

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <b>STEWART MARTHA</b>  (Last) (First) (Middle) <b>C/O SEQUENTIAL BRANDS GROUP, INC.</b> <b>601 WEST 26TH STREET, 9TH FLOOR</b>  (Street) <b>NEW YORK NY 10001</b>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>Sequential Brands Group, Inc. [SQBG]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Founder &amp; Chief Creative Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) <b>07/24/2018</b>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/24/2018		A		300,000 <sup>(1)</sup>	A	\$0	304,848	D	
Common Stock	07/24/2018		F		106,050 <sup>(2)</sup>	D	\$2.12 <sup>(3)</sup>	198,798	D	
Common Stock								9,585	I	See Footnote <sup>(4)</sup>
Common Stock								11,981	I	See Footnote <sup>(5)</sup>
Common Stock								51,913	I	See Footnote <sup>(6)</sup>
Common Stock								8,032,910	I	See Footnote <sup>(7)</sup>

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

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

**Explanation of Responses:**

- Ms. Stewart was awarded 300,000 restricted stock units ("RSUs"), par value \$0.01, of Sequential Brands Group, Inc. The RSUs vest immediately on July 24, 2018.
- The shares reported in column 4 represent shares withheld solely for tax purposes.
- Closing market price of the common stock of the Company on the transaction date.
- Consists of 9,585 shares of common stock of the Issuer held by the Martha Stewart 1999 Family Trust (the "1999 Trust"). Ms. Stewart is a co-trustee of the 1999 Family Trust and holds sole decision-making authority with respect to investment of the assets of such trust.
- Consists of 11,981 shares of common stock of the Issuer held by the Martha Stewart 2000 Family Trust (the "2000 Trust"). Ms. Stewart is a co-trustee of the 2000 Trust.
- Consists of 51,913 shares of common stock of the Issuer held by the Martha and Alexis Stewart Charitable Foundation (the "Foundation"). Ms. Stewart is a co-trustee of the Foundation.
- Consists of 8,032,910 shares of common stock of the Issuer held by the Martha Stewart Family Limited Partnership ("MSFLP"). MSFLP reported having shared voting and investment power over its shares. Ms. Stewart is the sole trustee of the Martha Stewart 2012 Revocable Trust, the sole general partner of MSFLP.

/s/ Martha Stewart 07/26/2018

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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