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): December 4, 2015

SEQUENTIAL BRANDS GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

47-4452789
(Commission File Number)

(IRS Employer
Identification Number)

5 Bryant Park
30th Floor
New York, New York 10018
(Address of Principal Executive Offices/Zip Code)

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

Singer Madeline Holdings, Inc.
(Former Name or Former Address, if Changed Since Last Report)

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))
Item 3.03  Material Modification to the Rights of Security Holders.

Please see the disclosure set forth under Item 8.01, which is incorporated by reference into this Item 3.03.

Item 5.03  Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Please see the disclosure set forth under Item 8.01, which is incorporated by reference into this Item 5.03.

Item 8.01  Other Events.

On December 4, 2015, SQBG, Inc. (formerly known as Sequential Brands Group, Inc.) (“Old Sequential”) and Martha Stewart Living Omnimedia, Inc. (“MSLO”), filed certificates of merger with the Secretary of State of the State of Delaware whereby Old Sequential and MSLO, effective on December 4, 2015 as of the time of such filing (the “Effective Time”), each merged (the “Mergers”) with and into wholly-owned subsidiaries of Sequential Brands Group, Inc. (formerly known as Singer Madeline Holdings, Inc.) (the “Company”), in accordance with the Agreement and Plan of Merger, dated as of June 22, 2015, by and among the Company, Old Sequential, MSLO, Singer Merger Sub, Inc. and Madeline Merger Sub, Inc., as amended (the “Merger Agreement”). The Mergers were approved by the stockholders of MSLO at a special meeting of the MSLO stockholders on December 2, 2015 and by a majority of Old Sequential’s stockholders on June 22, 2015. Upon consummation of the Mergers, the Company changed its name from Singer Madeline Holdings, Inc. to Sequential Brands Group, Inc.

Pursuant to the Merger Agreement and at the Effective Time, the outstanding shares of Old Sequential’s common stock, par value $0.001 per share, were converted into an equivalent number of shares of the Company’s common stock and the outstanding shares of MSLO’s Class A and Class B common stock, each with a par value $0.01 per share, for which an election was made in accordance with the Merger Agreement to receive stock consideration in connection with the Mergers, subject to proration pursuant to the and as described in the Merger Agreement, were converted into a number of shares of the Company’s common stock as determined by an exchange ratio of 0.6958 shares of Company common stock for each share of MSLO common stock (the “MSLO Exchange Ratio”). As a result, the shares of common stock of the Company are owned directly by the Old Sequential stockholders in the same number as their ownership of the Old Sequential’s shares of common stock immediately prior to the Mergers and the shares of common stock of the Company are owned directly by the MSLO stockholders in accordance with the MSLO exchange ratio, their elections with respect to the consideration to be received, subject to proration and their ownership of the MSLO shares of common stock immediately prior to the Mergers.

Upon consummation of the Mergers, the Company changed its name from Singer Madeline Holdings, Inc. to Sequential Brands Group, Inc. The Company will be a publicly traded company with reporting obligations under the Securities Exchange Act of 1934, as amended (the “Exchange Act”). The Company’s common stock will to be listed on The Nasdaq Stock Market under the same ticker symbol used by Old Sequential, “SQBG”. The Mergers will not result in any material changes in the directors or officers of the Company as compared to Old Sequential with the exception of the addition of Martha Stewart as Chief Creative Officer and a member of the board of directors of the Company (the “board”). The Company amended and restated its certificate of incorporation and bylaws on December 4, 2015 in connection with the Mergers. Copies of the amended and restated certificate of incorporation and bylaws are attached hereto as Exhibit 3.1 and Exhibit 3.2, respectively, and are incorporated herein by reference.

As a result of the Mergers and by operation of Rule 12g-3(c) promulgated under the Exchange Act, the Company is the successor issuer to Old Sequential and to MSLO and succeeds to the attributes of Old Sequential and MSLO as the registrant. The common stock of the Company is deemed to be registered under Section 12(b) of the Exchange Act, and the Company is subject to the informational requirements of the Exchange Act, and the rules and regulations promulgated thereunder, and will hereafter file reports and other information with the Securities and Exchange Commission.

The following description of the material terms of the common stock and preferred stock of the Company is not complete and is qualified in its entirety by reference to (i) the Company’s amended and restated certificate of incorporation (the “Charter”) and the amended and restated bylaws (the “Bylaws”) and (ii) applicable provisions of the General Corporation Law of the State of Delaware (the “DGCL”). The form of stock certificate for the Company’s common stock is filed herewith as Exhibit 4.1 and is incorporated herein by reference.
**Authorized Common Stock**

The Company’s authorized capital stock consists of 150,000,000 shares of common stock, par value $0.01 per share (the “common stock”), and 10,000,000 shares of preferred stock, par value $0.01 per share (the “preferred stock”).

**Common Stock**

The shares of common stock issued in the Mergers are duly authorized, validly issued, fully paid and non-assessable. Each holder of a share of common stock is entitled to one vote for each share upon all questions presented to the stockholders, and the holders of common stock have the exclusive right to vote for the election of directors and for all other purposes (subject to the express terms of any series of preferred stock that the Company may designate or issue in the future). The Bylaws provide that a majority of the outstanding shares of common stock entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of stockholders.

The holders of common stock have no preemptive rights and no rights to convert their common stock into any other securities. There are no redemption or sinking fund provisions applicable to the common stock.

Holders of common stock are entitled to share pro rata, upon any liquidation or dissolution of the Company, in all remaining assets available for distribution to stockholders after payment or providing for the Company’s liabilities and the liquidation preference of any outstanding preferred stock. The rights, preferences and privileges of the holders of common stock are subject to and may be adversely affected by the rights of holders of any series of preferred stock that the Company may designate and issue in the future.

The transfer agent and registrar for the common stock are Computershare Inc. and Computershare Trust Company, N.A.

The Company does not currently have a stockholders’ rights plan in effect.

**Dividends and Share Repurchases**

The DGCL provides that, subject to any restrictions in a corporation’s certificate of incorporation, dividends may be declared from the corporation’s surplus, or if there is no surplus, from its net profits for the fiscal year in which the dividend is declared and for the preceding fiscal year. Dividends may not be declared out of net profits, however, if the corporation’s capital has been diminished to an amount less than the aggregate amount of all capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets until the deficiency in the amount of capital represented by the issued and outstanding stock of all classes having a preference upon the distribution of assets is repaired. Furthermore, the DGCL generally provides that a corporation may redeem or repurchase its shares only if the redemption or repurchase would not impair the capital of the corporation.

The Charter provides that the board may declare and pay dividends on the common stock, to the extent permitted by law.

**Additional Classes or Series of Preferred Stock**

The Charter permits the board, without further action by the stockholders, to issue up to 10 million shares of preferred stock in one or more series of preferred stock with such designations, powers, preferences, special rights, qualifications, limitations and restrictions as the board may determine from time to time. Accordingly, without action by the stockholders, the board may designate and authorize the issuance of additional classes or series of preferred stock having voting rights, dividend rights, conversion rights, redemption provisions (including sinking fund provisions) and rights in liquidation, dissolution or winding up that are superior to those of the common stock. The Company’s ability to issue an indeterminate number of shares of preferred stock, as described above, with such rights, privileges and preferences as the board may fix may have the effect of delaying or preventing a takeover or other change of control of the Company.

**Charter and Bylaw Provisions**

**Structure of Board; Vacancies on the Board of Directors; Removal of Directors**

The Company’s board is staggered. The Bylaws provide that each director of the Company will hold office for a term of three years. The affirmative vote of the majority of shares represented at a meeting and entitled to vote are required to elect a director to the board. The board currently consists of eight members. The Charter and Bylaws provide that the Holdings board shall consist of not less than two nor more than 15 and that the board may, within that limit, increase or decrease the exact number of directors by board resolution. Any vacancies on the board caused by death, removal, resignation or any other cause, and any newly created directorships resulting from an increase in the authorized number of directors, are permitted to be filled only by a majority vote of the directors then in office, even if less than a quorum, or by the sole remaining director. Directors so chosen will hold office until the next election of directors or of the class for which such directors shall have been chosen and until their successors are elected and qualified.
Under the DGCL, directors of a staggered board may only be removed for cause.

Advance Notice of Proposals and Nominations

The Bylaws provide that nominations of persons for election to the board of directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (i) pursuant to a notice of meeting, (ii) by or at the direction of the board of directors, or (iii) by any stockholder of record at the relevant time, provided that they comply with all notice and timing procedures.

Limits on Special Meetings

The Charter provides that a special meeting of the stockholders of the Company may be called only by (i) the chairperson of the board, (ii) the president, (iii) the secretary or (iv) a majority of the board. A special meeting of stockholders shall be called by the chairperson of the board of directors, the president, secretary or a majority of the Board of Directors upon the written demand of the holders of not less than 80% of all the votes entitled to be cast on any issue proposed to be considered at the meeting.

Business transacted and proposals considered at any special meeting of stockholders shall be limited to that business and those proposals as shall have been brought before the meeting pursuant to a notice of meeting given pursuant to the notice requirements of the Bylaws.

Takeover Statutes

Section 203 of the DGCL generally prohibits “business combinations”, including mergers, sales and leases of assets, issuances of securities and similar transactions by a corporation or a subsidiary with an interested stockholder who beneficially owns 15% or more of a corporation’s voting stock, within three years after the person or entity becomes an interested stockholder, unless: (i) the board of directors of the target corporation has approved, before the acquisition time, either the business combination or the transaction that resulted in the person becoming an interested stockholder, (ii) upon consummation of the transaction that resulted in the person becoming an interested stockholder, the person owns at least 85% of the corporation’s voting stock (excluding shares owned by directors who are officers and shares owned by employee stock plans in which participants do not have the right to determine confidentially whether shares are tendered in a tender or exchange offer) or (iii) after the person or entity becomes an interested stockholder, the business combination is approved by the board of directors and authorized at a meeting of stockholders by the affirmative vote of at least 66-2/3% of the outstanding voting stock not owned by the interested stockholder. The Company has not opted out of the protections of Section 203 of the DGCL. As a result, the statute will apply to the Company.

Stockholder Action by Written Consent

The Bylaws provide that any action required to be taken, or any action which may be taken, at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action under the provisions of the DGCL or the Sequential Charter at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of such a corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

Notice of Stockholder Meetings

In accordance with the DGCL, the Bylaws provide that at least 10 and not more than 60 days before each meeting of the stockholders, the Company must give notice of the place, date and time for the meeting to each stockholder of record entitled to vote at such meeting. Notice of each special meeting must contain a statement of the purposes for which the meeting is called, and business conducted and proposals considered at any special meeting shall be limited to the purposes specified in the notice calling such meeting.
Waiver of notice in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting, either annual or special, shall constitute waiver of notice thereof, unless the person objects to the holding of the meeting in writing because proper notice was not given.

Amendment of Bylaws

Under the DGCL, the power to adopt, amend or repeal bylaws shall be in the stockholders entitled to vote. Notwithstanding the foregoing, a corporation may, in its certificate of incorporation, confer the power to adopt, amend or repeal bylaws upon the directors. The fact that such power has been so conferred upon the directors will not divest the stockholders of the power, nor limit their power, to adopt, amend or repeal bylaws.

The Charter and Bylaws provide that the board is expressly authorized to make, alter, amend or repeal the Bylaws, without any action on the part of the stockholders, by the affirmative vote of at least two-thirds of the directors, which shall include the affirmative vote of at least one director of each class of the board of directors, if the board shall then be divided into classes. The Bylaws may also be altered, amended or repealed by the affirmative vote of the holders of shares representing at least 80% of the shares entitled to vote in the election of directors, voting as one class.

Limitation on Director Liability

The DGCL provides that a corporation may include in its certificate of incorporation a provision eliminating the liability of a director to the corporation or its stockholders for monetary damages for a breach of the director's fiduciary duties, except liability for any breach of the director's duty of loyalty to the corporation's stockholders, for acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law, under Section 174 of the DGCL (which deals generally with unlawful payments of dividends, stock repurchases and redemptions) and for any transaction from which the director derived an improper personal benefit.

The Charter provides that no director shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL.

Indemnification

The Bylaws provide that the Company will indemnify and hold harmless, to the fullest extent permitted by applicable law, any person against any losses, claims, damages, liabilities or expenses to which such person may become subject in connection with any matter arising out of or in connection with the Company's business or affairs, except any loss, claim, damage, liability or expense which a court of competent jurisdiction in a final judgment on the merits has determined is primarily attributable to the fraud, willful malfeasance or gross negligence by or of such person; reckless disregard of duties by such person in the conduct of their office; or a material and knowing violation of applicable U.S. securities laws or a criminal conviction, in either case with respect to the activities of the Company or such person (which judgment is not subsequently reversed on appeal).

The right to indemnification includes the right to be paid by the Company the expenses (including attorneys’ fees) incurred in defending any such proceeding in advance of its final disposition.

Appraisal Rights

Under the DGCL, a stockholder may dissent from, and receive payments in cash for, the fair value of his or her shares as appraised by the Delaware Chancery Court in the event of certain mergers and consolidations. However, stockholders do not have appraisal rights if the shares of stock they hold, at the record date for determination of stockholders entitled to vote at the meeting of stockholders to act upon the merger or consolidation, or on the record date with respect to action by written consent, are either (i) listed on a national securities exchange or (ii) held of record by more than 2,000 holders. Further, no appraisal rights are available to stockholders of the surviving corporation if the merger did not require the vote of the stockholders of the surviving corporation. Notwithstanding the foregoing, appraisal rights are available if stockholders are required by the terms of the merger agreement to accept for their shares anything other than (a) shares of stock of the surviving corporation, (b) shares of stock of another corporation that will either be listed on a national securities exchange or held of record by more than 2,000 holders, (c) cash instead of fractional shares or (d) any combination of clauses (a) – (c). Appraisal rights are also available under the DGCL in certain other circumstances, including in certain parent subsidiary corporation mergers and in certain circumstances where the certificate of incorporation so provides.
The Charter does not provide for appraisal rights in any additional circumstances.

**Forum for Adjudication of Disputes**

The Bylaws provide that unless the Company consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Company, (ii) action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Company to the Company or its stockholders, (iii) action asserting a claim arising pursuant to any provision of the DGCL or the Charter or Bylaws, or (iv) any action asserting a claim governed by the internal affairs doctrine.

**Item 9.01 Exhibits**

(d) **Exhibits.**

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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.

By:  /s/ Gary Klein  
Name: Gary Klein  
Title: Chief Financial Officer  

Dated: December 4, 2015
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Singer Madeline Holdings, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “Corporation”).

DOES HEREBY CERTIFY:

I. That the Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware on June 5, 2015 under the name “Singer Madeline Holdings, Inc.”

II. That the Corporation has not yet received any payment for its capital stock.

III. That the Board of Directors of the Corporation has duly adopted this Amended and Restated Certificate of Incorporation of the Corporation pursuant to Sections 241 and 245 of the General Corporation Law of the State of Delaware.

IV. That the Certificate of Incorporation of the Corporation is amended and restated in its entirety as follows:

FIRST. The name of the corporation is: Sequential Brands Group, Inc. (the “Corporation”).

SECOND. The street address of the registered office of the Corporation is 1679 S Dupont Highway, Suite 100, City of Dover, County of Kent, Delaware 19901, and the name of its registered agent at such address is Registered Agent Solutions, Inc.

THIRD. The nature of the business of this Corporation and the objects or purposes proposed to be transacted, promoted or conducted by it are to engage in and transact a financial services business in any and all of its branches in the United States and throughout the world; and to engage in any other lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware. The foregoing shall be construed both as objects and powers, and the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this Corporation.

FOURTH.

A. CAPITAL STOCK.

The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is 160,000,000 shares, of which 150,000,000 shares shall be classified as common stock, $0.01 par value per share (“Common Stock”), and 10,000,000 shares shall be classified as preferred stock, $0.01 par value per share (“Preferred Stock”).
B. AUTHORIZATION OF BOARD OF DIRECTORS TO ESTABLISH SERIES OF PREFERRED STOCK AND FIX CONSIDERATION THEREFORE.

The board of directors is hereby expressly authorized, within the limitations and restrictions stated herein from time to time, by resolution:

(i) to divide the Preferred Stock into series;

(ii) to fix the consideration for which such Preferred Stock shall be issued;

(iii) to determine the voting powers of each series of Preferred Stock;

(iv) to determine and fix the number of shares which will constitute any series of Preferred Stock and the distinctive designation of each series;

(v) to make any series of Preferred Stock subject to redemption at such time or times and at such price or prices as shall be stated and expressed in such resolution;

(vi) to determine whether or not the shares of such series shall be subject to the operation of a retirement or sinking fund and, if so subject, the extent to and the manner in which it shall be applied to the purchase or redemption of the shares of such series and the terms and provisions relative to the operation thereof;

(vii) to fix the rights of the holders of shares of each series of the Preferred Stock to receive dividends at such rates, on such conditions and at such times as shall be stated and expressed in the resolution and whether payable in preference to, or in relation to, the dividends payable on any other class or classes of stock or other series of the same class and whether cumulative or non-cumulative as shall be so stated and expressed;

(viii) to fix the rights of the holders of shares of each series of the Preferred Stock upon the dissolution of, or upon any distribution of the assets of, this Corporation;

(ix) to make any series of Preferred Stock convertible or automatically converted into or exchangeable for shares of any other class or classes or of any other series of the same or any other class or classes of the stock of this Corporation at such price or prices or at such rates of exchange and with such adjustments as shall be stated and expressed in such resolution; and

(x) to determine whether or not the shares of any series shall be subject or entitled to any other preferences, and relative, participating, optional or other special rights and qualifications, limitations or restrictions which shall be stated and expressed in such resolution and which shall not be inconsistent with the terms and provisions of this Article Fourth.
C. RANK.

Each series of Preferred Stock shall have such preferences as to dividends and assets and amounts distributable on liquidation, dissolution or winding up or otherwise as shall be declared by such resolution or resolutions establishing such series.

D. DIVIDENDS.

(i) The holders of Preferred Stock shall be entitled to receive cash dividends when and as declared by the board of directors at such rate per share per annum, cumulatively if so provided, and with such preferences, as shall have been fixed by the board of directors, and not more, before any dividends shall be declared or paid upon or set apart for the Common Stock or any other class of stock ranking junior thereto, and such, dividends on each series of Preferred Stock shall cumulate, if at all, from and after the dates fixed by the board of directors with respect to such cumulation. Unpaid cumulated dividends shall bear no interest.

(ii) If dividends on any shares of Preferred Stock are not declared in full, then such dividends as are declared shall be declared ratably on all shares of stock of each series of equal preference in proportion to the respective unpaid cumulative dividends, if any, to the end of the then current dividend period. No ratable distribution shall be made with respect to any series until cumulative dividends in full have been declared and paid on any series standing senior in preference.

(iii) Unless dividends on all outstanding shares of Preferred Stock having cumulative dividend rights shall have been fully paid for all past quarterly dividend periods and the full dividends thereon for the quarterly dividend period current at the time shall have been paid or declared and funds set apart therefor, and unless all required sinking fund payments, if any, shall have been made or provided for, no dividend (except a dividend payable in Common Stock) shall be paid upon or declared or set apart for the Common Stock.

(iv) Subject to the foregoing provisions, the board of directors may declare and pay dividends on the Common Stock, to the extent permitted by law.

E. LIQUIDATION OR DISSOLUTION.

(i) In the event of any liquidation or dissolution or winding up of this Corporation (hereinafter referred to as “liquidation”) the holders of Preferred Stock shall be entitled to receive in cash, out of the assets of this Corporation, full payment of the applicable liquidation preference fixed for each series pursuant to paragraph B above, together with unpaid cumulative dividends thereon to the date of liquidation, and no more.

(ii) If upon liquidation the assets of this Corporation available for distribution to stockholders shall be insufficient to permit the payment in full of the preferential amounts payable to the holders of Preferred Stock, then all assets shall be distributed ratably among the holders of all shares of stock of each series of equal preference in proportion to the respective amounts that would be payable per share if such assets were sufficient to permit payment in full. No ratable distribution shall be made with respect to any series until distributions in full have been paid to the holders of all series standing senior in preference.
After satisfaction of the preferential requirements of the Preferred Stock upon any liquidation of this Corporation, the holders of Common Stock shall be entitled to share ratably in the distribution of all remaining assets of this Corporation available for distribution.

A consolidation or merger of this Corporation with or into any other corporation or corporations or the sale or conveyance (whether for cash, securities or other property) of all or substantially all of the assets of this Corporation as an entirety shall not be deemed or construed to be a liquidation of this Corporation for the purpose of the foregoing provisions of this paragraph E.

F. VOTING RIGHTS.

The holders of the Common Stock shall be entitled to one vote for each share held by them of record on the books of this Corporation. The holders of each series of Preferred Stock shall have such voting rights, if any, as shall be provided for in the resolution or resolutions of the board of directors establishing such series.

FIFTH.

A. NUMBER OF DIRECTORS. The authorized number of directors shall be not less than two nor more than 15 and the board of directors may, within the limits specified by this Article Fifth, increase or decrease the exact number of directors from time to time by resolution duly adopted by such board. No decrease in the number of directors shall have the effect of shortening the term of any incumbent director. The exact number of directors shall be four until so increased or decreased. In case of any increase in the number of directors, the additional directors may be elected by the shareholders at an annual or special meeting, as provided in the bylaws.

B. CLASSES OF DIRECTORS. At the option of the board of directors, the directors shall be divided into three classes, designated Class I, Class II, and Class III as nearly equal in number as possible, and the term of office of directors of one class shall expire at each annual meeting of stockholder, and in all cases as to each director until his successor shall be elected and shall qualify or until his earlier resignation, removal from office, death or incapacity. Additional directorships resulting from an increase in the number of directors shall be apportioned among the classes as equally as possible. In the event of classification hereunder, at each annual meeting of stockholders the number of directors equal to the number of directors of the class where term expires at the time of such meeting (or, if less, the number of directors properly nominated and qualified for election) shall be elected to hold office until the third succeeding annual meeting of the stockholders after their election.

C. VACANCIES. In case of any increase in the number of directors, the additional directors may be elected by the board of directors to hold office until the next election of directors or of the class for which such directors shall have been chosen and until their successors are elected and qualified. In case of vacancies in the board of directors, a majority of the remaining members of the board may elect directors to fill such vacancies to hold office until the next election of directors or of the class for which such directors shall have been chosen and until their successors are elected and qualified.
D. DIRECTOR LIABILITY.

(i) A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of Delaware as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

(ii) Each director, officer and stockholder of the Corporation and each of their affiliates and each of their or their affiliates’ respective officers, members, equity holders, managers, partners, members, employees, personnel, independent contractors, representatives and agents (each, an “Indemnified Person”), shall, to the fullest extent permitted by applicable law, be indemnified and held harmless, against any losses, claims, damages, liabilities or expenses to which such Indemnified Person may become subject in connection with any matter arising out of or in connection with the Corporation’s business or affairs (including attorneys’ fees, judgments, fines, ERISA, excise taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Article V, Section D(iii) hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article V shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that, if the General Corporation Law of Delaware requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article VII or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.
If a claim under Article V, Section D(ii) is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the General Corporation Law of Delaware for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the General Corporation Law of Delaware, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standards of conduct.

The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article V shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or otherwise.

The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the General Corporation Law of Delaware.

SIXTH. The amendment or repeal of Articles Fifth, Sixth, Eighth and paragraph F of Article Fourth of this Amended and Restated Certificate of Incorporation shall require the approval of the holders of shares representing at least 80% of the shares of this Corporation entitled to vote in the election of directors, voting as one class.

SEVENTH. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter, amend or repeal the bylaws of this Corporation, without any action on the part of the stockholders, by the affirmative vote of at least two-thirds of the directors of this Corporation, which shall include the affirmative vote of at least one director of each class of the board of directors, if the board shall then be divided into classes. The bylaws may also be altered, amended or repealed by the affirmative vote of the holders of shares representing at least 80% of the shares of this Corporation entitled to vote in the election of directors, voting as one class.
EIGHTH. This Corporation may in its bylaws confer powers upon its board of directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by the laws of the State of Delaware.

NINTH. The stockholders and board of directors shall have power, if the bylaws so provide, to hold their meetings and to keep the books of this Corporation (except such as are required by the law of the State of Delaware to be kept in Delaware) and documents and papers of this Corporation outside the State of Delaware, and to have one or more offices within or without the State of Delaware at such places as may be designated from time to time by the board of directors.

TENTH. All of the powers of this Corporation, insofar as the same may be lawfully vested by this Restated Certificate of Incorporation in the board of directors, are hereby conferred upon the board of directors of this Corporation.
IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been duly adopted in accordance with Sections 241 and 245 of the General Corporation Law of the State of Delaware and has been executed by its duly authorized officer this 4th day of December, 2015.

By: /s/ Yehuda Shmidman

Name: Yehuda Shmidman
Title: Secretary
AMENDED AND RESTATED BYLAWS
OF
SEQUENTIAL BRANDS GROUP, INC.

December 4, 2015

ARTICLE I
OFFICES

Section 1. Delaware Registered Office. The address of the registered office of Sequential Brands Group, Inc. (hereinafter called the “Corporation”) in the State of Delaware and the name of the registered agent at such address shall be as specified in the Certificate of Incorporation or, if subsequently changed, as specified in the most recent statement of change filed pursuant to law. The address of the registered office may be changed from time to time by the board of directors of the Corporation (the “Board of Directors”).

Section 2. Other Offices. The Corporation shall have its principal office at 5 Bryant Park, 30th Floor, New York, New York 10018. The Corporation may also have other offices, both within and without the State of Delaware, as the Board of Directors from time to time shall determine or the business of the Corporation may require.

ARTICLE II
MEETINGS OF THE STOCKHOLDERS

Section 1. Times and Places of Meetings. Meetings of stockholders for any purpose may be held at such time and place, if any, either within or without the State of Delaware, as shall be stated in the notice of the meeting or in a duly executed waiver of notice thereof.

Section 2. Annual Meetings. The annual meeting of the stockholders, for the election of directors and for the transaction of such other business as may properly come before the meeting, shall be held at such place, if any, on such date, and at such time as the Board of Directors shall fix each year.

Section 3. Special Meetings. Special meetings of stockholders, for any purpose or purposes, may be called only by the chairperson of the Board of Directors, the president, the secretary or a majority of the Board of Directors and shall be called by the chairperson of the Board of Directors, the president, secretary or a majority of the Board of Directors upon the written demand of the holders of not less than 80% of all the votes entitled to be cast on any issue proposed to be considered at the meeting. Any stockholder seeking to call a special meeting of stockholders by written demand shall deliver a notice thereof in proper written form and in timely manner to the secretary of the Corporation. To be in proper written form, such notice shall comply with the requirements of Section 16 of this Article II. The Board of Directors shall promptly, but in all events within ten (10) days after the date such notice is received, adopt a resolution fixing the record date for determining stockholders entitled to demand a special meeting. If not otherwise fixed by the Board of Directors, the record date for determining stockholders entitled to demand a special meeting shall be at the close of business on the day the first stockholder signs such demand. The Board of Directors may postpone or reschedule any special meeting previously scheduled by the chairperson of the Board of Directors, the Board of Directors, chief executive officer or president.
Section 4. **Notice of Meetings.** A notice stating the place, if any, date and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting or as otherwise provided by law, including in the case of a meeting at which the stockholders are asked to consider a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, to each stockholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the stockholder at the stockholder's address as it appears on the records of the Corporation, with postage thereon prepaid.

Section 5. **Adjournments.** Only the chairperson of the meeting of stockholders, annual or special, may adjourn such meeting from time to time to reconvene at a different time or place, if any, and notice need not be given of the adjourned meeting if the time and place, if any, thereof, and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, or if a new record date is fixed for the adjourned meeting, notice of the place, if any, date, and time of the adjourned meeting and the means of remote communications, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such adjourned meeting, shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 6. **Waiver of Notice.** Whenever any notice whatsoever is required to be given under the provisions of the General Corporation Law of the State of Delaware (the “DGCL”) or the certificate of incorporation or these bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at any meeting, either annual or special, shall constitute waiver of notice thereof, unless the person objects to the holding of the meeting in writing because proper notice was not given.

Section 7. **Record Date.** For the purpose of determining stockholders entitled to notice of any meeting of stockholders, or stockholders entitled to receive payment of any dividend, or to make a determination of stockholders for any other proper purpose (other than action by consent in writing without a meeting), the Board of Directors may fix in advance a date as the record date for any such determination of stockholders, such date in any case to be not more than sixty (60) days and, for a meeting of stockholders, not less than ten (10) days or in the case of a meeting at which the stockholders are asked to consider a merger, consolidation, share exchange, dissolution or sale, lease or exchange of assets, not less than twenty (20) days, immediately preceding such meeting or other action. If the Board of Directors so fixes a record date for determining stockholders entitled to notice of any meeting, such date shall also be the record date for determining the stockholders entitled to vote at such meeting unless the Board of Directors determines, at the time it fixes such record date, that a later date on or before the date of the meeting shall be the date for making such determination. If no record date is fixed for the determination of stockholders entitled to notice of or to vote at a meeting of stockholders, the close of business on the day next preceding the date on which notice of the meeting is given (or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held) shall be the record date for such determination of stockholders. The provisions of this Section 7 do not apply to the determination of the record date for stockholders entitled to consent to corporate action in writing without a meeting.
Section 8. **List of Stockholders.** The officer or agent having charge of the share ledger or transfer books for shares of the Corporation shall make, at least ten (10) days before every meeting of stockholders, a complete list of the stockholders entitled to vote at such meeting, arranged in alphabetical order, with the address of and the number of shares of each class of capital stock of the Corporation registered in the name of each stockholder; provided, that if the record date for determining the stockholders entitled to vote is less than ten days before the date of the meeting, the list shall reflect the stockholders entitled to vote as of the tenth day before the meeting date. Such list of stockholders, for ten (10) days before such meeting, shall be kept on file at the principal place of business of the Corporation or on a reasonably accessible electronic network (provided the information required to access such network is made available to stockholders) and shall be subject to inspection by any stockholder, and to copying at the stockholder's expense, at any time during usual business hours. If the meeting is to be held at a place, such list shall also be produced and kept open at the time and place of the meeting and shall be subject to the inspection by any stockholder during the whole time of the meeting. Except as provided by applicable law, the original share ledger or transfer book, or a duplicate thereof kept in the State of Delaware, shall be the only evidence as to who are the stockholders entitled to examine such list or share ledger or transfer book or to vote at any meeting of stockholders.

Section 9. **Quorum.** A majority of the outstanding shares entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for consideration of such matter at any meeting of stockholders; provided, that if less than a majority of such outstanding shares are represented at the meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice until a quorum shall attend. Where a separate vote by a class or series is required, a majority of the shares of such class or series represented in person or by proxy shall constitute a quorum to take the action with respect to that vote by that class or series on that matter. If a quorum is present, the affirmative vote of the majority of such shares represented at the meeting and entitled to vote on a matter shall be the act of the stockholders, unless the vote of a greater number or voting by classes is required by the DGCL, the certificate of incorporation or these bylaws. If a quorum fails to attend the meeting, the chairperson of the meeting may adjourn the meeting to another place, if any, date or time.

Section 10. **Proxies.** Each stockholder entitled to vote at a meeting of stockholders or to express consent to corporate action in writing without a meeting may authorize another person or persons to act for such stockholder by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A stockholder may revoke any proxy which is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary of the Corporation a revocation of the proxy or a new proxy bearing a later date. Voting at meetings of stockholders need not be by written ballot.
Section 11. **Voting of Shares.** Except as otherwise provided by the certificate of incorporation or by resolutions of the Board of Directors providing for the issue of any shares of preferred or special classes in series, each outstanding share, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders.

Section 12. **Voting of Shares by Certain Holders.** Shares registered in the name of another Corporation, domestic or foreign, may be voted by any officer, agent, proxy or other legal representative authorized to vote such shares under the law of incorporation of such Corporation. The Corporation may treat the president or other person holding the position of chief executive officer of such other Corporation as authorized to vote such shares, together with any other person indicated and any other holder of an office indicated by the corporate stockholder to the Corporation as a person or an office authorized to vote such shares. Such persons and offices indicated shall be registered by the Corporation on the transfer books for shares and included in any voting list prepared in accordance with the DGCL and these bylaws. Shares registered in the name of a deceased person, a minor ward or a person under legal disability may be voted by such person’s administrator, executor or court-appointed guardian, either in person or by proxy, without a transfer of such shares into the name of such administrator, executor or court-appointed guardian. Shares registered in the name of a trustee may be voted by such trustee, either in person or by proxy. Shares registered in the name of a receiver may be voted by such receiver, and shares held by or under the control of a receiver may be voted by such receiver without the transfer thereof into the receiver’s name if authority so to do is contained in an appropriate order of the court by which such receiver was appointed. A stockholder whose shares are pledged may vote such shares until the shares have been transferred into the name of the pledgee, and thereafter the pledgee shall be entitled to vote the shares so transferred. Shares of the Corporation owned by the Corporation shall not be voted, directly or indirectly, at any meeting and shall not be counted in determining the total number of outstanding shares entitled to vote at any given time, but shares of the Corporation held by the Corporation in a fiduciary capacity may be voted and shall be counted in determining the total number of outstanding shares entitled to vote at any given time.

Section 13. **Inspectors at Meetings of Stockholders.** The Board of Directors, in advance of any meeting of stockholders, may appoint one or more inspectors, who may be employees of the Corporation, to act at such meeting or any adjournment thereof and make a written report thereof. If inspectors of election are not so appointed, the chairperson of the meeting may, or upon the request of any stockholder shall, appoint one or more persons as inspectors for such meeting. Such inspectors shall ascertain and report the number of shares represented at the meeting, based upon their determination of the validity and effect of proxies; count all votes and report the results; and do such other acts as are proper to conduct the election and voting with impartiality and fairness to all the stockholders. Each report of an inspector shall be in writing and signed by the inspector or by a majority of them if there is more than one inspector acting at such meeting. If there is more than one inspector, the report of a majority shall be the report of the inspectors. The report of the inspector or inspectors on the number of shares represented at the meeting and the results of the voting shall be prima facie evidence thereof. For the avoidance of doubt, the provisions of this Section 13 do not apply to the inspection of consents in writing to take corporate action and/or any revocation or revocations of such consents.
Section 14. Voting by Ballot. Voting on any question or in any election may be by voice vote, unless the presiding officer shall order that voting be by ballot.

Section 15. Organization of Meetings. The Board of Directors of the Corporation may adopt by resolution such rules and regulations for the conduct of the meeting of the stockholders as it shall deem appropriate. At each meeting of stockholders, one of the following persons shall act as chairperson and shall preside thereat, in the following order of precedence: the chairperson of the Board of Directors; the chief executive officer; president; any vice-president acting in place of the president as provided by the bylaws; any person designated by the affirmative vote of the holders of a majority of the shares represented at the meeting in person or by proxy and entitled to vote. Except to the extent inconsistent with such rules and regulations as adopted by the Board of Directors, the chairperson of any meeting of the stockholders shall have the right and authority to prescribe such rules, regulations and procedures and to do all such acts as, in the judgment of such chairperson, are appropriate for the proper conduct of the meeting. Such rules, regulations or procedures, whether adopted by the Board of Directors or prescribed by the chairperson of the meeting, may include, without limitation, the following: (a) the establishment of an agenda or order of business for the meeting; (b) the determination of when the polls shall open and close for any given matter to be voted on at the meeting; (c) rules and procedures for maintaining order at the meeting and the safety of those present; (d) limitations on attendance at or participation in the meeting to stockholders of record of the Corporation, their duly authorized and constituted proxies or such other persons as the chairperson of the meeting shall determine; (e) restrictions on entry to the meeting after the time fixed for the commencement thereof; and (f) limitations on the time allotted to questions or comments by participants.


(A) Meetings of Stockholders.

1) Nominations of persons for election to the Board of Directors and the proposal of business to be considered by the stockholders may be made at an annual meeting of stockholders (a) pursuant to the Corporation’s notice of meeting, (b) by or at the direction of the Board of Directors, (c) as expressly provided in the Corporation’s certificate of incorporation, or (d) by any stockholder of record of the Corporation at the relevant time, provided that holders of the common stock of the Corporation (the “Common Stockholders”) comply with the notice procedures set forth in Sections 16(A)(2) and (3).

2) For nominations or other business to be properly brought before an annual meeting by a Common Stockholder, such stockholder must have given timely notice thereof in writing to the secretary of the Corporation and such other business must be a proper matter for stockholder action. To be timely, the Common Stockholder’s notice shall be delivered to the secretary of the Corporation at the principal offices of the Corporation not later than the close of business on the 90th day nor earlier than the close of business on the 120th day before the first anniversary of the preceding year’s annual meeting; provided, however, that if the date of the annual meeting is more than 30 days before or more than 60 days after such anniversary date, notice by the Common Stockholder to be timely must be so delivered not earlier than the close of business on the 120th day before such annual meeting and not later than the close of business on the later of the 90th day before such annual meeting or the 10th day following the day on which public announcement of the date of such meeting is first made. In no event shall the public announcement of the date of such meeting first be made no later than the 10th day before the meeting. If a record date is fixed for the purpose of determining the stockholders entitled to vote at such annual meeting, such notice shall be given no later than the 10th day before the later of the date fixed for stockholders to give their notice of such nomination or business or the date on which such record is closed for such purpose. (i) a description of the business to be brought before the meeting, the text of the proposal or business (including the text of any resolutions proposed for consideration and, in the event that such business includes a proposal to amend the bylaws, any proposed amendment and the reasons for adopting such business at the meeting and) (ii) a description of all agreements, arrangements, and understandings between such Common Stockholder and beneficial owners, if any, on whose behalf such business is brought or proposal made, on the one hand, and any other person or persons (including their names), on the other hand, in connection with the proposal of such business by such Common Stockholder; and (c) as to the Common Stockholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made (i) the name and address of such Common Stockholder, as they appear on the Corporation’s books, and of such beneficial owner, if any, on whose behalf the nomination or proposal is made, (ii) the class and number of shares of the Corporation which are owned beneficially and of record by such Common Stockholder and such beneficial owner, if any, on whose behalf the nomination or proposal is made, (B) any option, warrant, convertible security, stock appreciation right, or similar right with an exercise or conversion privilege or a settlement payment or mechanism at a price related to any class of shares of the Corporation or with a value derived in whole or in part from the value of any class of shares of the Corporation, whether or not such instrument or right shall be subject to settlement in the underlying class of capital stock of the Corporation or otherwise (a “Derivative Instrument”) directly or indirectly owned beneficially or of record by such stockholder and beneficial owner and any other direct or indirect opportunity to profit or share in any profit derived from any increase or decrease in the value of shares of the Corporation, (C) any proxy, contract, arrangement, understanding, or relationship pursuant to which such stockholder and beneficial owner has a right to vote any shares of any security of the Corporation, (D) any short interest in any security of the Corporation (for purposes of this Section 1.3 a person shall be deemed to have a short interest in a security if such person directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise, has the opportunity to profit or share in any profit derived from any decrease in the value of the subject security), (E) any rights to dividends on the shares of the Corporation owned beneficially by such holder that are separated or separable from the underlying shares of the Corporation, (F) any proportionate interest in shares of the Corporation or Derivative Instruments held, directly or indirectly, by a general or limited partnership in which such holder is a general partner or, directly or indirectly, beneficially owns an interest in a general partner and (G) any performance-related fees (other than an asset-based fee) that such stockholder is entitled to based on any increase or decrease in the value of shares of the Corporation or Derivative Instruments, if any, as of the date of such notice, including without limitation any such interests held by members of such holder’s immediate family sharing the same household (which information shall be supplemented by such stockholder and beneficial owner, if any, not later than 10 days after the record date for the meeting to disclose such ownership as of the record date), (iii) any material interest of the record stockholder, or the beneficial owner, if any, on whose behalf the nomination or proposal is made, in such business or proposal, (iv) a representation that the stockholder is a holder of record of stock of the Corporation entitled to vote at such meeting and intends to appear in person or by proxy at the meeting to propose such business or nomination, (v) a representation as to whether or not the record stockholder or the beneficial owner, if any, intends or is part of a group that intends (x) to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Corporation’s outstanding capital stock required to approve or adopt the proposal or elect the nominee and/or (y) to solicit proxies from stockholders in furtherance of such purpose, and (vi) the names and addresses of the beneficial owners of the record stockholder and beneficial owner that would be named in a proxy statement or other filings required to be made in connection with solicitation of proxies for, as applicable, the proposal and/or the election of directors in a contested election pursuant to Regulation 14A under the Exchange Act. The Corporation may require any proposed nominee to
furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation including a questionnaire with respect to the background and qualification of such person to serve as a director and such person’s independence. The foregoing notice requirements shall be deemed satisfied by a Common Stockholder if the Common Stockholder has notified the Corporation of his or her intention to present a proposal at an annual meeting of stockholders in compliance with Rule 14a-8 (or any successor thereof) under the Exchange Act and such Common Stockholder's proposal has been included in a proxy statement that has been prepared by the Corporation to solicit proxies for such annual meeting. The Corporation may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Corporation.
3) Notwithstanding anything in the second sentence of Section 16(A)(2) to the contrary and except with respect to the first annual meeting of the Corporation, if the number of directors to be elected to the Board of Directors is increased and there is no public announcement naming the nominees for such new directors made by the Corporation at least 100 days before the first anniversary of the preceding year's annual meeting, a Common Stockholder's notice required by this Section 16 shall also be considered timely, but only with respect to nominees for any new positions for directors, if it is delivered to the secretary of the Corporation at the principal executive offices of the Corporation not later than the close of business on the 10th day following the day on which the Corporation makes such public announcement.

(B) Special Meetings of Stockholders. Only such business shall be conducted and proposals considered at a special meeting of stockholders as shall have been brought before the meeting pursuant to a notice of meeting given pursuant to Section 4 of this Article II. Nominations of persons for election to the Board of Directors may be made at a special meeting of stockholders at which directors are to be elected pursuant to the Corporation’s notice of meeting (1) by or at the direction of the Board of Directors or (2) by any stockholder of the Corporation who is a stockholder of record at the time of giving of notice provided for in this Section 16, who is entitled to vote at the meeting and who complies with the notice procedures set forth in this Section 16. If the Corporation calls a special meeting of stockholders for the purpose of electing one or more directors to the Board of Directors, any such stockholder may nominate a person or persons (as the case may be), for election to such position(s) as specified in the Corporation’s notice of meeting, if the stockholder’s notice required by Section 16(A)(2) shall be delivered to the secretary of the Corporation at the principal office of the Corporation not earlier than the close of business on the 120th day before such special meeting and not later than the close of business on the later of the 90th day before such special meeting or the 10th day following the day on which public announcement is first made of the date of the special meeting and of the nominees proposed by the Board of Directors to be elected at such meeting. In no event shall the public announcement of an adjournment of a special meeting commence a new time period for the giving of a stockholder’s notice as described above.
(C) General.

1) Only such persons who are nominated in accordance with the procedures set forth in this Section 16 may be elected as directors and only such business may be conducted at a meeting of stockholders as has been brought before the meeting in accordance with the procedures set forth in this Section 16. Except as otherwise provided by applicable law, the certificate of incorporation of the Corporation or these bylaws, the chairperson of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made, or proposed, as the case may be, in accordance with the procedures set forth in this Section 16 and, if any proposed nomination or business is not in compliance with this Section 16, to declare that such defective proposal or nomination shall be disregarded.

2) For purposes of this Section 16, “public announcement” shall mean disclosure in a press release reported by the Dow Jones News Service, Associated Press or comparable national news service or in a document publicly filed by the Corporation with the Securities and Exchange Commission (the “SEC”) under Section 13, 14 or 15(d) of the Exchange Act.

3) Notwithstanding the foregoing provisions of this Section 16, a stockholder shall also comply with all applicable requirements of the Exchange Act and the rules and regulations thereunder, if any, with respect to the matters set forth in this Section 16. Nothing in this Section 16 shall be deemed to affect any rights of (i) stockholders to request inclusion of proposals in the Corporation’s proxy statement under Rule 14a-8 (or any successor thereof) under the Exchange Act or (ii) the holders of any series of preferred shares of the Corporation to elect directors under specified circumstances.
Section 17. Stockholder Action Without Meetings.

(A) Action by Written Consent. Except as provided in the certificate of incorporation and subject to the requirements set forth in Sections 17(B) and (C) hereafter, any action required to be taken, or any action which may be taken, at any annual or special meeting of stockholders, may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of the outstanding stock having not less than the minimum number of votes that would be necessary to authorize or to take such action under the provisions of the DGCL or the certificate of incorporation at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to those stockholders who have not consented in writing.

(B) Record Date. In order that the Corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting as provided for in Section 17(A), the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which date shall not be more than ten (10) days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. Any stockholder of record of the Corporation seeking to have the stockholders authorize or take corporate action by a consent in writing shall, by written notice to the secretary of the Corporation, request the Board of Directors to fix a record date. The Board of Directors shall promptly, but in all events within ten (10) days after the date on which such a request is received, adopt a resolution fixing the record date, unless a record date has previously been fixed by the Board of Directors pursuant to the first sentence of this Section 17(B). If no record date has been fixed by the Board of Directors pursuant to the first sentence of this paragraph or otherwise within ten (10) days of the date on which such a request is received, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by applicable law, shall be the first date on which a signed consent in writing setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in Delaware or its principal place of business. Delivery shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors pursuant to the first sentence of this Section 17(B), the record date for determining stockholders entitled to consent to corporate action in writing without a meeting if prior action by the Board of Directors is required by applicable law shall be at the close of business on the date on which the Board of Directors adopts the resolution taking such prior action.

(C) Inspectors of Consent in Writing. In the event of the delivery, in the manner provided by this Section 17 and applicable law, of the requisite consent or consents in writing to take corporate action and/or any revocation or revocations thereof, the Corporation shall engage independent inspectors of elections for the purpose of promptly performing a ministerial review of the validity of the consents and revocations. No action by consent in writing without a meeting shall be effective until such date as either the secretary of the Corporation or the independent inspectors certify to the Corporation that the valid and unrevoked consents delivered to the Corporation in accordance with Sections 16(A) and (B) and applicable law represent at least the minimum number of votes that would be necessary to take the corporate action under the provisions of the DGCL or the certificate of incorporation at a meeting at which all shares entitled to vote thereon were present and voted. Nothing contained in this Section 17 shall in any way be construed to suggest or imply that the Board of Directors or any stockholder shall not be entitled to contest the validity of any consent or revocation thereof, whether before or after such certification by the secretary of the Corporation or independent inspectors, or to take any other action, including, without limitation, the commencement, prosecution or defense of any litigation with respect thereto, and the seeking of injunctive relief in such litigation.
(D) **Validity and Effectiveness of Written Consents.** Every written consent shall bear the date of signature of each stockholder who signs the consent and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days after the earliest dated written consent received in accordance with this Section 17, a valid written consent or valid written consents signed by a sufficient number of stockholders to take such action are delivered to the Corporation in the manner prescribed in this Section 17 and applicable law, and not revoked.

**ARTICLE III**

**BOARD OF DIRECTORS**

Section 1. **General Powers.** The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors. The Board of Directors may adopt such rules and procedures, not inconsistent with the Certificate of Incorporation, these by-laws or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 2. **Tenure and Qualifications.** Each director shall hold office until the next annual meeting of stockholders following such director's election and until such director's successor shall have been duly elected and qualified or until such director's earlier death, resignation or removal. A director need not be a resident of the State of Delaware or a stockholder of the Corporation. A director may resign at any time by giving written notice to the Board of Directors, or to the chairperson of the board, chief executive officer, president or secretary of the Corporation. A resignation shall be effective when the notice is given, unless the notice specifies a future date. In addition to the directors who the Corporation’s stockholders elect, the Board of Directors may also designate, by resolution of the Board of Directors, one or more advisory directors who may attend all meetings of the Board of Directors, but may not vote on any matters before the Board of Directors. Except as set forth in this Section 2, the advisory director shall have no rights as a director either under these bylaws, the Corporation's charter, Delaware law or any other agreement to which the Corporation is a party. Notwithstanding the foregoing, an advisory director shall be entitled to receive compensation for services as a director in the same amount and manner that such director would be entitled to receive compensation as an employee director or non-employee director, as the case may be, if such director were elected by the stockholders of the Corporation.

Section 3. **Place of Meetings.** The Board of Directors may hold meetings, both regular and special, either within or without the State of Delaware.
Section 4. **Regular Meetings.** A regular meeting of the Board of Directors shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of stockholders. Other regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors.

Section 5. **Special Meetings.** Special meetings of the Board of Directors may be called only by the chairperson of the Board of Directors or the lead director and shall be called by the chairperson of the Board of Directors or the secretary upon the written request of any two directors.

Section 6. **Notice.** Notice of any special meeting shall be given: (i) at least two business days (or 12 hours, including at least four hours between 8:00 a.m. Central time and 6:00 p.m. Central time, if telephonic participation or participation by other electronic communication equipment is provided for with respect to the special meeting) prior thereto if the notice is given personally or by an electronic transmission, (ii) at least two business days (also if telephonic participation or participation by other electronic communication equipment is provided for with respect to the special meeting) prior thereto if the notice is given by having it delivered by a third party entity that provides delivery services in the ordinary course of business and guarantees delivery of the notice to the director no later than the following business day, and (iii) at least seven business days prior thereto if the notice is given by mail. For this purpose, the term “electronic transmission” may include a facsimile, email or other electronic means. Notice shall be delivered to the director’s business address and/or telephone number and shall be deemed given upon electronic transmission, upon delivery to the third party delivery service, or upon being deposited in the United States mail with postage thereon prepaid. Any director may waive notice of any meeting by signing a written waiver of notice either before or after the meeting. Attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except when a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 7. **Quorum, Vote Required, Actions Requiring Approval.** A majority of the directors then in office shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If less than a majority of such number of directors is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 8. **Action by Unanimous Consent of Directors.** Unless otherwise restricted by the certificate of incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or such committee, as the case may be, consent thereto in writing or by electronic transmission and the writing or writings or electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee in accordance with applicable law.
Section 9. Participation with Communications Equipment. Members of the Board of Directors or of any committee of the Board of Directors may participate in and act at any meeting of such board or committee through the use of a conference telephone or other communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such meeting shall constitute attendance and presence in person at the meeting of the person or persons so participating.

Section 10. Compensation of Directors. The Board of Directors may fix the compensation of directors by the affirmative vote of a majority of the directors then in office and irrespective of any personal interest of any of its members. In addition, the directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefor. The chairperson of the board, the lead director, and members of special or standing committees may be compensated additionally for so serving.

Section 11. Chairperson of the Board. The chairperson of the Board of Directors, or in such person’s absence, the chief executive officer, or in the absence of both such persons, the president, shall preside at all meetings of the stockholders and the Board of Directors. The chairperson of the Board of Directors shall be elected by the Board of Directors and shall hold the position until a successor is elected and qualified or until such chairperson’s earlier resignation or removal. Any vacancy occurring in the position shall be filled by the Board of Directors for the unexpired portion of the term. The chairperson of the board shall serve at the pleasure of the Board of Directors. Election of a chairperson of the board shall not of itself create contract rights.

Section 12. Interim Vacancies. In the interim between annual meetings of stockholders or of special meetings of stockholders called for the election of directors and/or for the removal of one or more directors and for the filling of any vacancy in that connection, newly created directorships and any vacancies in the Board of Directors, including unfilled vacancies resulting from the removal of directors for cause or without cause, resignation, death, disqualification or other causes shall be filled only by the vote of a majority of the remaining directors then in office, although less than a quorum, or by the sole remaining director.

ARTICLE IV
COMMITTEES OF THE BOARD OF DIRECTORS

Section 1. Establishment of Committees. The Board of Directors may create one or more committees and appoint members of the Board of Directors to serve on the committee or committees. Each committee shall have two or more members, who serve at the pleasure of the Board of Directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of such committee. Any vacancy in a committee may be filled by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors as required.

Section 2. Manner of Acting. Unless the appointment by the Board of Directors requires a greater number, a majority of any committee shall constitute a quorum and a majority of a quorum shall be necessary for action by any committee. A committee may act by unanimous consent in writing without a meeting. Each committee, by majority vote of its members, shall determine the time and place of meetings and the notice required therefor.
Section 3. **Authority of Committees**, To the extent specified by resolution of the Board of Directors and these bylaws, each committee may exercise the authority of the Board of Directors, provided, however, a committee may not:

(A) authorize distributions, except for dividends to be paid with respect to shares of any preferred or special classes or any series thereof;

(B) approve or recommend to stockholders any act requiring the approval of stockholders under applicable law;

(C) fill vacancies on the Board of Directors or any committee;

(D) elect or remove officers or fix the compensation of any member of the committee;

(E) adopt, amend or repeal these bylaws;

(F) approve a plan of merger not requiring stockholder approval;

(G) authorize or approve reacquisition of shares, except according to a general formula or method prescribed by the Board of Directors;

(H) authorize or approve the issuance or sale, or contract for sale, of shares, or determine the designation and relative rights, preferences, and limitations of a series of shares, except the Board of Directors may direct that a committee may fix the specific terms of the issuance or sale or contract for sale, or the number of shares to be allocated to particular employees under an employee benefit plan; or

(I) amend, alter, repeal, or take action inconsistent with any resolution or action of the Board of Directors when the resolution or action of the Board of Directors provides by its terms that it shall not be amended, altered or repealed by action of a committee.

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**ARTICLE V**

**OFFICERS**

Section 1. **Positions and Election**, The officers of the Corporation shall be elected by the Board of Directors and shall include a president, a treasurer and a secretary. Any individual may be elected to, and may hold, more than one office of the Corporation.

Section 2. **Additional Officers and Agents**, The Board of Directors may appoint such other officers and agents as it deems necessary, including, without limitation, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers and a controller, who shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.
Section 3. **Compensation of Officers.** The compensation of all officers of the Corporation shall be fixed by or under the direction of the Board of Directors. No officer shall be prevented from receiving such compensation because such officer is also a director of the Corporation.

Section 4. **Term of Office and Vacancy.** Each elected officer shall hold office until a successor is elected and qualified or until such officer's earlier resignation or removal. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors for the unexpired portion of the term. Each appointed officer shall serve at the pleasure of the Board of Directors. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 5. **Removal.** Any officer or agent may be removed by the Board of Directors, with or without cause, whenever in its judgment the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 6. **Chief Executive Officer.** The chairperson of the Board of Directors may, but need not, be the chief executive officer of the Corporation. The chief executive officer shall (a) determine and administer the policies of the Corporation, subject to the instructions of the Board of Directors; (b) be authorized to execute all documents in the name and on behalf of the Corporation; and (c) perform all duties incident to the office of chief executive officer and such other duties as the Board of Directors or bylaws may from time to time prescribe.

Section 7. **President.** The president shall (a) be the chief operating officer of the Corporation, and shall in general be in charge of the operations of the Corporation, subject to the control of the Board of Directors; (b) be authorized to execute all documents in the name and on behalf of the Corporation; and (c) perform all duties incident to the office of president and such other duties as the Board of Directors may from time to time prescribe.

Section 8. **Vice Presidents.** In the absence of the president or in the event of the inability or refusal of the president to act, the vice president (or if there is more than one vice president, the vice presidents in the order of seniority of title, or in the event of equal seniority, then in the order designated, or in the absence of any designation, then in the order named in the most recent resolution providing for the annual election of officers) shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Any vice president shall perform such other duties and have such other powers as the Board of Directors or the chief executive officer or president may from time to time prescribe.

Section 9. **Secretary.** The secretary shall (a) attend meetings of the Board of Directors and meetings of the stockholders and record minutes of the proceedings of the meetings of the stockholders and of the Board of Directors, and when required, shall perform like duties for the committees of the Board of Directors; (b) assure that all notices are duly given in accordance with the provisions of these bylaws or as required by law; (c) maintain custody of the corporate records of the Corporation; (d) keep or cause to be kept a register of the post office address of each stockholder as furnished to the secretary by such stockholder; (e) sign with the chief executive officer, president or a vice president certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have charge of the stock transfer books of the Corporation and authority over a stock transfer agent, if any; (g) certify copies of the bylaws, resolutions of the stockholders and Board of Directors and committees thereof and other documents of the Corporation as true and correct copies thereof; and (h) perform all duties incident to the office of secretary and such other duties as the Board of Directors or the chief executive officer or president may from time to time prescribe.
Section 10. **Assistant Secretaries.** The assistant secretary, or if there is more than one, the assistant secretaries, respectively, as authorized by the Board of Directors, may sign with the president or a vice president certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors, and shall, in the absence of the secretary or in the event of the inability or refusal of the secretary to act, perform the duties and exercise the powers of the secretary, and shall perform such other duties as the Board of Directors, chief executive officer, president or secretary may from time to time prescribe.

Section 11. **Treasurer.** The treasurer shall (a) have custody of the funds and securities of the Corporation; (b) deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors; (c) maintain adequate accounts of the Corporation; (d) disburse the funds of the Corporation as may be ordered by the Board of Directors; (e) submit financial statements to the president and the Board of Directors; and (f) perform all duties incident to the office of treasurer and such other duties as the Board of Directors or the chief executive officer or president may from time to time prescribe.

Section 12. **Assistant Treasurers.** The assistant treasurer, or if there is more than one, the assistant treasurers, respectively, as authorized by the Board of Directors, shall, in the absence of the treasurer or in the event of the inability or refusal of the treasurer to act, perform the duties and exercise the power of the treasurer and shall perform such other duties and have such other power as the Board of Directors, the chief executive officer, president or treasurer may from time to time prescribe.

Section 13. **Controller.** The controller shall conduct the accounting activities of the Corporation, including the maintenance of the Corporation’s general and supporting ledgers and books of account, operating budgets, and the preparation and consolidation of financial statements.

Section 14. **General Powers of Officers.** The chief executive officer, president, any executive vice president, senior vice president or any vice president, may sign without countersignature or attestation any deeds, mortgages, bonds, contracts, reports to public agencies, or other instruments whether or not the Board of Directors has expressly authorized execution of such instruments, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws solely to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. Any other officer of this Corporation may sign contracts, reports to public agencies, or other instruments which are in the regular course of business and within the scope of such officer’s authority, except where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed.
Section 15. **Delegation of Authority.** The Board of Directors may from time to time delegate the powers or duties of any officer to any other officers or agents, notwithstanding any provision hereof.

**ARTICLE VI**

**CONTRACTS, CHECKS AND DEPOSITS**

Section 1. **Contracts.** The Board of Directors may authorize any officer or officers, or agent or agents, to enter into any contract and execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. **Checks, Drafts, Notes.** All checks, drafts or other orders for the payment of money, notes and other evidences of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, or agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 3. **Deposits.** All funds of the Corporation other than petty cash shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. **Facsimile Signatures.** In addition to the provisions for use of facsimile signatures elsewhere specifically authorized in these bylaws, facsimile signatures of any officer or officers of the Corporation may be used whenever and as authorized by the Board of Directors or a committee thereof.

Section 5. **Reliance upon Books, Reports and Records.** Each director, each member of any committee designated by the Board of Directors, and each officer of the Corporation shall, in the performance of such person’s duties, be fully protected in relying in good faith upon the books of account or other records of the Corporation and upon such information, opinions, reports or statements presented to the Corporation by any of its officers or employees, or committees of the Board of Directors so designated, or by any other person as to matters which such director or committee member reasonably believes are within such other person’s professional or expert competence and who has been selected with reasonable care by or on behalf of the Corporation.

**ARTICLE VII**

**SHARES**

Section 1. **Issued Shares.** The issued shares of the Corporation may be represented by certificates, or may be uncertificated shares, in either case in whole or in part, as determined and authorized by the Board of Directors.

Section 2. **Certificates for Shares.** Certificates representing shares of the Corporation shall be in such form as may be determined by the Board of Directors. Such certificates shall be signed by the president or vice president and by the secretary or an assistant secretary. Any signatures or countersignature on the certificate may be facsimiles. If any officer of the Corporation, or any officer or employee of the transfer agent or registrar, who has signed or whose facsimile signature has been placed upon such certificate ceases to be an officer of the Corporation, or an officer or employee of the transfer agent or registrar, before such certificate is issued, the certificate may be issued by the Corporation with the same effect as if the officer of the Corporation, or the officer or employee of the transfer agent or registrar, had not ceased to be such at the date of its issue. Certificates for shares shall be individually numbered or otherwise individually identified. Each certificate for shares shall state the name of the registered owner of the shares in the stock ledger, the number and the class and series, if any, of such shares, and the date of issuance of the certificate. If the Corporation is authorized to issue more than one class of stock, a full summary or statement of all of the designations, preferences, qualifications, limitations, restrictions, and special or relative rights of each class authorized to be issued, and, if the Corporation is authorized to issue any preferred or special class in series, the variations in the relative rights and preferences among such series, shall be set forth upon the face or back of the certificate. Such statement may be omitted if it shall be set forth upon the face or back of the certificate that such statement, in full, will be furnished by the Corporation to any stockholder upon request and without charge.
Section 3. **Uncertificated Shares.** The Board of Directors may provide by resolution that some or all of any or all classes and series of its shares shall be uncertificated shares, and may provide an election by individual stockholders to receive certificates or uncertificated shares and the conditions of such election, provided that such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Within a reasonable time after the registration of issuance or transfer of uncertificated shares, the Corporation shall send to the registered owner thereof a written notice containing the information required to be set forth or stated on certificates pursuant to the DGCL or these bylaws. Except as otherwise expressly provided by law, the rights and obligations of the holders of uncertificated shares and rights and obligations of the holders of certificates representing shares of the same class and series shall be identical.

Section 4. **Registration of Transfers of Shares.** Transfers of shares shall be registered in the records of the Corporation upon request by the registered owner thereof in person or by a duly authorized attorney, upon presentation to the Corporation or to its transfer agent (if any) of a duly executed assignment and other evidence of authority to transfer, or proper evidence of succession, and, if the shares are represented by a certificate, a duly endorsed certificate or certificates for shares surrendered for cancellation, and with such proof of the authenticity of the signatures as the Corporation or its transfer agent may reasonably require. The Person in whose name shares are registered in the stock ledger of the Corporation shall be deemed the owner thereof for all purposes as regards to the Corporation.

Section 5. **Lost Certificates.** The Corporation may issue a new share certificate in the place of any certificate theretofore issued by it, alleged to have been lost, stolen, or destroyed, upon the making of an affidavit of that fact, by the person claiming the share certificate to be lost, stolen or destroyed. When authorizing such issuance of a new certificate or certificates the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or the owner's legal representative, to advertise the same in such manner as it shall require or to give the Corporation a bond in such sum as it may direct as indemnity against any claim that may be made against the Corporation with respect to the certificate or certificates alleged to have been lost, stolen or destroyed.
ARTICLE VIII
OTHER PROVISIONS

Section 1. Distributions. The Board of Directors may authorize, and the Corporation may make, distributions to its stockholders, subject to any restriction in the certificate of incorporation and subject to any limitations provided by applicable law.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be fixed, and shall be subject to change, by the Board of Directors.

Section 3. Seal. The Board of Directors may, but shall not be required to, provide by resolution for a corporate seal, which may be used by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.

Section 4. Severability. A determination that any provision of these bylaws is for any reason inapplicable, invalid, illegal or otherwise ineffective shall not affect or invalidate any other provision of these bylaws.

Section 5. Exclusive Forum. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if the Court of Chancery does not have jurisdiction, the federal district court for the District of Delaware) shall be the sole and exclusive forum for any (i) derivative action or proceeding brought on behalf of the Corporation, (ii) action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation’s shareholders, (iii) action asserting a claim arising pursuant to any provision of the DGCL or the certificate of incorporation or these bylaws (as either may be amended from time to time) of the Corporation, or (iv) any action asserting a claim governed by the internal affairs doctrine. If any action the subject matter of which is within the scope of the preceding sentence is filed in a court other than a court located within the State of Delaware (a “Foreign Action”) in the name of any stockholder, such stockholder shall be deemed to have consented to (a) the personal jurisdiction of the state and federal courts located within the State of Delaware in connection with any action brought in any such court to enforce the preceding sentence and (b) having service of process made upon such stockholder in any such action by service upon such stockholder's counsel in the Foreign Action as agent for such stockholder. Any person or entity purchasing or otherwise acquiring any interest in shares of stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VIII, Section 5.

ARTICLE IX
AMENDMENTS

Subject to the provisions of the certificate of incorporation, these bylaws may be altered, amended or repealed, and new bylaws may be adopted, by a majority of the Board of Directors, which shall include the affirmative vote of at least one director of each class of the Board of Directors if the Board shall then be divided into classes, without any action on the part of stockholders. Subject to the provisions of the certificate of incorporation, these bylaws may also be altered, amended or repealed by the stockholders of the Corporation representing at least 80% of the shares of the Corporation entitled to vote in the election of directors, voting as one class.
ARTICLE X
INDEMNIFICATION

Section 1. Personal Liabilities of Directors. A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any amendment, modification or repeal of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

Section 2. Right to Indemnification. Each director, officer and stockholder of the Corporation and each of their affiliates and each of their or their affiliates’ respective officers, members, equity holders, managers, partners, members, employees, personnel, independent contractors, representatives and agents (each, an “Indemnified Person”), shall, to the fullest extent permitted by applicable law, be indemnified and held harmless, against any losses, claims, damages, liabilities or expenses to which such Indemnified Person may become subject in connection with any matter arising out of or in connection with the Corporation’s business or affairs (including attorneys’ fees, judgments, fines, ERISA, excise taxes, or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith and such indemnification shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in Article X, Section 3 hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a Proceeding (or part thereof) initiated by such person only if such Proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred in this Article X shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such Proceeding in advance of its final disposition; provided, however, that, if the DGCL requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a Proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Article X or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

Section 3. Payments. If a claim under Article 3, Section 2 is not paid in full by the Corporation within thirty days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any Proceeding in advance of its final disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the DGCL for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standards of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standards of conduct.

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Section 4. **Non-Exclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a Proceeding in advance of its final disposition conferred in this Article X shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Certificate of Incorporation, bylaw, agreement, vote of stockholders or otherwise.

Section 5. **Insurance.** The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee, or agent of the Corporation or another corporation, partnership, joint venture, trust, or other enterprise against any such expense, liability, or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability, or loss under the DGCL.

Section 6. **Settlement of Claims.** The Corporation shall not be liable to indemnify any Indemnified Person under this Article X for any amounts paid in settlement of any action or claim effected without the Corporation’s written consent, which consent shall not be unreasonably withheld, or for any judicial award if the Corporation was not given a reasonable and timely opportunity, at its expense, to participate in the defense of such action.

Section 7. **Subrogation.** In the event of payment under this Article X, the Corporation shall be subrogated to the extent of such payment to all of the rights of recovery of the Indemnified Person, who shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable the Corporation effectively to bring suit to enforce such rights.

Section 8. **Procedures for Submission of Claims.** The Board of Directors may establish reasonable procedures for the submission of claims for indemnification pursuant to this Article X, determination of the entitlement of any person thereto and review of any such determination. Such procedures shall be set forth in an appendix to these Bylaws and shall be deemed for all purposes to be a part hereof.
SEQUENTIAL BRANDS GROUP, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE

THIS CERTIFIES THAT
MR. SAMPLE & MRS. SAMPLE & MR. SAMPLE & MRS. SAMPLE

***ZERO HUNDRED THOUSAND
ZERO HUNDRED AND ZERO***

SHARES OF SEQUENTIAL BRANDS GROUP, INC. COMMON STOCK
Transferable on the books of the Corporation in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

DATED 01/14/2022

COUPON, DESIGNED AND REGISTERED-COMPANY TRUST COMPANY, N.A.
TRANSFER AGENT AND REGISTER.
SEQUENTIAL BRANDS GROUP, INC.

The following abbreviations, when used in the inscription on the face of this certificate, shall be continued as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entirety
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNF GIFT MIN ACT - Custodian (Unf) under Uniform Gifts to Minors Act (Date)

UNF TRF MIN ACT - Custodian (Unf) under Uniform Transfers to Minors Act (Date)

Additional abbreviations may also be used though not in the above list.

For value received, ______________________ hereby sell, assign and transfer unto ______________________

(Please print or typewrite name and address, including postal ZIP Code, if appropriate)

of the capital stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

______________________ (Signature)

Attorney

Shall to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated: ___________________________ 20

Signature: ___________________________

Signature:

Notice: The signature to this assignment must correspond with the name as written upon the face of the certificate, in every particular, without alteration or enlargement, or any change whatever.

Signature(s) Guaranteed. Medallion Guarantee Stamp

The undersigned, acting as Authorized Officers of the Corporation, do hereby execute this assignment as a true and correct copy of the record of the assignment as same is recorded in the Corporate Records. For record purposes, execution by any two Authorized Officers is sufficient.

Authorized Officers:

______________________

______________________
The IRS requires that you report the cost basis of certain shares acquired after January 1, 2011. If your shares were covered by the legislation and you have sold or transferred the shares and indicated a specific cost basis calculation method, we have processed it as requested. If you did not specify a cost basis calculation method, we have defaulted to the first-in, first-out (FIFO) method. Please visit our website or consult your tax advisor if you need additional information about cost basis.

If you do not keep in contact with us or do not have any activity in your account for the time period specified by state law, your property could become subject to state unclaimed property laws and transferred to the appropriate state.