

Haran James
Form 3
May 03, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF 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. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Haran James		(Month/Day/Year)	NexCen Brands, Inc. [NEXC]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/01/2007		
9A NASSAU STREET			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) EVP, M&A and Operations	
MASSAPEQUA, NY 11758			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	253,749 <u>(1)</u> <u>(2)</u>	D	Â
Common Stock	91,350 <u>(1)</u> <u>(3)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
Stock Options	Â (4)	06/05/2016	Common Stock	581,788	\$ 4.1	D Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Haran James 9A NASSAU STREET MASSAPEQUA, NY 11758	Â	Â	Â EVP, M&A and Operations	Â

Signatures

/s/ James Haran 05/03/2007

Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Received in exchange for 659,000 Class B Non-Voting common stock of UCC Capital Corp. ("Capital") and 11.11 shares of common stock of UCC Consulting Corp. ("Consulting," and with Capital, "UCC") in connection with the closing of the merger of Capital and Consulting into a wholly owned subsidiary of NexCen Brands, Inc. (the "Merger") pursuant to the terms of a merger agreement dated June 6, 2006 (the "Merger Agreement").
 - (2) The reporting person acquired these shares on June 6, 2006, as consideration in the Merger. The Merger Agreement provides that the former securityholders of UCC will receive up to an additional 1,600,000 shares of NexCen Brands, Inc. common stock in two tranches based upon certain performance targets set forth in the Merger Agreement. The reporting person's right to receive his pro rata share of the additional shares pursuant to the earn-out right became fixed and irrevocable on June 6, 2006, the effective date of the Merger.
 - (3) These shares were issued on June 6, 2006, at the closing of the Merger. Until and unless earned, the shares are being held in escrow and are subject to forfeiture if the performance targets are not met within the earn-out period.
 - (4) The stock options will vest and become exercisable in equal amounts on the first, second and third anniversaries of the grant date (June 6, 2006), provided that the reporting person is then employed by NexCen Brands, Inc. on each vesting date and the vesting is not otherwise accelerated pursuant to the terms thereof.

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.