

SEQUENTIAL BRANDS GROUP, INC.

Reported by
EBY MATTHEW

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 11/20/17 for the Period Ending 11/17/17

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

FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 * SWEEDLER WILLIAM (Last) (First) (Middle) C/O TENGRAM CAPITAL ASSOCIATES, LLC, 15 RIVERSIDE DRIVE (Street) WESTPORT, CT 06880 (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 <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">11/17/2017</p>		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/17/2017		P		86036 (1)	A	\$1.6755 (1)	1020290	D (2)	
Common Stock								59165	I	By Madcat II, LLC. See footnote (3)
Common Stock								6628572	I	By TCP WR Acquisition, LLC. See footnote (4)
Common Stock								733333	I	By TCP SQBG Acquisition, LLC. See footnote (4)
Common Stock								257273	I	By TCP SQBG II, LLC. See footnote (4)
Common Stock								95938	I	By Matthew Eby. See footnote (5)

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) The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at the reported price. The reporting person undertakes to provide to Sequential Brands Group, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares bought at each separate price within the ranges set forth in this footnote.
- (2) Directly owned by Mr. William Sweedler.
- (3) Consists of shares of common stock of the Issuer held by Madcat II, LLC, of which Mr. Sweedler is the managing member. Mr. Sweelder disclaims

beneficial ownership of shares of common stock of the Issuer held by Madcat II, LLC, except to the extent of his pecuniary interest therein.

- (4) Consists of (i) 6,628,572 shares of common stock of the Issuer held directly by TCP WR Acquisition, LLC, (ii) 733,333 shares of common stock of the Issuer held by TCP SQBG Acquisition, LLC and (iii) 257,273 shares of common stock of the Issuer held by TCP SQBG II, LLC. Mr. Sweedler and Mr. Matthew Eby are managing members of Tengram Capital Associates, LLC, which is the general partner of the managing member of each of TCP WR Acquisition, LLC, TCP SQBG Acquisition, LLC and TCP SQBG II, LLC. Mr. Sweedler also is a director of the Issuer. Each of Tengram Capital Associates, LLC, Mr. Sweedler and Mr. Eby disclaims beneficial ownership of such shares of Common Stock, except to the extent of his or its respective pecuniary interest therein.
- (5) Directly owned by Mr. Eby.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWEEDLER WILLIAM C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE DRIVE WESTPORT, CT 06880	X	X		
TCP WR Acquisition LLC C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE DRIVE WESTPORT, CT 06880		X		
Tengram Capital Associates, LLC C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE DRIVE WESTPORT, CT 06880		X		
Eby Matthew C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE DRIVE WESTPORT, CT 06880		X		

Signatures

/s/ William Sweedler

11/20/2017

—Signature of Reporting Person

Date

/s/ William Sweedler, as managing member of Tengram Capital Associates, LLC, as general of Tengram Capital Partners Gen2 Fund, L.P., as managing member of TCP WR Acquisition, LLC

11/20/2017

—Signature of Reporting Person

Date

/s/ William Sweedler, as managing Member of Tengram Capital Associates, LLC

11/20/2017

—Signature of Reporting Person

Date

/s/ Matthew Eby

11/20/2017

—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.