1. Name and Address of Reporting Person:
   PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.
   
   (Last)       (First)       (Middle)
   1924 SOUTH UTICA, SUITE 1120
   
   (Street)      (City)       (State)       (Zip)

2. Issuer Name and Ticker or Trading Symbol:
   Sequential Brands Group, Inc. [ SQBG ]

3. Date of Earliest Transaction (Month/Day/Year)
   10/16/2019

4. If Amendment, Date of Original Filed
   
5. Relationship of Reporting Person(s) to Issuer
   
   Director  X  10% Owner
   Officer (give title below)
   Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   
   Form filed by One Reporting Person  X
   Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.01 per share</td>
<td>10/16/2019</td>
<td>S</td>
<td>685,000</td>
<td>D</td>
<td>$0.36</td>
<td>8,890,156(1)</td>
<td>I</td>
</tr>
<tr>
<td>Common Stock, par value $0.01 per share</td>
<td>10/17/2019</td>
<td>S</td>
<td>426,837</td>
<td>D</td>
<td>$0.37</td>
<td>8,463,319(1)</td>
<td>I</td>
</tr>
</tbody>
</table>

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

---

1. Name and Address of Reporting Person:
   PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.
   
   (Last)       (First)       (Middle)
   1924 SOUTH UTICA, SUITE 1120
   
   (Street)      (City)       (State)       (Zip)
**Explanation of Responses:**

1. The filing of this Form 4 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the managing member of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, par value $0.01 per share (the "Common Stock"), of Sequential Brands Group, Inc. (the "Issuer") held by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap, L.P. and Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds"). Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

2. This Form 4 relates to shares of Common Stock of the Issuer held in the account of the Master Fund, of which the Small Cap Funds are general partners. Prescott Capital serves as the general partner and investment manager of the Small Cap Funds and may direct the Small Cap Funds. The Master Fund holds the shares of Common Stock for the accounts of the Small Cap Funds. Prescott Capital receives a portion of the profits in the way of a capital allocation from, and owns a partnership interest in, the Small Cap Funds. Phil Frohlich reports the Common Stock held indirectly by Prescott Capital because, as the managing member of Prescott Capital at the time of purchase, he controlled the disposition and voting of the securities.

**Remarks:**

PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. /s/ Phil Frohlich, Name: Phil Frohlich, Title: Managing Member /s/ Phil Frohlich 10/18/2019

**Signature of Reporting Person**

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

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


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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.
<table>
<thead>
<tr>
<th>Name</th>
<th>Phil Frohlich</th>
</tr>
</thead>
</table>
| Address               | c/o Prescott Group Capital Management, L.L.C.  
1924 South Utica, Suite 1120  
Tulsa, OK 74104 |
| Date of Event Requiring Statement: | 10/16/19 |