**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**
   - Wagenheim Chad
     - (Last) Chad
     - (First) Wagenheim
     - (Middle) (Blank)
     - C/O SEQUENTIAL BRANDS GROUP, INC.
     - 601 WEST 26TH STREET, 9TH FLOOR
     - NEW YORK, NY 10001

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

3. **Date of Earliest Transaction (Month/Day/Year)**
   - 11/01/2019

4. **If Amendment, Date of Original Filed (Month/Day/Year)**
   - (Blank)

5. **Relationship of Reporting Person(s) to Issuer**
   - (Check all applicable)
     - 
     - Director
     - Officer (give title below)
     - Other (specify below)
     - President

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

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</td>
<td>11/01/2019</td>
<td>F</td>
<td>V</td>
<td>D</td>
<td>32,232</td>
<td>D</td>
<td>283,880</td>
</tr>
</tbody>
</table>

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

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

**Explanation of Responses:**

1. The shares reported in column 4 represent shares withheld solely for tax purposes.
2. Closing market price of the common stock of the Company on the transaction date.

/s/ Chad Wagenheim

**Signature of Reporting Person**

Date 11/05/2019

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.