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**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): November 18, 2022**

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

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>001-37527</b> (Commission File Number)	<b>76-0307819</b> (IRS Employer Identification No.)
<b>1333 Broadway, New York, New York</b> (Address of Principal Executive Offices)		<b>10018</b> (Zip Code)
<b>Registrant's telephone number, including area code (347) 727-2474</b>		

**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.

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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 5.07 Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting of Stockholders held on November 18, 2022, the stockholders of the Company entitled to vote at the meeting voted to (i) elect the six individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2023 and until their successors have been duly elected and qualified, and (ii) approve to ratify the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022. A total of 13,850,501 shares were voted.

1) The votes cast by stockholders with respect to the election of directors were as follows:

Names of Nominees	Number of Votes For	Number of Votes Withheld	Broker Non-Votes
Robert W. D'Loren	10,384,511	87,906	3,378,084
Mark DiSanto	10,192,985	279,432	3,378,084
James Fielding	10,221,634	250,783	3,378,084
Michael Francis	10,384,532	87,885	3,378,084
Howard Liebaum	10,272,583	199,834	3,378,084
Deborah Weinswig	10,379,984	92,433	3,378,084

3) The votes cast by stockholders with respect to the ratification of the appointment of Marcum LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2022 were as follows:

13,411,693 shares FOR the proposal, 418,713 shares AGAINST the proposal and 20,095 ABSTENTIONS.

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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

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Name: James F. Haran

Title: Chief Financial Officer

Date: November 18, 2022

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