

Sequential Brands Group, Inc.
Form 4
December 08, 2015

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWEEDLER WILLIAM

2. Issuer Name **and** Ticker or Trading
Symbol
Sequential Brands Group, Inc.
[SQBG]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2015

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

**C/O TENGRAM CAPITAL
ASSOCIATES, LLC, 15
RIVERSIDE AVENUE**

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

WESTPORT, CT 06880

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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	12/04/2015		A		393,019	A	<u>11</u>	393,019	D
Common Stock	12/04/2015		A		59,165	A	<u>11</u>	59,165	I
Common Stock	12/04/2015		A		7,619,178	A	<u>11</u>	7,619,178	I

See
footnote
(2)

See
footnote
(3)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
SWEEDLER WILLIAM C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	X X

Signatures

/s/ William
Sweedler

12/08/2015

**Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) As of the effective time (the "Effective Time") of the transactions contemplated by the Agreement and Plan of Merger, dated as of June 22, 2015, as amended, by and among Sequential Brands Group, Inc. (f/k/a Singer Madeline Holdings, Inc.) (the "Issuer"), SQBG, Inc. (f/k/a Sequential Brands Group, Inc.) ("Old Sequential" and the predecessor to the Issuer), Martha Stewart Living Omnimedia, Inc., Madeline Merger Sub, Inc. and Singer Merger Sub, Inc. (the "Merger Agreement"), each share of common stock of Old Sequential was converted into one share of common stock of the Issuer.

(2) Consists of 59,165 shares of common stock of the Issuer held by Madcat II, LLC immediately following the Effective Time. The reporting person is the managing member of Madcat II, LLC. The reporting person disclaims beneficial ownership of said shares of common stock of the Issuer held by Madcat II, LLC, except to the extent of his pecuniary interest therein.

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- (3) Consists of (i) 6,628,572 shares of common stock of the Issuer held by TCP WR Acquisition, LLC immediately following the Effective Time, (ii) 733,333 shares of common stock of the Issuer held by TCP SQBG Acquisition, LLC immediately following the Effective Time and (iii) 257,273 shares of common stock of the Issuer held by TCP SQBG II, LLC immediately following the Effective Time. The reporting person is a managing member 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. The reporting person disclaims beneficial ownership of said shares of common stock of the Issuer held by TCP WR Acquisition, LLC, TCP SQBG Acquisition, LLC and TCP SQBG II, LLC, except to the extent of the reporting person's respective pecuniary interest therein.

Remarks:

The acquisition of the referenced securities of the Issuer by the reporting person was made as a result of the business combination.

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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