

Eby Matthew
 Form 4
 November 20, 2017

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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

(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)
C/O TENGRAM CAPITAL ASSOCIATES, LLC, 15 RIVERSIDE DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2017

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

WESTPORT, CT 06880
 (City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 11/17/2017 | | P | (A) or (D) A | \$ 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. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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 X
15 RIVERSIDE DRIVE
WESTPORT, CT 06880

Eby Matthew
C/O TENGRAM CAPITAL ASSOCIATES, LLC X
15 RIVERSIDE DRIVE
WESTPORT, CT 06880

Signatures

/s/ William Sweedler 11/20/2017
Date
Signature of Reporting Person

/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
Date
Signature of Reporting Person

/s/ William Sweedler, as managing Member of Tengram Capital Associates, LLC 11/20/2017
Date
Signature of Reporting Person

/s/ Matthew Eby 11/20/2017
Date
Signature of Reporting Person

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).

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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