**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**

Murray Karen

(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)**

03/27/2019

**4. If Amendment, Date of Original Filed (Month/Day/Year)**

03/29/2019

**5. Relationship of Reporting Person(s) to Issuer**

X Director 10% Owner
X Officer (give title below) Chief Executive Officer
X Other (specify below) Form filed by One Reporting Person

**6. Individual or Joint/Group Filing (Check Applicable Line)**

Form filed by One Reporting Person

**7. Nature of Indirect Beneficial Ownership (Instr. 4)**

By Spouse

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. 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>03/27/2019</td>
<td></td>
<td>A</td>
<td>91,575(1)</td>
<td>314,476</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td>03/27/2019</td>
<td></td>
<td>F</td>
<td>40,980(2)</td>
<td>273,496</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td>Common Stock</td>
<td></td>
<td></td>
<td></td>
<td>42,370</td>
<td></td>
<td>I</td>
<td>By Spouse</td>
</tr>
</tbody>
</table>

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### 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 Title Amount or Number of Shares |                                                      |                                                  |                                                |

**Explanation of Responses:**

1. Represents performance stock units granted under the Sequential Brands Group Inc. 2013 Stock Incentive Plan (the "PSUs"). The vesting of the PSUs was subject to certain performance targets not tied to the market price of the Company's shares and discretionary approval by the Compensation Committee. The Compensation Committee approved the vesting of the PSUs, for performance metrics achieved and on a discretionary basis, on March 27, 2019.

2. The shares reported in columns 4 represent shares withheld solely for tax purposes in connection with vesting of the PSUs.

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

/s/ Karen Murray 03/29/2019

**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.