

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

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* <u>TCP WR Acquisition LLC</u> (Last) (First) (Middle) <u>C/O TENGRAM CAPITAL ASSOCIATES, LLC</u> <u>15 RIVERSIDE DRIVE</u> (Street) <u>WESTPORT CT 06880</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Sequential Brands Group, Inc. [SQBG]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/15/2017</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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								6,628,572	D ⁽¹⁾	
Common Stock								733,333	I	By TCP SQBG Acquisition, LLC. See footnote ⁽¹⁾
Common Stock								257,273	I	By TCP SQBG II, LLC. See footnote ⁽¹⁾
Common Stock	11/15/2017		P		110,275 ⁽²⁾	A	\$1.64 ⁽²⁾	850,065	I	By William Sweedler. See footnotes (1) and (2).
Common Stock	11/16/2017		P		84,189 ⁽³⁾	A	\$1.64 ⁽³⁾	934,254	I	By William Sweedler. See footnotes (1) and (3).
Common Stock								95,938	I	By Matthew Eby. See footnotes (1) and ⁽⁴⁾

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 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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*

[TCP WR Acquisition LLC](#)

(Last) (First) (Middle)

C/O TENGRAM CAPITAL ASSOCIATES, LLC
15 RIVERSIDE DRIVE

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Tengram Capital Associates, LLC](#)

(Last) (First) (Middle)

C/O TENGRAM CAPITAL ASSOCIATES, LLC
15 RIVERSIDE DRIVE

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

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)

1. Name and Address of Reporting Person*

[Eby Matthew](#)

(Last) (First) (Middle)

C/O TENGRAM CAPITAL ASSOCIATES, LLC
15 RIVERSIDE DRIVE

(Street)

WESTPORT CT 06880

(City) (State) (Zip)

Explanation of Responses:

1. 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. William 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.
2. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$1.605 to \$1.65. 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.
3. The price reported in Column 4 is a weighted average price. These shares were bought in multiple transactions at prices ranging from \$1.6221 to \$1.64. 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.
4. Directly owned by Mr. Eby.

<u>/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</u>	<u>11/16/2017</u>
<u>/s/ William Sweedler, as managing Member of Tengram Capital Associates, LLC</u>	<u>11/16/2017</u>
<u>/s/ William Sweedler</u>	<u>11/16/2017</u>
<u>/s/ Matthew Eby</u>	<u>11/16/2017</u>
** 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 Number.