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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): August 30, 2019

**SEQUENTIAL BRANDS GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**001-37656**  
(Commission File Number)

**47-4452789**  
(I.R.S. Employer Identification No.)

**601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, NY 10001**  
(Address of Principal Executive Offices/Zip Code)

**(646) 564-2577**  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, par value \$0.01 per share	SQBG	NASDAQ Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 7.01. Regulation FD Disclosure**

On August 26, 2019, Prescott Group Capital Management, L.L.C. and certain other persons affiliated with or managed or advised by it (collectively, "Prescott") filed a Schedule 13D with respect to the securities of Sequential Brands Group, Inc. (the "Company"). As noted in the Schedule 13D, on August 15, 2019, the Company delivered to Prescott a letter inquiring, among other things, about Prescott's desire to have a representative join the Company's board of directors. A copy of the letter is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Letter to Prescott, dated August 15, 2019.</a>

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Sequential Brands Group, Inc.

Date: August 30, 2019

By: /s/ Peter Lops

Name: Peter Lops

Title: Chief Financial Officer

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**SEQUENTIAL BRAND GROUP**

VIA PDF

August 15, 2019

Mr. Phil Frohlich  
Prescott Group Capital Management, LLC  
1924 South Utica Avenue, Suite 1120 Tulsa, OK 74104  
Re: Sequential Brands Group, Inc.

Dear Mr. Frohlich

1. The Company intends to make additional disclosures concerning the 2015 transaction in which you expressed interest in its next report on Form 10-Q. This additional information will become available to all shareholders simultaneously.
2. The Company continues to be willing to add you as a new member of the Board of Directors if you will agree to the ordinary process for new directors and the customary restrictions previously described by our outside counsel.
3. If that is no longer of interest to you, on behalf of the Board, I invite you to attend in person an upcoming meeting of the Board at which you will be given the opportunity to present to the Directors your views on the various issues you have raised in your correspondence.

Sincerely,

/s/ William Sweedler

William Sweedler

cc: Mr. Stewart Leonard, Jr.  
Mr. Gary Johnson  
Mr. Al Gosset  
Ms. Karen Murray

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