#### D LOREN ROBERT W

Form 4

March 26, 2008

## FORM 4

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

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

if no longer subject to Section 16. Form 4 or Form 5

obligations may continue. See Instruction

**SECURITIES** 

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1(b).

(Last)

1. Name and Address of Reporting Person \* D LOREN ROBERT W

(First)

(Middle)

C/O NEXCEN BRANDS. INC., 1330 AVENUE OF THE AMERICAS, 34TH FLOOR

NEW YORK, NY 10019

(Street)

2. Issuer Name and Ticker or Trading Symbol

NexCen Brands, Inc. [NEXC]

3. Date of Earliest Transaction (Month/Day/Year)

03/25/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

**OMB APPROVAL** 

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

\_X\_\_ Director 10% Owner X\_ Officer (give title Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check

Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(City)	(State)	(Zip) Ta	ble I - Non	-Derivative	Secur	ities Aco	quired, Disposed	of, or Benef	icially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securitie on(A) or Disp (Instr. 3, 4	osed o	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/25/2008		Code V P	Amount 4,900	(D)	Price \$ 3.22	1,006,284	D	
Common Stock	03/25/2008		P	1,700	A	\$ 3.26	1,007,984	D	
Common Stock	03/25/2008		P	1,050	A	\$ 3.27	1,009,034	D	
Common Stock	03/25/2008		P	1,200	A	\$ 3.28	1,010,234	D	
Common Stock	03/25/2008		P	1,350	A	\$ 3.29	1,011,584	D	

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Common Stock	03/25/2008	P		3,700	A	\$ 3.3	1,015,284	D	
Common Stock	03/25/2008	P		3,100	A	\$ 3.31	1,018,384	D	
Common Stock	03/25/2008	P		2,500	A	\$ 3.32	1,020,884	D	
Common Stock	03/25/2008	P		1,559	A	\$ 3.33	1,022,443	D	
Common Stock	03/25/2008	P		9,341	A	\$ 3.34	1,031,784	D	
Common Stock	03/25/2008	P		400	A	\$ 3.35	1,032,184	D	
Common Stock	03/25/2008	P		600	A	\$ 3.37	1,032,784	D	
Common Stock	03/25/2008	P		2,200	A	\$ 3.38	1,034,984	D	
Common Stock	03/25/2008	P		2,800	A	\$ 3.39	1,037,784	D	
Common Stock	03/25/2008	P		3,000	A	\$ 3.4	1,040,784	D	
Common Stock	03/25/2008	P		300	A	\$ 3.41	1,041,084	D	
Common Stock	03/25/2008	P		200	A	\$ 3.42	1,041,284	D	
Common Stock	03/25/2008	P		100	A	\$ 3.43	1,041,384	D	
Common Stock	01/28/2008	G	V	875,526	D	(1)	1,775,193	I	By D'Loren Realty, LLC
Common Stock	01/28/2008	G	V	875,526	A	(1)	875,526	I	By The D'Loren 2008 Retained Annuity Trust-NexCen

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
D LOREN ROBERT W C/O NEXCEN BRANDS, INC. 1330 AVENUE OF THE AMERICAS, 34TH FLOOR NEW YORK, NY 10019	X		Chief Executive Officer				

# **Signatures**

/s/ Robert W.
D'Loren

\*\*Signature of Date

\*\*Signature of
Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

On January 28, 2008, Mr. D'Loren, as grantor, established The D'Loren 2008 Retained Annuity Trust-NexCen ("D'Loren GRAT"). In connection with the establishment of the D'Loren GRAT, D'Loren Realty, LLC transferred 875,526 shares of common stock to Mr. D'Loren who subsequently gifted the 875,526 shares of common stock to the D'Loren GRAT. Mr. D'Loren is the trustee of the D'Loren GRAT and has the independent authority to vote and dispose of the shares of common stock held by the D'Loren GRAT.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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