

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
WASHINGTON, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15 (d)**  
**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 16, 2021**

**XCEL BRANDS, INC.**  
**(Exact name of registrant as specified in its charter)**

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**Delaware**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**001-37527**  
**(Commission**  
**File Number)**

**76-0307819**  
**(IRS Employer**  
**Identification No.)**

**1333 Broadway, New York, New York**  
**(Address of Principal Executive Offices)**

**10018**  
**(Zip Code)**

**Registrant's telephone number, including area code (347) 727-2474**

**Not Applicable**  
**(Former Name or Former Address, if Changed Since Last Report)**

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company [ ]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. [ ]

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	XELB	NASDAQ Global Select Market

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On April 16, 2021, Xcel Brands, Inc. (the "Company"), received a letter from the Listing Qualifications Department of The Nasdaq Stock Market ("Nasdaq") stating that Nasdaq has determined that the Company is not in compliance with Nasdaq Listing Rule 5250(c) (1) due to the Company's failure to timely file its Annual Report on Form 10-K (the "Form 10-K") for the fiscal year ended December 31, 2020 with the Securities and Exchange Commission (the "SEC").

Nasdaq has informed the Company that the Company must submit a plan of compliance (the "Plan") within 60 calendar days addressing how it intends to regain compliance with Nasdaq's listing rules and, if Nasdaq accepts the Plan, it may grant an extension of up to 180 calendar days from the Form 10-K original filing due date, or until October 12, 2021, to regain compliance. The Company intends to file its Form 10-K as soon as practicable and, in any event, within the 60-day period referenced above, and thereby regain compliance with the Nasdaq continued listing requirements and eliminate the need for the Company to submit a Plan. On April 22, 2021, the Company filed the Form 10-K.

A press release, dated April 22, 2021, disclosing the Company's receipt of the Nasdaq notification letter is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 [Press Release of Xcel Brands, Inc. dated April 22, 2021.](#)

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**XCEL BRANDS, INC.**  
(Registrant)

By: /s/ James F. Haran

Name: James F. Haran

Title: Chief Financial Officer

Date: April 22, 2021

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**XCEL BRANDS, INC. Receives NASDAQ notice regarding late Form 10-K filing.**

NEW YORK, NY (April 20, 2021) – Xcel Brands, Inc. (NASDAQ: XELB) (“Xcel” or the “Company”), today announced that on April 16, 2021, it received a delinquency notification letter from the Nasdaq Stock Market LLC (“Nasdaq”) indicating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1), because it had not timely filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2020 (the “Form 10-K”). The Nasdaq notice has no immediate effect on the listing or trading of the Company’s common stock on the Nasdaq Global Select Market.

As announced in a press release on April 15, 2021, the Company had not yet completed its audit for the year ended December 31, 2020 and postponed the release of its 2020 full year financial results and Form 10-K filing.

Nasdaq has informed the Company that it must submit a plan of compliance (the “Plan”) within 60 calendar days, addressing how it intends to regain compliance with Nasdaq’s listing rules and, if Nasdaq accepts the Plan, it may grant an extension of up to 180 calendar days from the Form 10-K original filing due date, or until October 12, 2021, to regain compliance. The Company intends to file its Form 10-K as soon as practicable and, in any event, within the 60-day period referenced above, and thereby regain compliance with the Nasdaq continued listing requirements and eliminate the need for the Company to submit a Plan.

**About Xcel Brands**

Xcel Brands, Inc. (NASDAQ:XELB) is a media and consumer products company engaged in the design, production, marketing, wholesale, and direct-to-consumer sales of branded apparel, footwear, accessories, jewelry, home goods and other consumer products, and the acquisition of dynamic consumer lifestyle brands. The company’s brands have generated in excess of \$3BB US in retail sales through live streaming on TV. Xcel was founded by Robert W. D'Loren in 2011 with a vision to reimagine shopping, entertainment, and social media as one. Xcel owns the Isaac Mizrahi, Judith Ripka, Halston, LOGO Lori Goldstein and C. Wonder brands, and it owns and manages the Longaberger brand through its controlling interest in Longaberger Licensing LLC, pioneering a ubiquitous sales strategy which includes the promotion and sale of products under its brands through interactive television, brick-and-mortar retail, e-commerce and peer to peer channels. Headquartered in New York City, Xcel Brands is led by an executive team with significant livestream production, merchandising, design, production, marketing, retailing, and licensing experience, and a proven track record of success in elevating branded consumer products companies. With an experienced team of professionals focused on design, production, and digital marketing, Xcel maintains control of product quality and promotion across all of its product categories and distribution channels. Xcel differentiates by design. [www.xcelbrands.com](http://www.xcelbrands.com)

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**For further information please contact:**

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