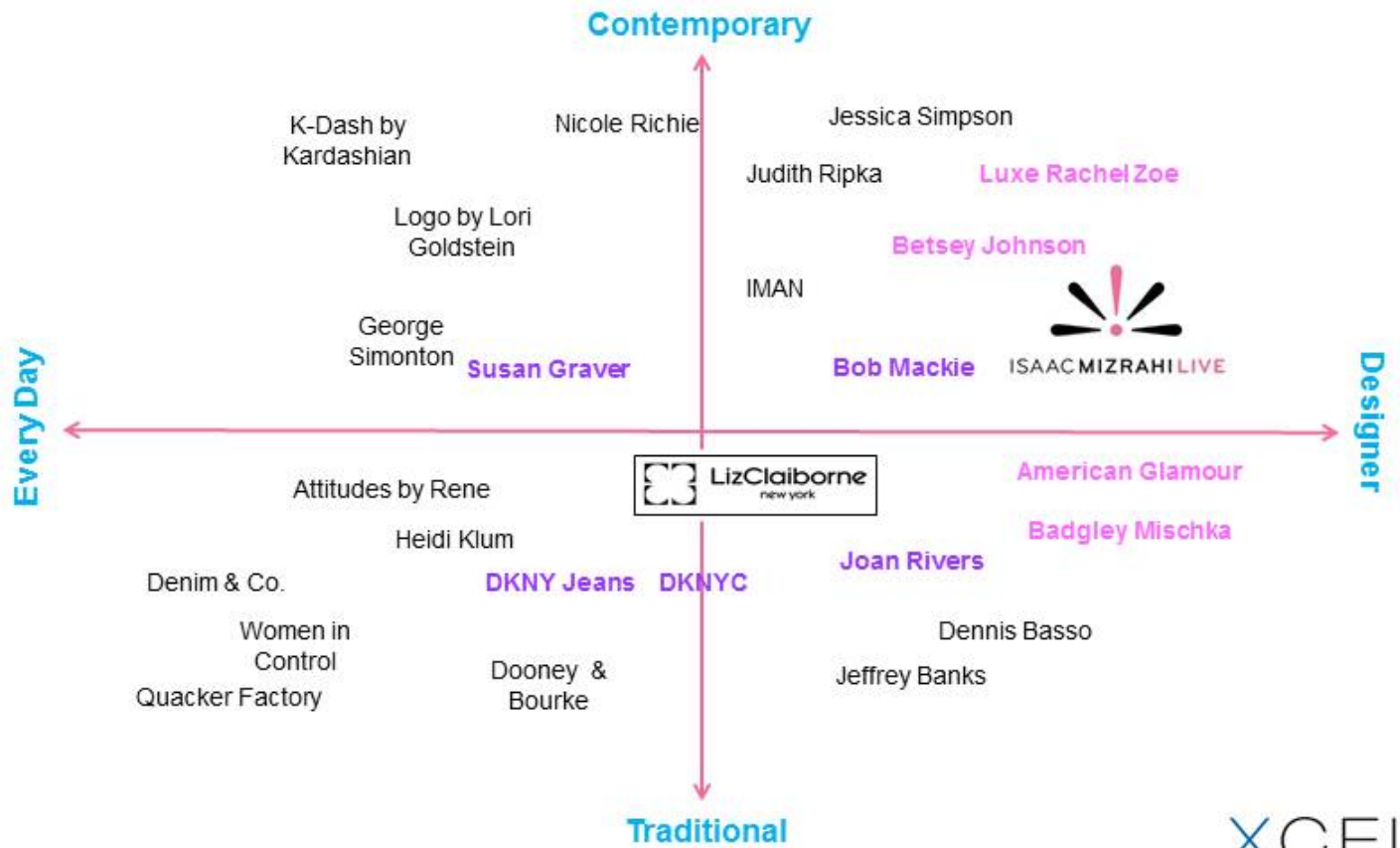
- ✓ 1 DTR
- ✓ 30 Product Categories
- ✓ 1 Direct Response TV Network
- ✓ USA, U.K.



Our Better Retail Brand Positioning



Our Interactive TV Brand Positioning



Our Growth Opportunities

ISAAC MIZRAHI
NEW YORK



I. Grow Existing Business

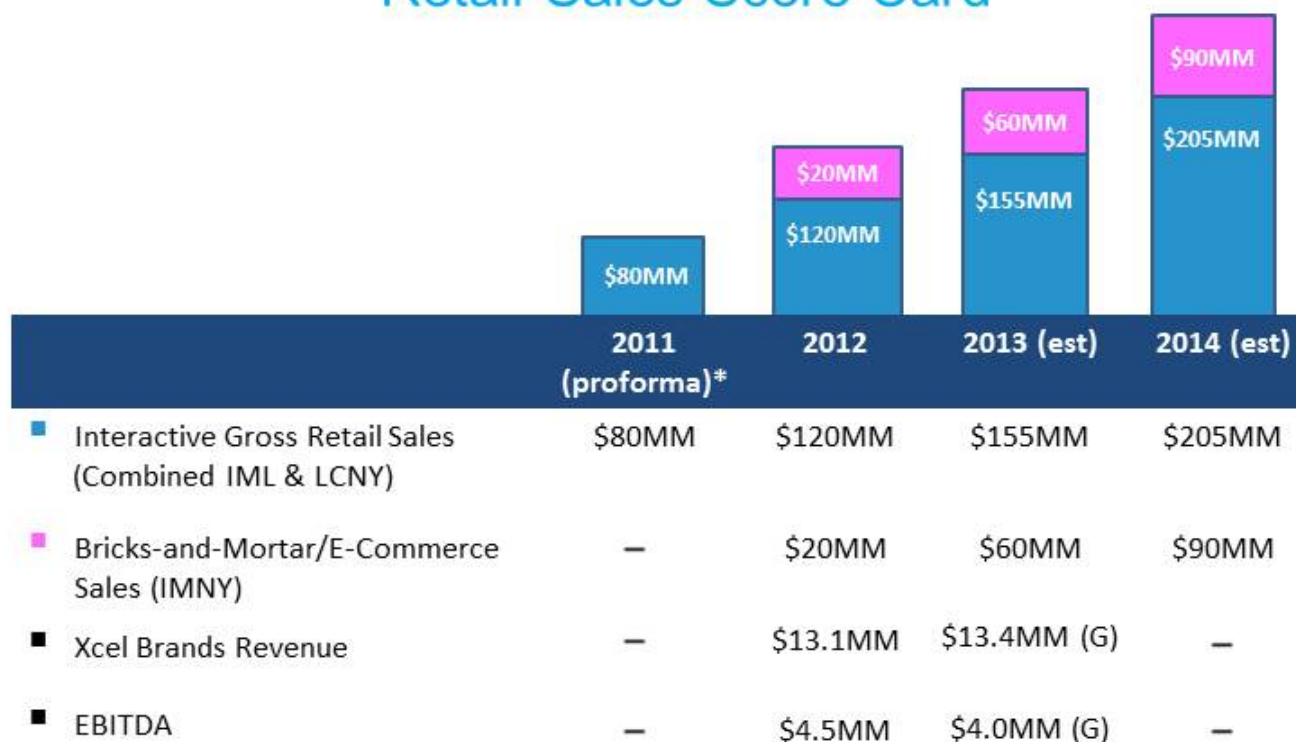
- ✓ Continue to Increase Sales in our **Interactive TV Business**:
 - ✓ Continue to Increase Productivity
 - ✓ New Categories
 - ✓ Geographies
 - ✓ On-Air Hours, and
 - ✓ Online Sales

- ✓ Continue to **Launch New Categories**:
 - ✓ Wholesale Better Retail Business
 - ✓ Other Bricks & Mortar Distribution
 - ✓ Increase Door Counts

- ✓ Continue to Grow International Business
- ✓ Increase Operating **Margins** as Revenues Grow
- ✓ Increase **Brand Awareness**
- ✓ Continue to open new stores

I. Grow Existing Business

Retail Sales Score Card



* Acquired brands 9/29/11

12 (3/10/14)

Note: Xcel's revenues are generally based on a royalty paid on sales, net of discounts and returns. Based on minimums and royalty rates, growth in sales is not necessarily indicative of growth rates for revenues to the Company. 2013 figures are preliminary estimates, and 2014 figures are projected.

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II. Category Extensions

Operating Metrics Score Card

- ✓ **New Licenses** under our Brands
- ✓ **New International Licenses** for Wholesale and ITV
- ✓ **New Collaborations/Co-Branding** Opportunities
- ✓ **New Market Segments**
- ✓ **Increased Door Count**



As of December 31 st :	2011	2012	2013	2014 (est)
■ IMNY Categories Signed:	40	120	150	170
Signed Licenses	18	40	59	65
IMNY Categories Launched	0	8	27	40
Estimated Bricks & Mortar Retail Doors	0	125	1000	1500
Market Segments	6	9	12	12
■ Collaborations/Co-Branding and DTRs	0	1	4	6

13 (3/10/14)

Note: Categories, door counts, and market segments are estimated based on available information; all figures for 2013 are preliminary estimates, and 2014 figures are projected and subject to change.

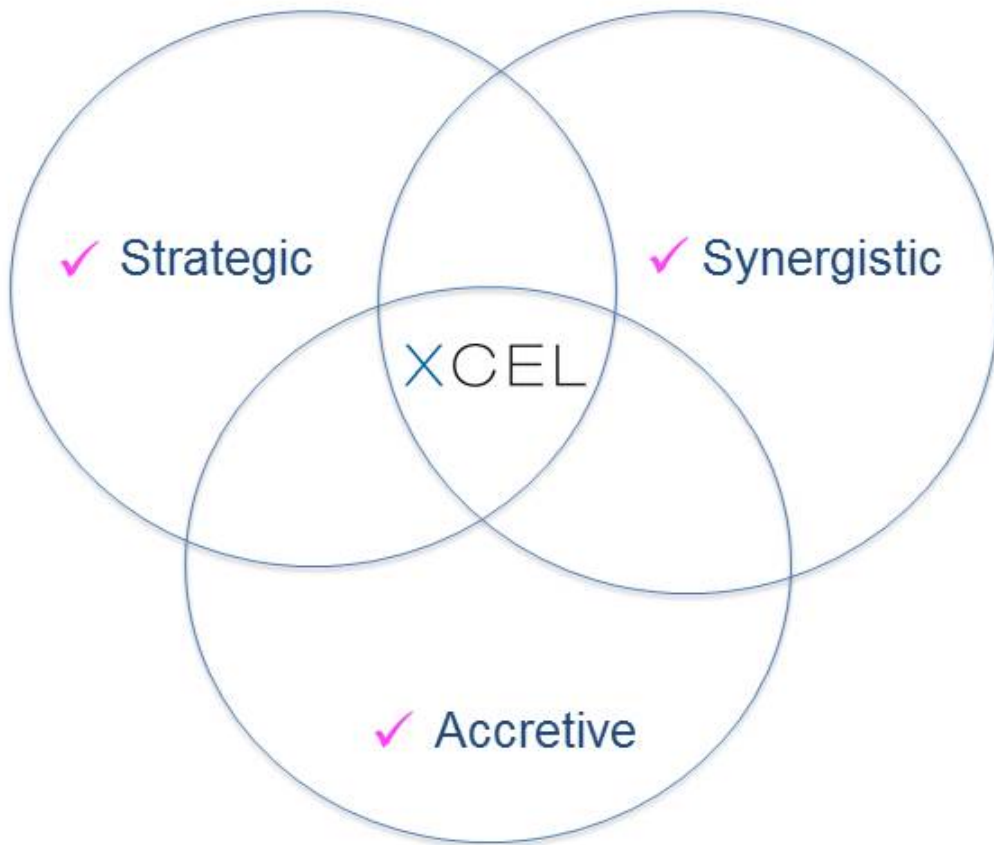


III. Direct-To-Consumer (Retail)

- ✓ Retail Stores Under the Isaac Mizrahi New York Brand (1st Store Opened May 2013, 2nd Store Opened February 2014), up to 6 additional stores planned for 2014
- ✓ Launch **e-Commerce** to Promote and Sell Our Products Online – 2Q14



IV. Acquisitions - Gates



Positioned For The Future

We Believe:

The Way People Shop will continue to Change

The Acceleration of Change will continue to increase

The Way We Need to Reach our Customers will continue to Change

Our Focus On Design and OmniChannel Distribution in this New Social Era positions us well to benefit from the Changes that Are Coming

We Know:

One Thing Remains Constant –

Sales and customer satisfaction are achieved through great products!



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Non-GAAP Financial Information

Statements included in the presentation include non-GAAP measures and should be read along with the accompanying tables which provide a reconciliation of non-GAAP measures to GAAP measures. Adjusted EBITDA is a non-GAAP measure and excludes interest, income taxes, depreciation and amortization expenses, and other non-cash expense including stock-based compensation, gain on reduction of contingent obligations and gain loss on extinguishment of debt, from net income. Management believes that these non-GAAP measures provide additional useful information to allow readers to compare the financial results between periods. Non-GAAP measures should not be considered as an alternative to any measure of performance or financial condition as promulgated under GAAP, and investors should consider the company's performance and financial condition as reported under GAAP and all other relevant information when assessing the performance or financial condition of the company. Non-GAAP measures have limitations as analytical tools, and investors should not consider them in isolation or as a substitute for analysis of the company's results or financial condition as reported under GAAP.

Reconciliation of Net Income to Adjusted EBITDA

	Years Ended December 31	
	2013	2012
Net Income	\$ 1,556,000	\$ 4,284,000
Adjustments:		
Interest and other finance costs	1,726,000	2,175,000
Tax benefit	(1,376,000)	(766,000)
Other state and local taxes	144,000	47,000
Depreciation	365,000	327,000
Amortization	529,000	529,000
Stock-based compensation	4,810,000	4,623,000
Other stock-based costs	6,000	5,000
Gain on reduction of contingent obligations)	(5,122,000)	(6,300,000)
Gain loss on extinguishment of debt	1,351,000	(422,000)
Adjusted EBITDA	\$ 3,989,000	\$ 4,502,000