

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**

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* <b>SWEEDLER WILLIAM</b>  (Last) (First) (Middle) <b>C/O TENGRAM CAPITAL ASSOCIATES, LLC</b> <b>15 RIVERSIDE DRIVE</b>  (Street) <b>WESTPORT CT 06880</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sequential Brands Group, Inc. [ SQBG ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <b>11/17/2017</b>	
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	11/17/2017		P		86,036 <sup>(1)</sup>	A	\$1.6755 <sup>(1)</sup>	1,020,290	D <sup>(2)</sup>	
Common Stock								59,165	I	By Madcat II, LLC. See footnote <sup>(3)</sup>
Common Stock								6,628,572	I	By TCP WR Acquisition, LLC. See footnote <sup>(4)</sup>
Common Stock								733,333	I	By TCP SQBG Acquisition, LLC. See footnote <sup>(4)</sup>
Common Stock								257,273	I	By TCP SQBG II, LLC. See footnote <sup>(4)</sup>
Common Stock								95,938	I	By Matthew Eby. See footnote <sup>(5)</sup>

**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		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person*		
<a href="#">SWEEDLER WILLIAM</a>		
(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*		
<a href="#">TCP WR Acquisition LLC</a>		
(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*		
<a href="#">Tengram Capital Associates, LLC</a>		
(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*		
<a href="#">Eby Matthew</a>		
(Last)	(First)	(Middle)
C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE DRIVE		
(Street)		
WESTPORT	CT	06880
(City) (State) (Zip)		

**Explanation of Responses:**

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.

/s/ William Sweedler

11/20/2017

/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

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

/s/ Matthew Eby 11/20/2017  
\*\* 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.

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