

**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): September 12, 2019**

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**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. [ ]

At the Company's Annual Meeting of Stockholders held on September 12, 2019, 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 2020 and until their successors have been duly elected and qualified, and (ii) approve to ratify the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019.

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<br>Votes Withheld | Broker Non-Votes |
|-------------------|---------------------|-----------------------------|------------------|
| Robert W. D'Loren | 10,909,523          | 148,064                     | 4,265,842        |
| Mark DiSanto      | 10,478,563          | 579,024                     | 4,265,842        |
| James Fielding    | 10,923,273          | 134,314                     | 4,265,842        |
| Michael Francis   | 10,923,273          | 134,314                     | 4,265,842        |
| Howard Liebaum    | 10,478,563          | 579,024                     | 4,265,842        |
| Deborah Weinswig  | 10,665,344          | 392,243                     | 4,265,842        |

2) The votes cast by stockholders with respect to the ratification of the appointment of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2019 were as follows:

15,296,933 shares FOR the proposal, 174,240 shares AGAINST the proposal and 9,256 ABSTENTIONS.

**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: September 12, 2019