

SEQUENTIAL BRANDS GROUP, INC.

Reported by
SHMIDMAN YEHUDA

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/22/17 for the Period Ending 03/16/17

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|-------------|--|
| 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 * SHMIDMAN YEHUDA (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] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Chief Executive Officer |
| 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">3/16/2017</p> | | 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 |
| 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | |

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 | 3/16/2017 | | A | | 200000 | A | \$0 (1) | 603360 | D | |
| Common Stock | 3/16/2017 | | F | | 106667 (2) | D | \$3.95 (3) | 496693 | 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:

- (1) Represent performance stock units granted under the Sequential Brands Group Inc. 2013 Stock Incentive Plan (the "PSUs").
- (2) The shares reported in column 4 represent shares withheld solely for tax purposes in connection with vesting of the PSUs described in footnote (1) and vesting of 66,667 restricted stock units.
- (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 |
| SHMIDMAN YEHUDA C/O SEQUENTIAL BRANDS GROUP, INC. 601 WEST 26TH STREET, 9TH FLOOR NEW YORK, NY 10001 | X | | Chief Executive Officer | |

Signatures

/s/ Gary Klein, Attorney-in-Fact for Yehuda Shmidman

3/22/2017

**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.

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