# ICONIC BRANDS, INC.

## QUARTERLY DISCLOSURE STATEMENT

June 30, 2015

Trading Symbol

ICNB

**1) Name of the issuer and its predecessors (if any)**

Iconic Brands Inc. (Formerly Paw Spa Inc. until 5-2009)

**2) Address of the issuer's principal executive offices**

Company Headquarters
44 Seabro Ave
Amityville, NY 11701

Phone: 631-464-4050
Email: info@iconicbrandsusa.com
Website: www.iconicbrandsusa.com

**3) Security Information**

Trading Symbol: ICNB
Exact title and class of securities outstanding: **Common**
CUSIP: 45107V207
Par or Stated Value: $.001
Total shares authorized: 2,500,000,000* as of: September 11, 2015
Total shares outstanding: 95,546,525 as of: September 11, 2015
As of September 11, 2015 we have 116 shareholders

*On May 11, 2015, the Company approved an amendment to the Company's charter to increase the total number of authorized shares of the Company's common stock from 100,000,000 to 2,500,000,000 shares, $0.001 par value per share. The charter amendment became effective on May 15, 2015 upon filing with, and acceptance for record by, the Nevada Secretary of State. No change was made to the number of authorized shares of the Company's preferred stock, which remains 100,000,000.

Additional class of securities:

Trading Symbol: N/A
Exact title and class of securities outstanding: **Series A Preferred**
CUSIP: N/A
Par or Stated Value: $.00001
Total shares authorized: 100,000,000 as of: September 11, 2015
Total shares outstanding: 1 as of: September 11, 2015

Additional class of securities:

Trading Symbol: N/A
Exact title and class of securities outstanding: **Series B Preferred**
CUSIP: N/A
Par or Stated Value: $2
Total shares authorized: 1,000,000 as of: September 11, 2015
Total shares outstanding: 0 as of: September 11, 2015**

**On May 5, 2014 the Company entered into a Settlement Agreement with Capstone Business Credit, LLC ("Capstone"), the Holder of all 916,603 issued and outstanding shares of Series B Preferred Stock (the "Series B Shares") under which the Company purchased the Series B Shares for $5,000 and the issuance of 100,000 restricted shares of the Company's common stock, at which time the Series B Shares were returned to treasury and cancelled. After May 5, 2014 there are no Series B Shares issued and outstanding.

Additional class of securities:

Exact title and class of securities outstanding: **Series C Preferred**
CUSIP: N/A

Par or Stated Value: $.00001
Total shares authorized: 100,000,000 as of: September 11, 2015
Total shares outstanding: 1,000 as of: September 11, 2015***

***On May 15, 2015, the Company entered into a Securities Exchange Agreement, by and among the members of BiVi LLC, a Nevada limited liability company (the "BiVi") (collectively referred to as the "Seller") under which the Company is to acquire a 51% majority interest in BiVi in exchange for the issuance (a) 1,000,000 shares of restricted common stock and (b) 1,000 shares of newly created Series C Convertible Preferred Stock.

Transfer Agent
Island Stock Transfer
15500 Roosevelt Boulevard
Suite 301
Clearwater, FL, 33760
Phone: 727-289-0010
Fax: 727-289-0069
Is the Transfer Agent registered under the Exchange Act?* Yes: X No:

*To be included in the OTC Pink Current Information tier, the transfer agent must be registered under the Exchange Act.

List any restrictions on the transfer of security:

None

Describe any trading suspension orders issued by the SEC in the past 12 months.

None

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

**Reverse Stock Split**

Iconic Brands filed for a 10 for 1 reverse stock split on March 21, 2014 which was declared effective by FINRA on April 11, 2014.

**Letter of Intent to Acquire Medical Marijuana Business Academy, LLC**

On March 31, 2014 Iconic Brands entered into a Binding Letter of Intent to acquire Medical Marijuana Business Academy, LLC, ("MMJ Business Academy"), a Colorado based educational platform that helps start-ups, investors, and current owners navigate the regulatory boundaries of the Cannabis market.

MMJ Business Academy's business model is to help start-ups, investors and current owners navigate the legal web of regulations and provides the practical hands on information necessary to take advantage of Cannabis market opportunities. MMJBA offers comprehensive, step-by-step live and on-line training platforms covering critical topics: marijuana business licensing qualification process, State license applications, seed to sale tracking, medicine and money, retail & cultivation operations, choice of entity, commercial leasing, marijuana business insurance, banking, security requirements, inventory obligations, State filings, taxes, special allocations, federal tax issues, compliance accounting, theft prevention, and essential tips to avoid failure and increase your chances of success.

**Share Exchange Agreement and Subsequent Unwind of Merger**

On September 10, 2014, ICONIC BRANDS, INC. (the "Company") entered into a Share Exchange Agreement (the "Agreement") and merger with Medical Marijuana Business Academy, LLC, a company organized pursuant to the laws of the State of Colorado ("MMBA"), and MJ Business Academy, Inc., a Nevada corporation and a wholly-owned subsidiary of

the Company ("Merger Sub"), pursuant to which, on September 10, 2014, MMBA merged with and into Merger Sub, with Merger Sub continuing as the surviving entity that succeeded to all of the assets, liabilities and operations of MMBA and whereby MMBA effectively became our wholly-owned operating subsidiary (the "Merger").

At the effective time of the Merger, the outstanding membership interest units of MMBA, held by Phillip Stark and Charles Houghton, were exchanged for a total of 60,000,000 newly issued shares of the Company's common stock as consideration for the Merger, and as such, Mr. Stark and Mr. Houghton, as the sole members of MMBA, held a controlling voting interest in the Company's outstanding common stock. At Closing, the Company's former CEO, Richard DeCicco, also transferred his One (1) Share of Series A Preferred Stock to Mr. Stark and Mr. Houghton, giving them control of the Company's preferred stock, as well.

The Agreement contained customary terms and conditions for agreements of this type, including completion of due diligence by the parties and approval of the Merger by MMBA members. At the effective time of the Merger, MMBA's current officers and directors were appointed as officers and directors of the Company. The Merger became effective on September 10, 2014.

A copy of the Agreement was attached to the Company's Form 8-K filed with the SEC on May 21, 2015 as Exhibit 2.1. The description of the Agreement herein is qualified by the terms of the full text of the agreement attached thereto and the terms thereof are incorporated herein by reference.

Effective on April 9, 2015, the Company, MMBA and Merger Sub entered into an Unwind Agreement (the "Unwind Agreement") whereby Mr. Houghton and Mr. Stark agreed to transfer their 60,000,000 shares of the Company's common stock, and to return the One (1) Share of Series A Preferred Stock to Mr. DeCicco, in exchange for the unwinding of the merger, and a return to Mr. Houghton and Mr. Stark of all of the membership interest units in MMBA.

At the Closing of the Unwind Agreement on April 23, 2015, Richard DeCicco was appointed President and Director of the Company and Merger Sub. Following Mr. DeCicco's appointment, Mr. Stark and Mr. Houghton resigned all officer and director positions in both the Company and Merger Sub, and Mr. DeCicco remains as sole officer and director of Iconic Brands, Inc. and MJ Business Academy, Inc.

As of the Closing of the Unwind Agreement, neither the Company, nor Merger Sub holds any right, title or interest in or to any of the assets of Medical Marijuana Business Academy, LLC, and MMBA is a private entity once again owed solely by its Managing Members, Phillip Stark and Charles Houghton.

A copy of the Unwind Agreement was attached to the Company's Form 8-K filed with the SEC on May 21, 2015 as Exhibit 3.1. The description of the Agreement herein is qualified by the terms of the full text of the agreement attached thereto and the terms thereof are incorporated herein by reference.

**Acquisition of BiVi**

On May 15, 2015, the Company entered into a Securities Exchange Agreement, by and among the members of BiVi LLC, a Nevada limited liability company (the "BiVi") (collectively referred to as the "Seller") under which the Company is to acquire a 51% majority interest in BiVi in exchange for the issuance (a) 1,000,000 shares of restricted common stock and (b) 1,000 shares of newly created Series C Convertible Preferred Stock.

Upon satisfaction of the conditions set forth in the Securities Exchange Agreement, the Closing was held on May 31, 2015. At Closing, BiVi became a majority owned subsidiary of the Company. Under the terms of the Securities Exchange Agreement, the Company shall provide working capital, from time to time, of up to $750,000.00 pursuant to a Working Capital Facility, which shall be repaid by BiVi from working capital generated from BiVi's operations. Provided that, in the event that the Company fails to provide working capital of at least $40,000.00 per month, and such failure shall continue for a period of sixty (60) calendar days thereafter ("Cure Period") then BiVi may, at its option, by written notice to the Company, declare a default. In the event of such default, the Company shall surrender the Majority Interest back to BiVi for retirement and the Holders of the Series C Preferred Stock shall surrender all outstanding shares back to Iconic for retirement ("BiVi Unwind"). In the event of the BiVi Unwind, BiVi shall issue a 5% promissory note to the Company ("Promissory Note") with a principal amount equal to the then outstanding unpaid balance of the Working Capital Facility advanced to BiVi prior to the Unwind, payable upon the acquisition of the majority of the outstanding stock or assets of BiVi, including but not limited to the BiVi Brand of products, by a third party, but in no event later than 36 months from issuance ("Maturity Date").

Prior to the Closing, BiVi was beneficially owned and controlled by Richard DeCicco, the majority shareholder, President, CEO and Director of Iconic Brands, Inc.

A copy of the Securities Exchange Agreement was attached to the Company's Form 8-K filed with the SEC on May 21, 2015 as Exhibit 4.1. The description of the Agreement herein is qualified by the terms of the full text of the agreement attached thereto and the terms thereof are incorporated herein by reference.

## 4) Issuance History

**Issuance of Shares to Stark and Houghton and Subsequent Transfer of those Shares to DeCicco**

On September 10, 2014, the issuance of 60,000,000 new shares of common stock to Mr. Stark and Mr. Houghton constituted a change in control, as did the transfer of the One (1) Share of Series A Preferred Stock from Richard DeCicco to Mr. Stark and Mr. Houghton.

On April 23, 2015, with the Closing of the Unwind Agreement, Mr. Stark and Mr. Houghton transferred their 60,000,000 shares of the Company's common stock, and they transferred their One (1) Share of Series A Preferred Stock back to Richard DeCicco. These transfers were finalized by the Company's transfer agent on May 8, 2015, once again giving Richard DeCicco voting control of the Company, Mr. DeCicco was appointed President, CEO and Director of Iconic Brands, Inc. and MJ Business Academy, Inc., and immediately thereafter, Mr. Stark and Mr. Houghton resigned from all officer and director positions held in the Company and Merger Sub.

**Increase in Authorized Shares**

On May 11, 2015, the Company approved an amendment to the Company's charter to increase the total number of authorized shares of the Company's common stock from 100,000,000 to 2,500,000,000 shares, $0.001 par value per share. The charter amendment became effective on May 15, 2015 upon filing with, and acceptance for record by, the Nevada Secretary of State. No change was made to the number of authorized shares of the Company's preferred stock, which remains 100,000,000 at $0.001 par value per share.

A copy of the Certificate of Change affecting the increase in authorized common stock of the Company was attached to the Form 8-K filed with the SEC on May 21, 2015 as Exhibit 5.1 and is incorporated by reference herein.

**Creation of Series C Preferred Stock**

On May 15, 2015, the Company approved the creation of a new class of preferred stock in order to facilitate the Closing of the Securities Exchange Agreement with BiVi. Under Section 2 of the Certificate of Designation, the holders of Series C Preferred Stock have preferential rights in comparison to holders of the Company's common stock. Upon any Sale, as defined in the Certificate of Designation, the holders of the Series C Preferred Stock, in aggregate, shall be entitled to receive out of the proceeds of such Sale (in whatever form, be it cash, securities, or other assets), a distribution from the Company equal to Seventy Six and Ninety Three One Hundredths percent (76.93%) of all such proceeds received by the Company prior to any distribution of such proceeds to all other classes of equity securities, including any series of preferred stock designated subsequent to this Series C Preferred Stock.

The Certificate of Designation was filed with the Nevada Secretary on May 21, 2015.

A copy of the Certificate of Designation for the newly created Series C Preferred Stock was attached to the Form 8-K filed with the SEC on May 21, 2015 as as Exhibit 6.1 and is incorporated by reference herein.

## 5) Financial Statements

Quarterly Report for the period ending June 30, 2015 is incorporated by reference and is posted to OTCIQ.

## 6) Describe the Issuer's Business, Products and Services

Describe the issuer's business so a potential investor can clearly understand the company. In answering this item, please include the following:

A. a description of the issuer's business operations;

Iconic Brands Inc. is a beverage company with the highest expertise of developing from inception to completion, alcoholic beverages for itself and third parties. Iconic Brands also markets and places the products into national distribution through long standing industry relationships. Iconic is also a leader in "Celebrity Branding" of beverages, procuring superior and unique products from around the world and branding its products with internationally recognized celebrities.

BiVi LLC, a subsidiary of the Company, is made up of BiVi 100 percent Sicilian Vodka. BiVi LLC's mission is to promote and support the sales endeavors of the distribution network through targeted and national marketing endeavors and working with the Celebrity partner Mr. Chazz Palminteri.

The Company intends to seek, investigate and, if such investigation warrants, acquire an interest in one or more business opportunities presented to it by persons or firms who or which desire to seek the perceived advantages of a publicly held corporation.

B. Date and State (or Jurisdiction) of Incorporation:

October 21, 2005 in the State of Nevada

C. the issuer's primary and secondary SIC Codes;

5180

D. the issuer's fiscal year end date;

12/31

E. principal products or services, and their markets;

Wholesale Wine and Distilled Alcoholic Beverages

**7) Describe the Issuer's Facilities**

Iconic Brands Inc. maintains an office at 44 Seabro Ave Amityville, NY 11701 which is provided to Iconic Brands by United Spirits Inc. and Rich DeCicco, its CEO on a month to month basis.

**8) Officers, Directors, and Control Persons**

A. Names of Officers, Directors, and Control Persons.

From the Closing of the Merger on September 10, 2014 to the Unwind on April 23, 2015, Charles Houghton and Phillip Stark, held the Control Block consisting of the 60,000,000 new shares of common stock which were issued by the Company and the One (1) Share of Series A Preferred Stock which was transferred from Richard DeCicco to Mr. Stark and Mr. Houghton. During that time period, Mr. Stark served as CEO and Mr. Houghton served as President of the Company,and they were the sole Directors of Iconic Brands, Inc., but the operations and assets of MMJBA were never integrated into the Company, and MMJBA was operated as a separate business.

On April 23, 2015, with the Closing of the Unwind Agreement, Mr. Stark and Mr. Houghton transferred their 60,000,000 shares of the Company's common stock, and they transferred their One (1) Share of Series A Preferred Stock back to Richard DeCicco. These transfers were finalized by the Company's transfer agent on May 8, 2015, once again giving Richard DeCicco voting control of the Company, Mr. DeCicco was appointed President, CEO and Director of Iconic Brands, Inc. and MJ Business Academy, Inc., and immediately thereafter, Mr. Stark and Mr. Houghton resigned from all officer and director positions held in the Company and Merger Sub.

Richard J. DeCicco, 44 Seabro Ave, Amityville, NY 11701 has served as president, secretary and a director of Iconic Brands, Inc. since 2007 (with the only exception of the period between the MMJBA Acquisition and its Unwind). With over 34 years' experience in the global liquor industry, Mr. DeCicco has been a senior executive and a leader in the wine and spirits industry. Prior to his appointment at Harbrew Imports Ltd, Mr. DeCicco was the CEO and President of Harbor Industries from 1990 to 1997. Harbor Industries is a production facility, which handles over 2 million cases of products per year and with over 600 employees. In addition to having been the national provider for The Paddington Corporation brands from 1990 to 1997, Mr. DeCicco pioneered what is now known within the field as Value Added Packaging (VAP). Mr. DeCicco brings a great deal of creativity, market savvy, and brand development knowledge to our company.

On May 13, 2015, Roseann Faltings, 44 Seabro Ave, Amityville, NY 11701, was appointed as a member of the Company's Board of Directors.

Ms. Faltings is an international liquor industry veteran of more than 12 years with experience in brand development, marketing, sales and distribution across the beer, wine and spirits categories. Throughout her executive career, Roseann has worked on United Spirits' current brand portfolio, as well as Danny DeVito's Premium Limoncello, Yanjing Beer, (The National Beer of China), Johnny Bench 5 Scotch Whisky and other private label products. Ms. Faltings was previously an employee of the Company, beginning in 2003. In 2005, she was appointed VP of Sales and Marketing for Iconic Brands, Inc. and she continued to serve in that role until she resigned pursuant to the terms of the merger with MMBA in September of 2014. Ms. Faltings maintains strong relationships within the U.S. distribution and wholesale supply chain. One of highlights of her career was the negotiations with Paramount Studios in the development of "The Godfather Vodka" that she spearheaded.

B. Legal/Disciplinary History. Please identify whether any of the foregoing persons have, in the last five years, been the subject of:

**The foregoing persons have NOT been the subject of:**

a. A conviction in a criminal proceeding or named as a defendant in a pending criminal proceeding ( excluding traffic violations and other minor offenses);
b. The entry of an order, judgment, or decree, not subsequently reversed, suspended or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;
c. A finding or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, or a state securities regulator of a violation of federal or state securities or commodities law, which finding or judgment has not been reversed, suspended, or vacated; or
d. The entry of an order by a self-regulatory organization that permanently or temporarily barred, suspended or otherwise limited such person's involvement in any type of business or securities activities

C. Beneficial Shareholders. Provide a list of the name, address and shareholdings or the percentage of shares owned by all persons beneficially owning more than ten percent (10%) of any class of the issuer's equity securities. If any of the beneficial shareholders are corporate shareholders, provide the name and address of the person(s) owning or controlling such corporate shareholders and the resident agents of the corporate shareholders.

From the Closing of the Merger on September 10, 2014 to the Unwind on April 23, 2015, Charles Houghton and Phillip Stark, held the Control Block consisting of the 60,000,000 new shares of common stock which were issued by the Company and the One (1) Share of Series A Preferred Stock which was transferred from Richard DeCicco to Mr. Stark and Mr. Houghton. During that time period, Mr. Stark served as CEO and Mr. Houghton served as President of the Company,and they were the sole Directors of Iconic Brands, Inc., but the operations and assets of MMJBA were never integrated into the Company, and MMJBA was operated as a separate business.

On April 23, 2015, with the Closing of the Unwind Agreement, Mr. Stark and Mr. Houghton transferred their 60,000,000 shares of the Company's common stock, and they transferred their One (1) Share of Series A Preferred Stock back to Richard DeCicco. These transfers were finalized by the Company's transfer agent on May 8, 2015, once again giving Richard DeCicco voting control of the Company, Mr. DeCicco was appointed President, CEO and Director of Iconic Brands, Inc. and MJ Business Academy, Inc., and immediately thereafter, Mr. Stark and Mr. Houghton resigned from all officer and director positions held in the Company and Merger Sub.

| Name and Address of Beneficial Owner | Amount and Nature of Beneficial Ownership |
|---|---|
| Richard DeCicco*(i)<br>44 Seabro Ave<br>Amityville, NY 11701 | 61,000,000 Common<br>1 Series A Preferred<br>1,000 Series C Preferred |

*Richard DeCicco and Roseann Faltings reside in the same household, and for the purposes of determining affiliate or control person status under Rule 144, she would be considered to beneficially own his shares. Ms. Faltings would thus be considered an affiliate for that reason, even if she ceased to be a director.

(i)Richard DeCicco beneficially controlled BiVi, LLC, the Company's subsidiary prior to Closing, so the 1,000,000 shares of common stock and the 1,000 shares of Series C Preferred Stock used to acquire BiVi are likewise beneficially owned by Mr. DeCicco for Rule 144 purposes.

**9) Third Party Providers**

Please provide the name, address, telephone number, and email address of each of the following outside providers that advise your company on matters relating to operations, business development and disclosure:

Legal Counsel
Matheau J. W. Stout, Esq.
400 East Pratt Street
8th Floor
Address 2: Baltimore, Maryland 21202
Phone: 410-429-7076
Email: mjwstout@gmail.com

Accountant or Auditor
Dov Zaidman CPA, CITP, CGMA
ZBS Group, LLP
255 Executive Drive, Suite 400
Plainview, New York 11803
(516) 394-3344
Email: dzaidman@zbscpas.com

**10) Issuer Certification**

I, Richard DeCicco certify that:

1. I have reviewed this Quarterly Disclosure Statement of Iconic Brands Inc.;

2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and

3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

September 11, 2015

/s/ Richard DeCicco

CEO