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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

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**XCEL BRANDS, INC.**  
(Name of Issuer)

**Common Stock, par value \$0.001**  
(Title of Class of Securities)

**64111Y206**  
(CUSIP Number)

**December 22, 2014**  
(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of reporting persons.  Judith Ripka Berk I.R.S. Identification Nos. of above persons (entities only).	
2.	Check the appropriate box if a member of a group (see instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC use only	
4.	Citizenship or place of organization  United States	
Number of shares beneficially owned by each reporting person with:	5.	Sole voting power  0
	6.	Shared voting power  571,429
	7.	Sole dispositive power  571,429
	8.	Shared dispositive power  0
9.	Aggregate amount beneficially owned by each reporting person  571,429	
10.	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) <input type="checkbox"/>	
11.	Percent of class represented by amount in Row (9)  4.8%	
12.	Type of reporting person (see instructions)  IN	

**Item 1.**

- (a) The name of the issuer is XCEL BRANDS, INC. (the “Issuer”).
- (b) The principal executive office of the Issuer is located at 475 10<sup>th</sup> Avenue, 4<sup>th</sup> Floor, New York, NY 10018.

**Item 2.**

- (a) This statement (this “Statement”) is being filed by Judith Ripka Berk, an individual (the “Filer”).
- (b) The Principal Business Office of the Filer is 273 Tangier Avenue, Palm Beach, FL 33480.
- (c) The Filer is a citizen of the United States.
- (d) This Statement relates to the Common Stock of the Issuer.
- (e) The CUSIP Number of the Common Stock of the Issuer is 64111Y206.

**Item 3.**

Not applicable.

**Item 4.      Ownership.**

Not applicable.

**Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group**

Not applicable.

**Item 9. Notice of Dissolution of Group**

Not applicable.

**Item 10. Certification**

(a) Not applicable.

(b) Not applicable

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 17, 2015

**Judith Ripka Berk, Individually**

By: /s/ Judith Ripka Berk

Judith Ripka Berk