



DIVISION OF
CORPORATION FINANCE

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

November 15, 2012

Via E-mail

Mr. Richard DeCicco
President
Iconic Brands, Inc.
c/o David Lubin & Associates, PLLC
10 Union Avenue
Lynbrook, New York 11563

**Re: Iconic Brands, Inc.
Amendment 1 to Item 4.01 Form 8-K
Filed November 13, 2012
File No. 000-53162**

Dear Mr. DeCicco:

We have reviewed your amended filing and have the following comment. In our comment, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filing. If you do not believe our comment applies to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing we may have additional comments.

1. We note your revised disclosure in response to our prior comment. Please note, that under Rule 12b-15, amendments must set forth the complete text of each item as amended. In this regard, we note that only one paragraph was included in your amendment rather than the full, revised text of Item 4.01. Please amend your 8-K to include the entire text of Item 4.01 as required. Include an updated letter from your former auditor addressing your revised disclosure as an exhibit to your Form 8-K/A.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are in possession of all facts relating to a company's disclosure, they are responsible for the accuracy and adequacy of the disclosures they have made.

In connection with responding to our comments, please provide, in writing, a statement from the company acknowledging that:

Mr. Richard DeCicco
Iconic Brands, Inc.
November 15, 2012
Page 2

- the company is responsible for the adequacy and accuracy of the disclosure in the filing;
- staff comments or changes to disclosure in response to staff comments do not foreclose the Commission from taking any action with respect to the filing; and
- the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States.

If you have any questions, please call me at (202) 551-3624.

Sincerely,

/s/ Heather Clark

Heather Clark
Staff Accountant