

Sequential Brands Group, Inc.  
 Form 3  
 December 08, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *      |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol                                      |  |
| Â Carlyle Group Management L.L.C.              |         | (Month/Day/Year)                     | Sequential Brands Group, Inc. [SQBG]   |  |
| (Last)   | (First) | 12/04/2015                           |  |  |
|  |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                 | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| C/O THE CARLYLE GROUP,Â 1001 PENNSYLVANIA AVE. |         |                                      | (Check all applicable)   |  |
| (Street)                                       |         |                                      | <input type="checkbox"/> Director  | <input checked="" type="checkbox"/> 10% Owner        |
|  |         |                                      | <input type="checkbox"/> Officer   | <input type="checkbox"/> Other                       |
|  |         |                                      | (give title below) (specify below)   |  |
| WASHINGTON,Â DCÂ 20004                         |         |                                      | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |  |
| (City)   | (State) | (Zip)                                | <input type="checkbox"/> Form filed by One Reporting Person                      |  |
|  |         |                                      | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 6,369,812 <sup>(1)</sup>                              | I  | See footnote <sup>(2)</sup>                           |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

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|                                     | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I)<br>(Instr. 5) | (Instr. 5)       |
|-------------------------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|---|------------------|
| Common Stock Warrant (right to buy) | Â (3)            | 12/31/2019      | Common Stock        | 1,403,254                  | \$ 11.2                      | I   | See footnote (2) |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Carlyle Group Management L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE.<br>WASHINGTON,Â DCÂ 20004   | Â             | Â X       | Â       | Â     |
| TC Group Cayman Investment Holdings, L.P.<br>C/O INTERTRUST CORPORATE SERVICES LTD.,<br>190 ELGIN AVENUE,<br>GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005    | Â             | Â X       | Â       | Â     |
| TC Group Cayman Investment Holdings Sub L.P.<br>C/O INTERTRUST CORPORATE SERVICES LTD.,<br>190 ELGIN AVENUE,<br>GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005 | Â             | Â X       | Â       | Â     |
| Carlyle Group L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON,Â DCÂ 20004   | Â             | Â X       | Â       | Â     |
| Carlyle Holdings II GP L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON,Â DCÂ 20004                                | Â             | Â X       | Â       | Â     |
| Carlyle Holdings II L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON,Â DCÂ 20004                                     | Â             | Â X       | Â       | Â     |
| Carlyle Equity Opportunity GP, L.L.C.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON,Â DCÂ 20004                        | Â             | Â X       | Â       | Â     |
| Carlyle Equity Opportunity GP, L.P.<br>C/O THE CARLYLE GROUP<br>1001 PENNSYLVANIA AVE. NW, SUITE 220S<br>WASHINGTON,Â DCÂ 20004                          | Â             | Â X       | Â       | Â     |
|  | Â             | Â X       | Â       | Â     |

Carlyle Galaxy Holdings, L.P.  
 C/O THE CARLYLE GROUP  
 1001 PENNSYLVANIA AVE. NW, SUITE 220S  
 WASHINGTON, DC 20004

## Signatures

|  |            |
|--|------------|
| CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Andrea Pekala, attorney-in-fact              | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| THE CARLYLE GROUP L.P. By: /s/ Andrea Pekala, attorney-in-fact                       | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| CARLYLE HOLDINGS II GP L.L.C. By: /s/ Andrea Pekala, attorney-in-fact                | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| CARLYLE HOLDINGS II L.P. By: /s/ Andrea Pekala, attorney-in-fact                     | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact    | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: /s/ Andrea Pekala, attorney-in-fact | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| CARLYLE EQUITY OPPORTUNITY GP, L.L.C. By: /s/ Andrea Pekala, attorney-in-fact        | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| CARLYLE EQUITY OPPORTUNITY GP, L.P. By: /s/ Andrea Pekala, attorney-in-fact          | 12/08/2015 |
| __Signature of Reporting Person  | Date       |
| CARLYLE GALAXY HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact                | 12/08/2015 |
| __Signature of Reporting Person  | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 581,387 shares of common stock which may be delivered to Carlyle Galaxy on February 15, 2016, upon the expiration of an indemnification period related to the merger of SQBG, Inc. (formerly known as Sequential Brands Group, Inc.) and Galaxy Brand Holdings, Inc. on August 15, 2014.

Carlyle Galaxy Holdings, L.P. ("Carlyle Galaxy") is the beneficial owner of the shares of common stock reported herein. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of Carlyle Equity Opportunity GP, L.L.C., which is the general partner of Carlyle Equity Opportunity GP, L.P., which is the general partner of Carlyle Galaxy Holdings, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Carlyle Galaxy.

(3) The Warrant is exercisable for an aggregate of up to 1,403,254 shares of Common Stock based upon the performance of the Linens 'n Things brand. Specifically, (i) if the Linens 'n Things brand generates net royalties equal to or in excess of \$10 million in calendar year 2016, 16.7% of the Warrant Shares will vest, (ii) if the Linens 'n Things brand generates net royalties equal to or in excess of \$15 million in calendar year 2016, an additional 33.3% of the Warrant Shares will vest, (iii) if the Linens 'n Things brand generates net royalties equal to or in excess \$10 million in calendar year 2017, 16.7% of the Warrant Shares will vest, and (iv) if the Linens 'n Things brand generates net royalties equal to or in excess \$15 million in calendar year 2017, an additional 33.3% of the Warrant Shares will vest.

Â

**Remarks:**

Exhibit 24 - Power of Attorney

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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