

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): **September 17, 2021**

Iconic Brands, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

333-227420

(Commission
File Number)

13-4362274

(IRS Employer
Identification No.)

44 Seabro Avenue

Amityville, New York 11701

(Address of Principal Executive Offices)

(631) 464-4050

(Registrant's telephone number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to the registrant under any of the following provisions:

- 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.

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

Title of each class

N/A

Trading Symbol(s)

N/A

**Name of each exchange on which
registered**

N/A

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

As described in our Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on August 11, 2021 (the "Information Statement"), Iconic Brands, Inc. (the "Company") received written consents in lieu of a meeting of stockholders of the Company (the "Stockholders") from two (2) Stockholders representing Sixty Seven and Five Thousandths Percent (67.005%) of the possible votes outstanding, approving an amendment (the "Amendment") to the Articles of Incorporation of the Company so as to increase the number of authorized shares of Common Stock from two hundred million (200,000,000) shares to five hundred million (500,000,000) shares (the "Authorized Share Increase"). As also described in the Information Statement, pursuant to N.R.S. 78.315, the Company's Board of Directors unanimously approved the Amendment, subject to Stockholder approval.

On September 15, 2021, the Company filed a Certificate of Amendment to its Certificate of Incorporation with the Secretary of State of the State of Nevada, in the form attached hereto as Exhibit 3.1, which effected the Authorized Share Increase.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

[3.1](#) [Certificate of Amendment to Certificate of Incorporation of Iconic Brands, Inc., dated August 19, 2021.](#)

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.

Iconic Brands, Inc.

Dated: September 17, 2021

By: /s/ David Allen
Name: David Allen
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
to
ARTICLES OF INCORPORATION
of
ICONIC BRANDS, INC.**

The undersigned hereby certifies:

1. The name of the Corporation is Iconic Brands, Inc.
2. The Articles of Incorporation have been amended as follows:

The first paragraph of Section 1 of the Additional Articles, entitled "Capital Stock", is amended and restated as follows:

Effective on the open of business on September 8, 2021, the aggregate number of shares that the Corporation has the authority to issue is Six Hundred Million (600,000,000), of which Five Hundred Million (500,000,000) shares are authorized for common stock, par value \$0.001 per share, and One Hundred Million (100,000,000) shares are authorized for preferred stock, par value \$0.001 per share.

3. The votes by which the stockholders holding shares in the Corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the Articles of Incorporation, have voted in favor of the amendment is: 67.005%

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment to the Articles of Incorporation on August 19, 2021.

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