

Eby Matthew
Form 4
November 20, 2017

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)
11/17/2017

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

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

(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)
Common Stock	11/17/2017		P	86,036 (1)	\$ 1.6755 (1)	1,020,290	D (2)

Common
Stock

59,165 I

By Madcat
II, LLC. See
footnote (3)

Common
Stock

6,628,572 I

By TCP WR
Acquisition,
LLC. See
footnote (4)

Common Stock	733,333	I	By TCP SQBG Acquisition, LLC. See footnote ⁽⁴⁾
Common Stock	257,273	I	By TCP SQBG II, LLC. See footnote ⁽⁴⁾
Common Stock	95,938	I	By Matthew Eby. See footnote ⁽⁵⁾

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 Repo 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 DRIVE WESTPORT, CT 06880	X	X		
TCP WR Acquisition LLC C/O TENGRAM CAPITAL ASSOCIATES, LLC			X	

15 RIVERSIDE DRIVE
WESTPORT, CT 06880

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

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) 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. Sweedler 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.

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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