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 9, 2015**

XCEL BRANDS, INC.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-31553	**76-0307819**
(Commission File Number)	(IRS Employer Identification No.)
475 10th Avenue, 4th Floor, New York, NY	10018
(Address of Principal Executive Offices)	(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 Disclosures

On March 9, 2015, Xcel Brands, Inc. (the "Company") is making an investor presentation at the 27th 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.

Exh No.	Description
99.1	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 9, 2015

Exhibit 99.1

XCEL BRANDS

Differentiate By Design

Investor Presentation

THE ROTH CONFERENCE • 2015

It's all about the experience...

03.09.2015

FORWARD LOOKING STATEMENTS

Certain statements in this presentation, as well as certain oral statements made by management during the presentation, constitute "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995. These statements include, without limitation, statements expressed or implied regarding our plans and milestones, plans to fund our current activities, statements concerning our strategic relationships and activities, strategy, future operations and expansion, future financial position, future sales and revenues, projected costs, and market penetration. In some cases, forward-looking statements can be identified by terminology such as "may", "will", "should", "expects", "plans", "anticipates", "believes", "estimates", "predicts", "potential", "continue", "intends", "could", or negative of such terms or other comparable terminology. These statements are based on our current expectations and assumptions and are not guarantees of future performance. You should not place undue reliance on our forward-looking statements, which are subject to a multitude of known and unknown risks and uncertainties that could cause actual results, future circumstance or events to differ materially from those stated in or implied by the forward-looking statements. These risks and uncertainties include, but are not limited to, the ability of our licensees to produce, market and sell quality products bearing our brand names, continued market acceptance of our brands and any future brands we acquire, our ability to service our significant debt obligations, our ability to raise capital for any future acquisitions, concentration of a substantial portion of our licensing revenue from a limited number licensees, our dependence on QVC, restrictions in our agreements with QVC and other licensees on our ability to sell products with certain retailers, our dependence on promotional services of our spokesperson, limitations on our ownership of the H Halston brands, impacts on our H Halston brands resulting from the operations of the related Halston brands by their owner, our ability to manage expected future growth, our ability to identify and acquire additional trademarks, competition for licensees, competition in our licensee's markets, our ability to protect our intellectual property, our dependence on our CEO and other key executive officers, the success of our e- commerce strategy and other risks and uncertainties detailed from time to time in our public disclosure documents or other filings with the Securities and Exchange Commission. Additional risks and uncertainties relating to us and our business can be found in the "Risk Factors" section of our latest annual report on Form 10-K and our quarterly reports on Form 10-Q, as well as in our other public filings. The forward- looking statements are made as of the date hereof, and we disclaim any intention and have no obligation or responsibility, except as required by law, to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

AGENDA

A. INTRODUCTION TO XCEL BRANDS
B. THE XCEL BUSINESS MODEL
C. GROWTH OPPORTUNITIES
D. STRONG TRACK RECORD OF GROWTH
E. INVESTMENT HIGHLIGHTS – RECAP

A. INTRODUCTION TO XCEL BRANDS

- OUR OPPORTUNITY
- OUR VISION & MISSION
- OUR BRANDS
- OUR SALES

OUR OPPORTUNITY

XCEL BRANDS

The way customers shop is rapidly changing, causing margin compression across the consumer goods industry. This is based upon a number of factors:

OUR VISION & MISSION

VISION: To re-imagine shopping, entertainment and social as one

MISSION: To design and produce the best products for our followers and partners

XCEL BRANDS

OUR BRANDS

Xcel Brands owns, licenses, designs and markets dynamic consumer brands through an omni-channel retail strategy, to maximize the potential in the convergence of shopping, entertainment and social

ISAAC MIZRAHI JUDITH RIPKA HALSTON LizClaiborne new york




OUR SALES

Our dynamic brands generate over $350 million in retail sales* across over 150 categories of products

*Estimated and preliminary 2014 sales of products under our brands at retail

B. THE XCEL BUSINESS MODEL

- ADVANTAGES
- STRATEGY

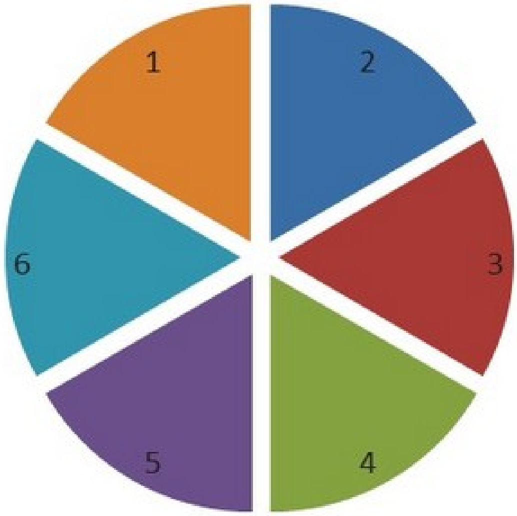
THE XCEL BUSINESS MODEL – ADVANTAGES

XCEL BRANDS

- Xcel operates in a working capital light licensing model, whereby we control the brand including design and marketing, but license sourcing and production to third parties

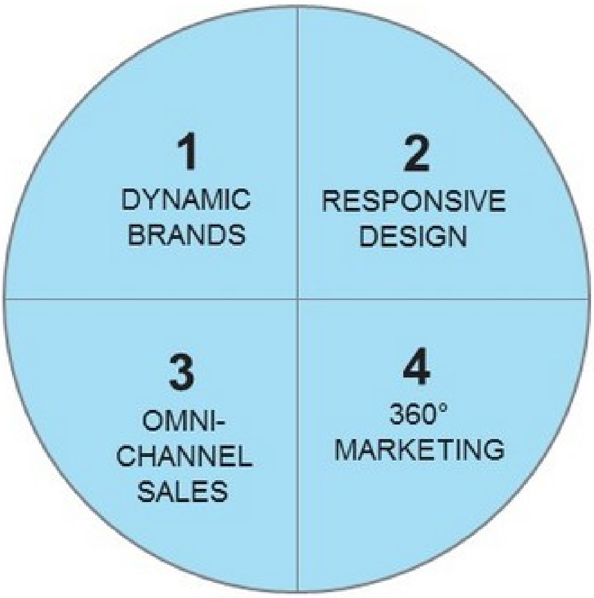
- Benefits of our licensing model include:

  1) Highly Flexible
  2) Own & Control Brand
  3) Predictable Revenue Base
  4) High EBITDA Margins
  5) Scalable Business Model
  6) Working Capital Light



THE XCEL BUSINESS MODEL – STRATEGY

- Our business model positions us for the future of retail
- We accomplish this by combining four key strategies:



XCEL BRANDS

1. DYNAMIC BRANDS

Xcel owns and licenses dynamic brands including Isaac Mizrahi, Judith Ripka, H Halston and Liz Claiborne New York

Our focus is on brands that have dynamic personalities associated with them who can engage in conversations with our customers and followers in social media

ISAAC MIZRAHI

JUDITH RIPKA

H HALSTON

LizClaiborne new york

2. RESPONSIVE DESIGN CAPABILITIES

- Xcel has made significant investments in design capabilities:
  - Over 40 in-house and 60 indirect designers with expertise across multiple categories
  - In-house CAD team to develop proprietary prints and patterns
  - Cloud-based design platform to share information with our retail partners, licensees and supply chains
  - Real-time analytics to capture sales information from QVC and others including product sales, productivity, and customer ratings and reviews
- Xcel's responsive design capabilities allow us to react quickly to customer feedback and market trends

3. OMNI-CHANNEL SALES

- Xcel promotes our brands through an Omni-Channel retail sales strategy that includes promotion through:
  - Direct-Response Television
  - E-Commerce
  - Bricks-and-Mortar Retailers
- By collaborating to leverage the reach of our partners in each distribution channel, Xcel is able to drive brand engagement and sales across all channels, wherever our customer shops

4. 360° MARKETING

XCEL BRANDS

- Xcel re-imagines Shopping, Entertainment, and Social as one and markets our brands in a strategy that speaks *with* customers, not *at* them
- Xcel's 360° marketing strategy is designed to engage our customers in conversation
- Xcel's strategic partnership with QVC allows us to leverage their existing media platform and reach through cross promotion
- Additional media exposure for our brands includes Project Runway All-Stars, Gossip Girl, Good Morning America and others

C. GROWTH OPPORTUNITIES

- GROW EXISTING BUSINESS – ORGANIC
- INTERNATIONAL EXPANSION – SNAPSHOT
- ACQUISITIONS

GROW EXISTING BUSINESS - ORGANIC

XCEL BRANDS

- INTERACTIVE TELEVISION
  - Addition of new product categories and collections
  - Increase on-air hours and e-commerce
  - International markets
- WHOLESALE
  - New licenses for additional categories
  - Increase door penetration in existing retailers
  - E-commerce growth

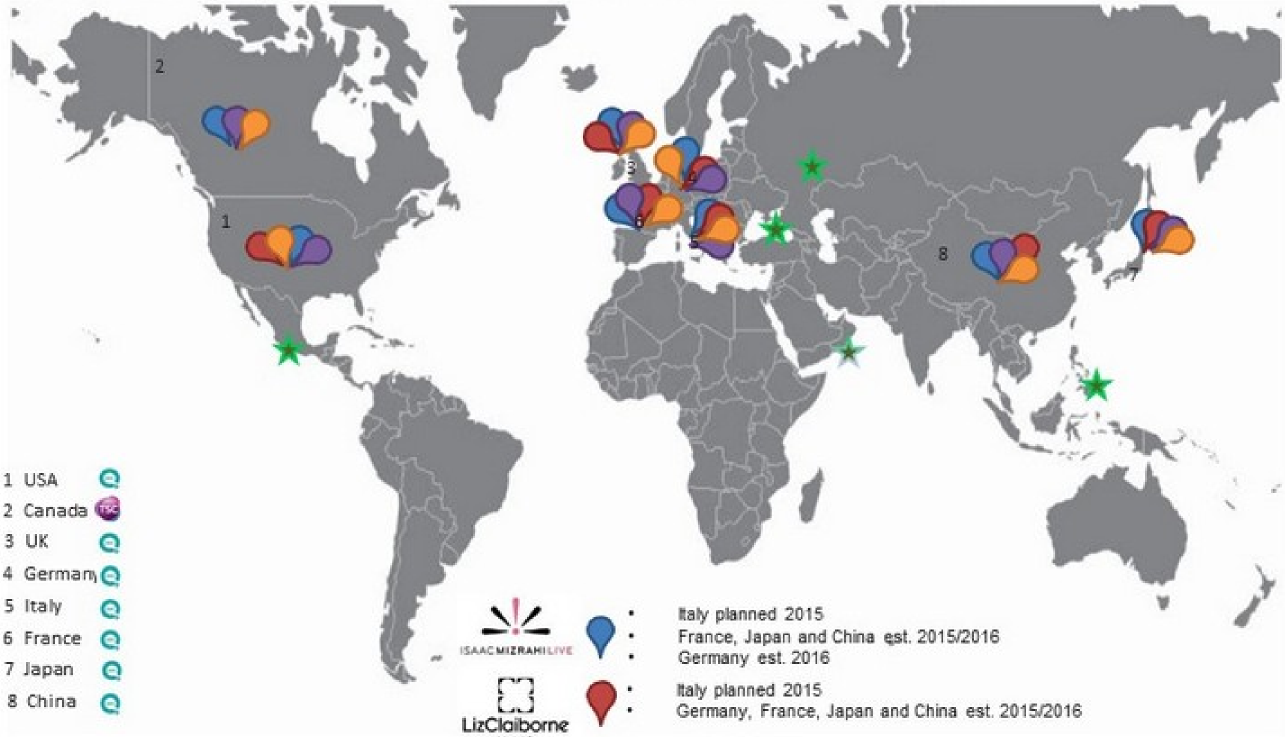
GROW EXISTING BUSINESS – ORGANIC (cont'd)

XCEL BRANDS

- DTR'S/COLLABORATIONS
  - ➢ Launched 3 DTRs in 2014 (Michaels, Best Buy, 1-800-Flowers) and expect new DTRs in 2015
  - ➢ Collaborations and co-branded programs with leading consumer products companies (i.e., GM, Kleenex, and Johnson & Johnson)
- INTERNATIONAL EXPANSION
  - ➢ International markets include Canada, Mexico, UK, Russia, Ukraine, Dubai, and Philippines
  - ➢ Planned near-term growth includes Italy, Germany, France, Japan, China, and Middle East

INTERNATIONAL EXPANSION – SNAPSHOT

XCEL BRANDS



1 USA
2 Canada
3 UK
4 Germany
5 Italy
6 France
7 Japan
8 China

Current bricks & mortar retail

ISAAC MIZRAHI LIVE
- Italy planned 2015
- France, Japan and China est. 2015/2016
- Germany est. 2016

LizClaiborne new york
- Italy planned 2015
- Germany, France, Japan and China est. 2015/2016

H BY HALSTON
- USA est. 2015
- Canada, UK, Germany, Italy, France, Japan and China est. 2016

JUDITH RIPKA
- Italy planned 2015
- Germany and France est. 2015/2016
- UK and Japan est. 2015
- China est. 2016

ACQUISITIONS – TIMELINE

XCEL BRANDS

2011	Apr 2014	Dec 2014
ISAAC MIZRAHI	JUDITH RIPKA	H BY HALSTON
LizClaiborne new york		H HALSTON

ACQUISITIONS – STRATEGY

- Criteria for future potential acquisitions:
  - Synergistic
  - Strategic
  - Accretive

- Xcel pursues potential transactions through our retail partners and market relationships, as well as through our strategic investors including Hilco Global

XCEL BRANDS

D. STRONG TRACK RECORD OF GROWTH

STRONG TRACK RECORD OF GROWTH

XCEL BRANDS

ADJUSTED EBITDA

- **Revenues from Continuing Operations** have grown from $11.4MM IN 2011[(1)] to over $20.7MM in 2014[(2)], representing cumulative growth of over 82%
- **Adjusted EBITDA**[(3)] has grown from $4.5MM in 2012 to an estimated $7.1MM in 2014, representing cumulative growth of over 58%

(1) 2011 figures include results from the Predecessor through Xcel's acquisition of the Isaac Mizrahi business on September 29, 2011, and the Successor from September 29, 2011 through December 31, 2011, as further explained in Xcel's Form 10-K filings for fiscal 2011 and 2012. Adjusted EBITDA for our Predecessor is not available.

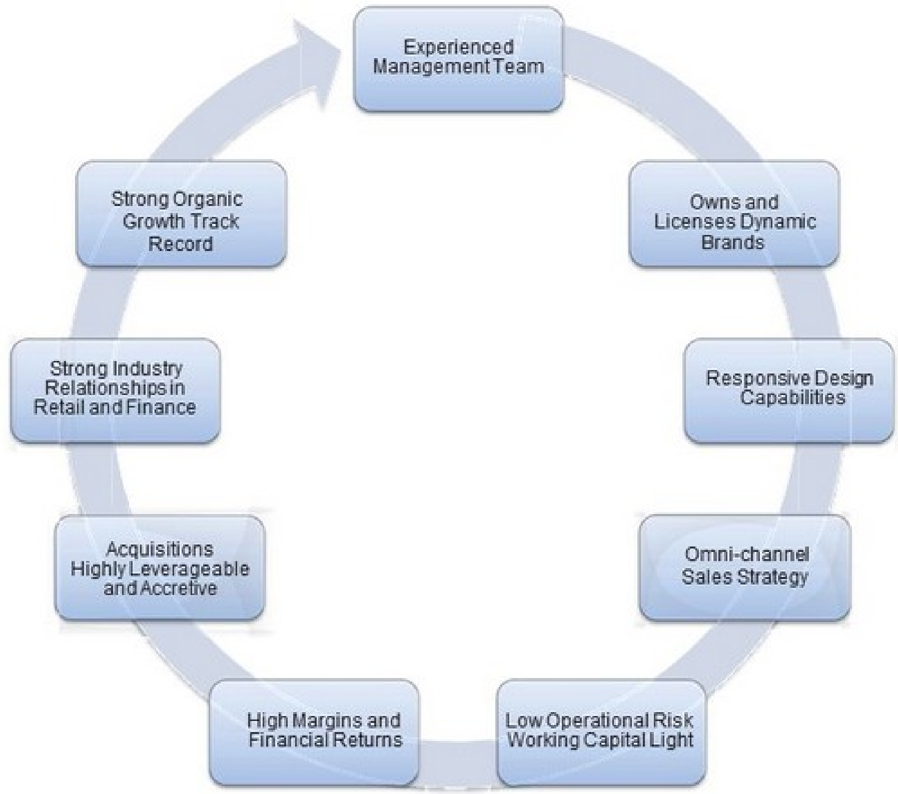
(2) 2014 figures are preliminary and subject to change, and include a partial year of results from the Judith Ripka brand from April 3, 2014 through December 31, 2014 and no revenue recorded for H Halston. We have not completed our normal closing procedures and our auditors have not completed their normal audit procedures for the year ended December 31, 2014, and there can be no assurance that our final results for this year will not differ from these estimates, including as a result of year-end closing procedures or audit adjustments, and such changes could be material. These estimates should not be viewed as a substitute for full audited financial statements prepared in accordance with GAAP (generally accepted accounting principles) or as a measure of our performance.

(3) Adjusted EBITDA is a non-GAAP unaudited term, which we define as our net income (loss) before interest expense and other financing costs (including gain (loss) on extinguishment of debt), income taxes, other state and local franchise taxes, depreciation and amortization, non-cash compensation, other non-cash income, (expenses) and loss on discontinued operations of our retail business. Appendix A sets forth a reconciliation of net income to Adjusted EBITDA.

(4) In December 2014 we discontinued our retail business. For the years ending December 31, 2014 and 2013 our loss from discontinued operations was approximately $1.8 million and $0.3 million, respectively. For the year ended December 31, 2013, our financial statements will be re-casted to account for the loss from discontinued operations. The re-casted figures herewith are unaudited.

E. INVESTMENT HIGHLIGHTS – RECAP

INVESTMENT HIGHLIGHTS – RECAP



APPENDIX A – RECONCILIATION OF NON-GAAP FINANCIALS

APPENDIX A

XCEL BRANDS

RECONCILIATION OF NET INCOME TO ADJUSTED EBITDA

Adjusted EBITDA is a non-GAAP unaudited term, which we define as net income (loss) before interest expense and other financing costs (including gain (loss) on extinguishment of debt), income taxes, other state and local franchise taxes, depreciation and amortization, non-cash compensation, other non-cash income (expenses) and loss on discontinued operations of our retail business.

A reconciliation of our net income (loss) to Adjusted EBITDA calculation is as follows:

	Reported in $, thousands U.S.		
	Year Ended December 31,		
	2012	2013	2014[1]
Net income (loss)	$ 4,284	$ 1,532	$ (1,185)
Depreciation & amortization	856	873	935
Interest and finance expense	2,175	1,726	1,488
Income taxes	(766)	(1,402)	(584)
State and local franchise taxes	47	144	77
Stock based compensation	4,623	4,810	5,151
Gain (loss) on extinguishment of debt	(422)	1,351	-
Gain on reduction of contingent obligations	(6,300)	(5,122)	(600)
Loss on discontinued operations[2]	-	236	1,780
Other non-cash adjustments	4	6	14
Adjusted EBITDA	$ 4,501	$ 4,154	$ 7,076

(1) 2014 figures are preliminary and subject to change, and include a partial year of results from the Judith Ripka brand from April 3, 2014 through December 31, 2014 and no revenue recorded for H Halston. We have not completed our normal closing procedures and our auditors have not completed their normal audit procedures for the year ended December 31, 2014, and there can be no assurance that our final results for this year will not differ from these estimates, including as a result of year-end closing procedures or audit adjustments, and such changes could be material. These estimates should not be viewed as a substitute for full audited financial statements prepared in accordance with GAAP or as a measure of our performance.

(2) In December 2014 we discontinued our retail business. For the years ending December 31, 2014 and 2013 our loss from discontinued operations was approximately $1.8 million and $0.3 million, respectively. For the year ended December 31, 2013, our financial statements will be re-casted to account for the loss from discontinued operations. The re-casted figures herewith are unaudited.

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