

SEQUENTIAL BRANDS GROUP, INC.

Reported by
KLEIN GARY

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/16/17 for the Period Ending 03/14/17

Address	5 BRYANT PARK 30TH FLOOR NEW YORK, NY 10018
Telephone	646-564-2577
CIK	0001648428
Symbol	SQBG
SIC Code	2300 - Apparel & Other Finishd Prods of Fabrics & Similar Matl
Fiscal Year	12/31

FORM 4

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

OMB APPROVAL
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * Klein Gary (Last) (First) (Middle) C/O SEQUENTIAL BRANDS GROUP, INC., 601 WEST 26TH STREET, 9TH FLOOR (Street) NEW YORK, NY 10001 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Sequential Brands Group, Inc. [SQBG] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/14/2017</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> X Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Financial Officer 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/14/2017		A		108000	A	\$0 (1)	260390	D	
Common Stock	3/14/2017		F		59400 (2)	A	\$3.54 (3)	200990	D	

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- () Represent performance stock units granted under the Sequential Brands Group Inc. 2013 Stock Incentive Plan (the "PSUs"). The vesting of the PSUs was
 - 1) subject to certain performance targets not tied to the market price of the Company's shares and discretionary approval by the Compensation Committee. The Compensation Committee approved the vesting of the PSUs, for performance metrics achieved and on a discretionary basis, pending the confirmation of Sequential Brands Group, Inc. results through the filing of the Company's 2016 Annual Report on Form 10-K which occurred on March 14, 2017.
 - ()
 - 2) The shares reported in column 4 represent shares withheld solely for tax purposes in connection with vesting of the PSUs.
 - ()
 - 3) Closing market price of the common stock of the Company on the transaction date.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Klein Gary C/O SEQUENTIAL BRANDS GROUP, INC. 601 WEST 26TH STREET, 9TH FLOOR NEW YORK, NY 10001			Chief Financial Officer	

Signatures

/s/ Gary Klein

3/16/2017

**Signature of Reporting Person

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.