1. Name and Address of Reporting Person:  
CONN DAVID  
(C/O SEQUENTIAL BRANDS GROUP, INC.  
601 WEST 26TH STREET, 9TH FLOOR  
NEW YORK NY 10001)

2. Issuer Name and Ticker or Trading Symbol:  
Sequential Brands Group, Inc. [SQBG]

3. Date of Earliest Transaction (Month/Day/Year):  
01/06/2020

4. If Amendment, Date of Original Filed (Month/Day/Year):  
01/13/2020

5. Relationship of Reporting Person(s) to Issuer (Check all applicable):  
X Director  
X Other (specify below)  
Chief Executive Officer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>01/06/2020</td>
<td>A</td>
<td>600,000</td>
<td>A $0(1)</td>
<td>600,000 D</td>
<td>D</td>
<td></td>
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<tr>
<td>Common Stock</td>
<td>01/06/2020</td>
<td>F</td>
<td>97,901 (2)</td>
<td>D $0.37(3)</td>
<td>502,099 D</td>
<td>D</td>
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</tbody>
</table>

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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Explanation of Responses:

1. Mr. Conn was awarded 200,000 shares of restricted stock, vesting immediately, and 400,000 restricted stock units ("RSUs"), par value $0.01, of Sequential Brands Group, Inc. in connection with his employment agreement. The RSUs will vest as follows: 133,333 shares on January 6, 2021, 133,333 on January 6, 2022 and 133,334 shares on January 6, 2023.

2. The shares reported in column 4 represent shares withheld solely for tax purposes.

3. Closing market price of the common stock of the Company on the transaction date.

/s/ David Conn  
Date 01/13/2020

** Signature of Reporting Person  
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).


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.