

BLACKROCK MUNIYIELD QUALITY FUND, INC.

Form NSAR-A

December 24, 2013

PAGE 1  
000 A000000 10/31/2013  
000 C000000 0000890196  
000 D000000 N  
000 E000000 NF  
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000 I000000 6.1  
000 J000000 A  
001 A000000 BLACKROCK MUNIYIELD QUALITY FUND, INC.  
001 B000000 811-06660  
001 C000000 8004417762  
002 A000000 100 BELLEVUE PARKWAY  
002 B000000 WILMINGTON  
002 C000000 DE  
002 D010000 19809  
003 000000 N  
004 000000 N  
005 000000 N  
006 000000 N  
007 A000000 N  
007 B000000 0  
007 C010100 1  
008 A000001 BLACKROCK ADVISORS, LLC  
008 B000001 A  
008 C000001 801-47710  
008 D010001 WILMINGTON  
008 D020001 DE  
008 D030001 19809  
008 A000002 BLACKROCK INVESTMENT MANAGEMENT, LLC  
008 B000002 S  
008 C000002 801-56972  
008 D010002 PRINCETON  
008 D020002 NJ  
008 D030002 08540  
012 A000001 COMPUTERSHARE TRUST COMPANY, N.A. (COMMON)  
012 B000001 85-11340  
012 C010001 CANTON  
012 C020001 MA  
012 C030001 02021  
012 A000002 THE BANK OF NEW YORK MELLON (PREFERRED)  
012 B000002 85-05006  
012 C010002 NEW YORK  
012 C020002 NY  
012 C030002 10289  
013 A000001 DELOITTE & TOUCHE LLP  
013 B010001 BOSTON  
013 B020001 MA  
013 B030001 02116  
014 A000001 BLACKROCK CAPITAL MARKETS, LLC  
014 B000001 8-67827  
PAGE 2  
014 A000002 BLACKROCK EXECUTION SERVICES  
014 B000002 8-48719  
014 A000003 BLACKROCK INVESTMENTS, LLC  
014 B000003 8-48436  
014 A000004 HARRIS WILLIAMS LLC  
014 B000004 8-53380

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014 A000005 PNC CAPITAL MARKETS, INC.  
 014 B000005 8-32493  
 014 A000006 PNC INVESTMENTS LLC  
 014 B000006 8-66195  
 015 A000001 STATE STREET BANK & TRUST COMPANY  
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 015 C020001 MA  
 015 C030001 02110  
 015 E010001 X  
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 015 C030002 10286  
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 015 A000003 J.P. MORGAN CHASE BANK  
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 015 C010003 NEW YORK  
 015 C020003 NY  
 015 C030003 10017  
 015 E010003 X  
 018 000000 Y  
 019 A000000 Y  
 019 B000000 283  
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 020 A000001 BANK OF AMERICA CORP  
 020 B000001 56-0906609  
 020 C000001 3  
 021 000000 3  
 022 A000001 FFI INSTITUTIONAL TAX-EXEMPT FUND  
 022 B000001 22-2509978  
 022 C000001 138838  
 022 D000001 146833  
 022 A000002 CITIGROUP GLOBAL MARKETS, INC.  
 022 B000002 11-2418191  
 022 C000002 41406  
 022 D000002 22037  
 022 A000003 J.P. MORGAN SECURITIES INC.  
 022 B000003 13-3299429  
 022 C000003 36452  
 022 D000003 8796  
 022 A000004 BANK OF AMERICA CORP  
 022 B000004 56-0906609  
 022 C000004 28928  
 PAGE 3  
 022 D000004 15777  
 022 A000005 WELLS FARGO & CO  
 022 B000005 41-0449260  
 022 C000005 15367  
 022 D000005 14232  
 022 A000006 MORGAN STANLEY & CO. INCORPORATED  
 022 B000006 13-2655998  
 022 C000006 19061  
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 022 A000007 BARCLAYS CAPITAL INC.  
 022 B000007 13-3299429  
 022 C000007 19277  
 022 D000007 9571  
 022 A000008 RAYMOND JAMES & ASSOCIATES, INC.  
 022 B000008 59-1237041  
 022 C000008 14279

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087	B010000	PREFERRED STOCK
088	A000000	N
088	B000000	N
088	C000000	N
	PAGE	9
088	D000000	Y
SIGNATURE	NEAL J. ANDREWS	
TITLE	CFO	

td>

720,675

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
1.3%

12. TYPE OF REPORTING PERSON\*  
CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Spectrum Offshore, Ltd.

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

63,177

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

63,177

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

63,177

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐ o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.1%

12. TYPE OF REPORTING PERSON\*

CO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Capital Group, LP

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,129,627

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,129,627

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,129,627

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐ o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON\*

PN

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Luxor Management, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

3,129,627

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,129,627

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,129,627

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐ o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON\*

OO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

LCG Holdings, LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

900,091

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

900,091

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

900,091

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐ o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

1.6%

12. TYPE OF REPORTING PERSON\*

OO

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

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CUSIP No. 451055107

1. NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Christian Leone

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☒ x

(b) ☐ o

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

3,129,627

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

3,129,627

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,129,627

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9)  
EXCLUDES CERTAIN SHARES\* ☐ o

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.4%

12. TYPE OF REPORTING PERSON\*

IN, HC

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

**ITEM 1(a). NAME OF ISSUER:**

Iconix Brand Group, Inc. (the "Issuer")

**ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:**

1450 Broadway

New York, New York 10018

**ITEM 2(a). NAME OF PERSON FILING:**

The names of the persons filing this statement on Schedule 13G are:

- Luxor Capital Partners, LP, a Delaware limited partnership (the "Onshore Fund");
- LCG Select, LLC, a Delaware limited liability company (the "Select Onshore Fund");
- Luxor Spectrum, LLC, a Delaware limited liability company (the "Spectrum Onshore Fund");
- Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the "Offshore Fund");
- LCG Select Offshore, Ltd., a Cayman Islands exempted company (the "Select Offshore Fund");
- Luxor Spectrum Offshore, Ltd., a Cayman Islands exempted company (the "Spectrum Offshore Fund");
- Luxor Capital Group, LP, a Delaware limited partnership ("Luxor Capital Group");
- Luxor Management, LLC, a Delaware limited liability company ("Luxor Management");
- LCG Holdings, LLC, a Delaware limited liability company ("LCG Holdings"); and
- Christian Leone, a United States Citizen ("Mr. Leone").

Luxor Capital Group acts as the investment manager of the Onshore Fund, the Select Onshore Fund, the Spectrum Onshore Fund, the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund, among other accounts. Luxor Management is the general partner of Luxor Capital Group. Mr. Leone is the managing member of Luxor Management. LCG Holdings is the general partner of the Onshore Fund and the managing member of the Select Onshore Fund and the Spectrum Onshore Fund. Mr. Leone is the managing member of LCG Holdings.

Luxor Capital Group, Luxor Management and Mr. Leone may each be deemed to have voting and dispositive power with respect to the shares of Common Stock (as defined below) held by the Onshore Fund, the Select Onshore Fund, the Spectrum Onshore Fund, the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund. LCG Holdings may be deemed to have voting and dispositive power with respect to the shares of Common Stock held by the Onshore Fund, the Select Onshore Fund and the Spectrum Onshore Fund.

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**ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:**

The business address of each of the Onshore Fund, the Select Onshore Fund, the Spectrum Onshore Fund, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone is 767 Fifth Avenue, 19th Floor, New York, New York 10153.

The business address of each of the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund is c/o M&C Corporate Services Limited, P.O. Box 309 GT, Ugland House, South Church Street, George Town, Grand Cayman, Cayman Islands.

**ITEM 2(c). CITIZENSHIP:**

Mr. Leone is a citizen of the United States.

Each of the Select Onshore Fund, the Spectrum Onshore Fund, Luxor Management and LCG Holdings is a limited liability company formed under the laws of the State of Delaware.

Each of the Onshore Fund and Luxor Capital Group is a limited partnership formed under the laws of the State of Delaware.

Each of the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund is a company formed under the laws of the Cayman Islands.

**ITEM 2(d). TITLE OF CLASS OF SECURITIES:**

Common Stock, par value \$0.001 (the "Common Stock")

**ITEM 2(e). CUSIP NUMBER:**

451055107

**ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b), OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:**

- (a) o Broker or dealer registered under Section 15 of the Exchange Act.
  - (b) o Bank as defined in Section 3(a)(6) of the Exchange Act.
  - (c) o Insurance company defined in Section 3(a)(19) of the Exchange Act.
  - (d) o Investment company registered under Section 8 of the Investment Company Act.
  - (e) o An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E).
  - (f) o An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F).
  - (g) o A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G).
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- (h) o A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act.
- (i) o A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box ☒

**ITEM 4. OWNERSHIP.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

(i) The Onshore Fund owns 726,167 shares of Common Stock.

(ii) The Select Onshore Fund owns 157,828 shares of Common Stock.

(iii) The Spectrum Onshore Fund owns 16,096 shares of Common Stock.

(iv) The Offshore Fund owns 1,238,002 shares of Common Stock.

(v) The Select Offshore Fund owns 720,675 shares of Common Stock.

(vi) The Spectrum Offshore Fund owns 63,177 shares of Common Stock.

(vii) Luxor Capital Group, as the investment manager of the Onshore Fund, the Select Onshore Fund, the Spectrum Onshore Fund, the Offshore Fund, the Select Offshore Fund and the Spectrum Offshore Fund, may be deemed to beneficially own the 2,921,945 shares of Common Stock held by them, and an additional 207,682 shares of Common Stock held in accounts that it separately manages.

(viii) Luxor Management and Mr. Leone may each be deemed to be the beneficial owners of the shares of Common Stock beneficially owned by Luxor Capital Group.

(ix) LCG Holdings may be deemed to be the beneficial owner of the shares of Common Stock held by the Onshore Fund, the Select Onshore Fund and the Spectrum Onshore Fund.

(x) Mr. Leone may be deemed to be the beneficial owner of the shares of Common Stock beneficially owned by LCG Holdings.

(xi) Collectively, the Reporting Persons beneficially own 3,129,627 shares of Common Stock.

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### (b) Percent of Class:

(i) The Onshore Fund's ownership of 726,167 shares of Common Stock represents 1.3% of all of the outstanding shares of Common Stock based on the 57,651,888 of Common Stock outstanding as of May 5, 2008 as reported in the Issuer's Form 10-Q filed on May 8, 2008 for the period ended March 31, 2008.

(ii) The Select Onshore Fund's ownership of 157,828 shares of Common Stock represents 0.3% of all of the outstanding shares of Common Stock.

(iii) The Spectrum Onshore Fund's ownership of 16,096 shares of Common Stock represents less than 0.1% of all of the outstanding shares of Common Stock.

(iv) The Offshore Fund's ownership of 1,238,002 shares of Common Stock represents 2.1% of all of the outstanding shares of Common Stock.

(v) The Select Offshore Fund's ownership of 720,675 shares of Common Stock represents 1.3% of all of the outstanding shares of Common Stock.

(vi) The Spectrum Offshore Fund's ownership of 63,177 shares of Common Stock represents 0.1% of all of the outstanding shares of Common Stock.

(vii) LCG Holdings' ownership of the 900,091 shares of Common Stock represents 1.6% of all of the outstanding shares of Common Stock.

(viii) Luxor Capital Group's, Luxor Management's and Mr. Leone's beneficial ownership of 3,129,627 shares of Common Stock represents 5.4% of all of the outstanding shares of Common Stock.

(ix) Collectively, the Reporting Persons' beneficial ownership of 3,129,627 shares of Common Stock represents 5.4% of all of the outstanding shares of Common Stock.

### (c) Number of shares as to which such person has:

#### (i) Sole power to vote or to direct the vote of Common Stock:

Not applicable.

#### (ii) Shared power to vote or to direct the vote of Common Stock:

The Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 726,167 shares of Common Stock held by the Onshore Fund.

The Select Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 157,828 shares of Common Stock held by the Select Onshore Fund.

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The Spectrum Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 16,096 shares of Common Stock held by the Spectrum Onshore Fund.

The Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 1,238,002 shares of Common Stock held by the Offshore Fund.

The Select Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 720,675 shares of Common Stock held by the Select Offshore Fund.

The Spectrum Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 63,177 shares of Common Stock held by the Spectrum Offshore Fund.

Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of the 207,682 shares of Common Stock beneficially owned by Luxor Capital Group through the separate accounts it manages.

(iii) Sole power to dispose or to direct the disposition of Common Stock:

Not applicable.

(iv) Shared power to dispose or to direct the disposition of Common Stock:

The Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 726,167 shares of Common Stock held by the Onshore Fund.

The Select Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 157,828 shares of Common Stock held by the Select Onshore Fund.

The Spectrum Onshore Fund, Luxor Capital Group, LCG Holdings, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 16,096 shares of Common Stock held by the Spectrum Onshore Fund.

The Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 1,238,002 shares of Common Stock held by the Offshore Fund.

The Select Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 720,675 shares of Common Stock held by the Select Offshore Fund.

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The Spectrum Offshore Fund, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 63,177 shares of Common Stock held by the Spectrum Offshore Fund.

Luxor Capital Group, Luxor Management and Mr. Leone have shared power to dispose or direct the disposition of the 207,682 shares of Common Stock beneficially owned by Luxor Capital Group through the separate accounts it manages.

### **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 Persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

### **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.**

See Exhibit B.

### **ITEM 9. NOTICE OF DISSOLUTION OF GROUP.**

Not applicable.

### **ITEM 10. CERTIFICATION.**

By signing below the undersigned certifies that, to the best of its or his 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.

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**SIGNATURE**

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

Dated: July 16, 2008

LUXOR CAPITAL PARTNERS, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG SELECT, LLC

By: LCG Holdings, LLC, as Managing Member

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR SPECTRUM, LLC

By: LCG Holdings, LLC, as Managing Member

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG SELECT OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel



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LUXOR SPECTRUM OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR CAPITAL GROUP, LP.

By: Luxor Management, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR MANAGEMENT, LLC

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

/s/ Adam Miller

Adam Miller, as Attorney-in-Fact

for Christian Leone

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**EXHIBIT A**

**JOINT FILING AGREEMENT**

The undersigned hereby agree that the statement on Schedule 13G with respect to the Common Stock of Iconix Brand Group, Inc. dated as of July 16, 2008, and any amendments thereto signed by each of the undersigned shall be, filed on behalf of each of the undersigned pursuant to and in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

Dated: July 16, 2008

LUXOR CAPITAL PARTNERS, LP

By: LCG Holdings, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG SELECT, LLC

By: LCG Holdings, LLC, as Managing Member

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR SPECTRUM, LLC

By: LCG Holdings, LLC, as Managing Member

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG SELECT OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel





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LUXOR SPECTRUM OFFSHORE, LTD.

By: Luxor Capital Group, LP, as investment manager

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR CAPITAL GROUP, LP.

By: Luxor Management, LLC, as General Partner

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

LUXOR MANAGEMENT, LLC

By: /s/ Norris Nissim

Norris Nissim,

General Counsel

/s/ Adam Miller

Adam Miller, as Attorney-in-Fact

for Christian Leone

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**EXHIBIT B**

Luxor Capital Partners, LP

LCG Select, LLC

Luxor Spectrum, LLC

Luxor Capital Partners Offshore, Ltd.

LCG Select Offshore, Ltd.

Luxor Spectrum Offshore, Ltd.

Luxor Capital Group, LP

LCG Holdings, LLC

Luxor Management, LLC

Christian Leone

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**EXHIBIT C**

**POWER OF ATTORNEY**

The undersigned hereby makes, constitutes and appoints each of Adam Miller and Elena Cimador as the undersigned's true and lawful authorized representative, attorney-in-fact and agent, each with the power individually to execute for and on behalf of the undersigned and to file with and deliver to the United States Securities and Exchange Commission and any other authority or party required or entitled to receive the same: (a) any Forms 3, 4 and 5, and any amendments thereto, in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "1934 Act"), and the rules promulgated thereunder; and (b) any Schedule 13D or Schedule 13G, and any amendments thereto, on behalf of the undersigned in accordance with Section 13 of the 1934 Act and the rules promulgated thereunder.

The undersigned also hereby grants to each such attorney-in-fact the full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, hereby ratifying and confirming all that such attorney-in-fact shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 or any other provision of the 1934 Act or the rules promulgated thereunder.

This Power of Attorney shall remain in full force and effect until earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of January 20, 2006.

/s/ Christian Leone

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Christian Leone

**ACKNOWLEDGEMENT IN NEW YORK STATE**

STATE OF NEW YORK     )  
: ss.:

COUNTY OF NEW YORK)

On January 20, 2006, before me, the undersigned personally appeared, Christian Leone, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

/s/ Michael J. Sadler

Notary Public

[Notary Stamp and Seal]