

NexCen Brands, Inc.
Form 15-12G
November 02, 2010

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

FORM 15

CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.

Commission File Number 000-27707

NexCen Brands, Inc.
(Exact name of registrant as specified in its charter)

c/o XRoads Solutions Group, LLC, 400 Madison Avenue, 3rd Floor,
New York, NY 10017
(212) 277-1100 and (212) 610-5631
(Address, including zip code, and telephone number, including area code, of registrant's
principal executive offices)

Convertible Subordinated Notes due 2005
(Title of each class of securities covered by this Form)

Common Stock, Par Value \$0.01 Per Share
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or
15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

| | |
|----------------------|-------------------------------------|
| Rule 12g-4(a)(1) | <input checked="" type="checkbox"/> |
| Rule 12g-4(a)(2) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(i) | <input type="checkbox"/> |
| Rule 12h-3(b)(1)(ii) | <input type="checkbox"/> |
| Rule 15d-6 | <input type="checkbox"/> |

Approximate number of holders of record as of the certification or notice date: 0

Pursuant to the requirements of the Securities Exchange Act of 1934, NexCen Brands, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

NEXCEN BRANDS, INC.

Date: November 1, 2010

By: /s/ Dennis Simon
Name: Dennis Simon
Title: President

