

Iconic Brands, Inc.  
Form 10-K/A  
April 22, 2019

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

**Form 10-K/A**  
**Amendment No. 1**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

**For the fiscal year ended December 31, 2018**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

**Commission file number 333-227420**

**Iconic Brands, Inc.**

(Exact name of registrant as specified in its charter)

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**Nevada**  
(State or other jurisdiction of incorporation  
or organization)

**47-2594704**  
(I.R.S. Employer Identification No.)

**10300 W. Charleston**

**Las Vegas, NV**  
(Address of principal executive offices)

**89135**  
(Zip Code)

**Registrant's telephone number, including area code (702) 201-6450**

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
<b>None</b>	<b>None</b>

Securities registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$0.001

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  
No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and

post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
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 Ex-change Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates as June 30, 2018 was approximately \$6,660,800, based on the last sale price of \$1.20 on June 29, 2018.

As of April 12, 2019, there were 6,254,515 shares of common stock, par value \$0.001, issued and outstanding.

#### **Documents Incorporated by Reference**

**None.**

### **Explanatory Paragraph**

The purpose of this Amendment No. 1 to the Annual Report of Iconic Brands, Inc. (the “Company”) on Form 10-K for the period ended December 31, 2018, filed with the Securities and Exchange Commission on April 22, 2019 (the “Form 10-K”), is to furnish Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language).

Other than the aforementioned, no other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

Pursuant to Rule 406T of Regulation S-T, the interactive data files on Exhibit 101 hereto are deemed not filed or part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities Act of 1933, as amended, are deemed not filed for purposes of Section 18 of the Securities Exchange Act of 1934, and amended, and otherwise are not subject to liability under those sections.

**PART IV**

**ITEM 15 - EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

**(a)(3) Exhibits**

Refer to (b) below.

**(b) Exhibits**

**Exhibit No. Description of Exhibits**

<u>3.1</u>	<u>(1) Articles of Incorporation of Iconic Brands, Inc.</u>
<u>3.2</u>	<u>(1) Bylaws of Iconic Brands, Inc., as amended</u>
<u>3.3</u>	<u>(2) Certificate of Designation of Series A Convertible Preferred Stock</u>
<u>3.4</u>	<u>(2) Certificate of Designation of Series B Convertible Preferred Stock</u>
<u>3.5</u>	<u>(2) Certificate of Designation of Series C Convertible Preferred Stock</u>
<u>3.6</u>	<u>(2) Certificate of Designation of Series D Convertible Preferred Stock</u>
<u>3.7</u>	<u>(2) Certificate of Designation of Series E Convertible Preferred Stock</u>
<u>10.1</u>	<u>(2) Distribution Agreement by and between BiVi LLC and United Spirits, Inc., dated May 1, 2015</u>

- 10.2 (2) Securities Exchange Agreement by and between the Company and BiVi LLC, dated May 15, 2015
- 10.3 (2) Distribution Agreement by and between Bellissima Spirits LLC and United Spirits, Inc., dated May 1, 2016
- 10.4 (2) Securities Purchase Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd. and Gregory M. Castaldo, dated November 1, 2017
- 10.5 (2) Registration Rights Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd. and Gregory M. Castaldo, dated November 1, 2017
- 10.6 (2) Extension of Lease Agreement by and between the Company and United Spirits, Inc., dated March 27, 2018
- 10.7 (2) Employment Agreement by and between the Company and Richard DeCicco, dated April 1, 2018
- 10.8 (2) Employment Agreement by and between the Company and Roseann Faltings, dated April 1, 2018
- 10.9 (2) Amendment No. 1 to Securities Purchase Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd., Iroquois Capital Investment Group LLC and Gregory M. Castaldo, dated May 21, 2018
- 10.10 (2) Amendment No. 1 to Registration Rights Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd., Iroquois Capital Investment Group LLC and Gregory M. Castaldo, dated May 21, 2018
- 10.11 (2) Share Exchange Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd., Iroquois Capital Investment Group LLC and Gregory M. Castaldo, dated May 21, 2018
- 10.12 (2) Amendment No. 1 to Securities Exchange Agreement by and between the Company and BiVi LLC, dated October 26, 2018
- 10.12 (3) Securities Purchase Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd., Iroquois Capital Investment Group, LLC, Next Generation TC FBO Andrew Arno IRA, Alpha Capital Anstalt, 32 Entertainment LLC, Jason DiPaola, Richard Molinsky and Gregory M. Castaldo, dated September 27, 2018
- 10.13 (3) Registration Rights Agreement by and among the Company, The Special Equities Group, LLC, Iroquois Master Fund Ltd., Iroquois Capital Investment Group, LLC, Next Generation TC FBO Andrew Arno IRA, Alpha Capital Anstalt, 32 Entertainment LLC, Jason DiPaola, Richard Molinsky and Gregory M. Castaldo, dated September 27, 2018

31.1	(3) <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer</u>
31.2	(3) <u>Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer</u>
32.1	(3) <u>Chief Executive Officer Certification Pursuant to 18 USC, Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
32.2	(3) <u>Chief Financial Officer Certification Pursuant to 18 USC, Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.</u>
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Labels Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

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(1) Incorporated by reference to Form SB-2 filed on November 30, 2007.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**Iconic Brands, Inc.**

Dated: April 22, 2019

*/s/ Richard J. DeCicco*  
By: Richard J. DeCicco  
Its: Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

Dated: April 22, 2019

*/s/ Richard J. DeCicco*  
By: Richard J. DeCicco  
Its: Chief Executive Officer and Director

Dated: April 22, 2019

*/s/ David Allen*  
By: David Allen  
Its: Chief Financial Officer and  
  
Principal Accounting Officer

Dated: April 22, 2019

*/s/ Roseann Faltings*  
By: Roseann Faltings  
Its: Director