

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM S-8

**REGISTRATION STATEMENT
UNDER THE
SECURITIES ACT OF 1933**

Sequential Brands Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of
Incorporation or Organization)

47-4452789

(I.R.S. Employer
Identification No.)

**601 West 26th Street, 9th Floor
New York, New York**

(Address of Principal Executive Offices)

10001

(Zip Code)

SEQUENTIAL BRANDS GROUP, INC. 2013 STOCK INCENTIVE COMPENSATION PLAN
(Full title of the plans)

David Conn

Chief Executive Officer

**601 West 26th Street, 9th Floor
New York, NY 10001**

(Name and address of agent for service)

(646) 564-2577

(Telephone Number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)(2)	Proposed maximum offering price per share(3)	Proposed maximum aggregate offering price(3)	Amount of registration fee(3)
Common Stock, par value \$0.01	62,500	\$6.12	\$382,500	\$49.65

- (1) In addition to the number of shares of common stock, par value \$0.01 (the "Common Stock") of Sequential Brands Group, Inc. ("Sequential") set forth in the table above, this Registration Statement on Form S-8 (this "Registration Statement") covers an indeterminate number of options and other rights to acquire Common Stock, to be granted pursuant to the Sequential Brands Group, Inc. 2013 Stock Incentive Compensation Plan (the "2013 Plan"). Pursuant to Sequential's one for 40 reverse stock split on July 23, 2020, the 2,500,000 shares of Common Stock approved for issuance under the 2013 Plan were reduced to 62,500 shares of Common Stock.
- (2) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of the Common Stock of the registrant that may become issuable under the 2013 Plan by reason of certain corporate transactions or events, including any stock dividend, stock split, recapitalization or any other similar transaction.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act based upon the average of the high and low prices of the Common Stock, as reported on the Nasdaq Stock Market on August 14, 2020.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is filed by Sequential Brands Group, Inc. (“Sequential”), relating to up to 62,500 shares of Common Stock, which may be issued or sold pursuant to the Sequential Brands Group, Inc. 2013 Stock Incentive Compensation Plan (the “2013 Plan”). Pursuant to Sequential’s one for 40 reverse stock split on July 23, 2020, the 2,500,000 shares of Common Stock approved for issuance under the 2013 Plan were reduced to 62,500 shares of Common Stock. Pursuant to Rule 416 of the Securities Act, this Registration Statement also covers any additional shares of Sequential’s Common Stock that become issuable under the 2013 Plan by reason of any stock dividend, stock split, recapitalization or other similar transaction.

In accordance with General Instruction E to Form S-8, and except as the same may be modified by the information set forth in this Registration Statement, Sequential hereby incorporates by reference the original Registration Statement on Form S-8 filed by the Company with the Securities and Exchange Commission (the “SEC”) on January 10, 2017 ([File No. 333-215508](#)).

PART I INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

As permitted by Rule 428 under the Securities Act, this Registration Statement omits the information specified in Part I of Form S-8. The documents containing the information specified in Part I of this Registration Statement on Form S-8 will be sent or given to each participant in each of the Plans as may be required by Rule 428(b) promulgated under the Securities Act. Such documents need not be filed with the SEC, either as part of this Registration Statement or as prospectuses or prospectus supplements pursuant to Rule 424 promulgated under the Securities Act. These documents and the documents incorporated by reference in this Registration Statement pursuant to Item 3 of Part II of this Form S-8, taken together, constitute a prospectus that meets the requirements of Section 10(a) of the Securities Act for each of the Plans.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

Exhibit Number	Description
4.1	Certificate of Incorporation of Sequential Brands Group, Inc. (incorporated by reference to Exhibit 3.1 to Sequential’s Form 8-K, filed December 4, 2015).
4.2	Certificate of Amendment to the Amended and Restated Certificate of Incorporation dated July 23, 2020 (incorporated by reference to Exhibit 3.1 to Sequential’s Form 8-K, filed July 27, 2020).
4.3	Bylaws of Sequential Brands Group, Inc. (incorporated by reference to Exhibit 3.2 to Sequential’s Form 8-K, filed December 4, 2015).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.*
10.1	Sequential Brands Group, Inc. 2013 Stock Incentive Compensation Plan, as amended on March 2, 2020 (incorporated by reference to Exhibit 10.1 to Sequential’s Form 8-K, filed June 9, 2020).
23.1	Consent of CohnReznick LLP.*
23.2	Consent of Gibson, Dunn & Crutcher LLC (contained in Exhibit 5.1).
24.1	Power of Attorney (included on the signature page hereto).*

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of York, on August 19, 2020.

SEQUENTIAL BRANDS GROUP, INC.

By: /s/ David Conn

Name: David Conn

Title: Chief Executive Officer, Secretary and Director

POWERS OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints David Conn his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments, supplements, subsequent registration statements relating to the offering to which this registration statement relates, or other instruments he deems necessary or appropriate, and to file the same, with exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or either of them, or their or his substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature/Name	Position	Date
<u>/s/ David Conn</u> David Conn	Chief Executive Officer, Secretary and Director (Principal Executive Officer)	August 19, 2020
<u>/s/ Daniel Hanbridge</u> Daniel Hanbridge	Senior Vice President of Finance and Interim Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 19, 2020
<u>/s/ William Sweedler</u> William Sweedler	Director	August 19, 2020
<u>/s/ Al Gossett</u> Al Gossett	Director	August 19, 2020
<u>/s/ Aaron Hollander</u> Aaron Hollander	Director	August 19, 2020
<u>/s/ Gary A. Johnson</u> Gary A. Johnson	Director	August 19, 2020
<u>/s/ Stewart Leonard Jr.</u> Stewart Leonard Jr.	Director	August 19, 2020
<u>/s/ Martha Stewart</u> Martha Stewart	Director	August 19, 2020
<u>/s/ Silvia Mazzucchelli</u> Silvia Mazzucchelli	Director	August 19, 2020

August 19, 2020

Sequential Brands Group, Inc.
601 West 26th Street, 9th Floor
New York, NY 10001

Re: Sequential Brands Group, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-8 (the "Registration Statement") of Sequential Brands Group, Inc., a Delaware corporation (the "Company"), to be filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the Company of up to 62,500 shares of the Company's common stock, par value \$0.01 per share (the "Shares"), under the Sequential Brands Group, Inc. 2013 Stock Incentive Compensation Plan (the "Plan").

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinions set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies. We have also assumed that there are no agreements or understandings between or among the Company and any participants in the Plan that would expand, modify or otherwise affect the terms of the Plan or the respective rights or obligations of the participants thereunder. Finally, we have assumed the accuracy of all other information provided to us by the Company during the course of our investigations, on which we have relied in issuing the opinion expressed below.

Based upon the foregoing examination and in reliance thereon, and subject to the qualifications, assumptions and limitations stated herein and in reliance on the statements of fact contained in the documents that we have examined, we are of the opinion that the Shares, when issued and sold in accordance with the terms set forth in the Plan and against payment therefor in accordance with the terms of the form of agreement documenting the awards under which the Shares may be issued, and when the Registration Statement has become effective under the Securities Act, will be validly issued, fully paid and non-assessable.

Sequential Brands Group, Inc.
August 19, 2020
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We render no opinion herein as to matters involving the laws of any jurisdiction other than the Delaware General Corporation Law (the “DGCL”). We are not admitted to practice in the State of Delaware; however, we are generally familiar with the DGCL as currently in effect and have made such inquiries as we consider necessary to render the opinions above. This opinion is limited to the effect of the current state of the DGCL and the facts as they currently exist. We assume no obligation to revise or supplement this opinion in the event of future changes in such law or the interpretations thereof or such facts.

We consent to the filing of this opinion as an exhibit to the Registration Statement, and we further consent to the use of our name under the caption “Legal Matters” in the Registration Statement and the prospectus that forms a part thereof. In giving these consents, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission.

Very truly yours,

/s/ Gibson Dunn & Crutcher LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this registration statement on Form S-8 of Sequential Brands Group, Inc. of our reports dated March 31, 2020 on our audits of the consolidated financial statements and financial statement schedule of Sequential Brands Group, Inc. and Subsidiaries as of December 31, 2019 and 2018 and each of the years in the three-year period ended December 31, 2019, and the effectiveness of internal control over financial reporting of Sequential Brands Group, Inc. and Subsidiaries as of December 31, 2019, included in the Annual Report on Form 10-K of Sequential Brands Group, Inc. for the year ended December 31, 2019.

/s/ CohnReznick LLP

New York, New York
August 19, 2020
