Sequential Brands Group, Inc.
Form 3
December 08, 2015

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Carlyle Group Management L.L.C.

(Last) (First) (Middle)

C/O THE CARLYLE GROUP,Â 1001 PENNSYLVANIA AVE.

(Street)

WASHINGTON,Â DCÂ 20004

(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
12/04/2015

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

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director
__X__ 10% Owner
_____ Officer (give title below)
_____ Other (specify below)

5. If Amendment, Date Original Filed(Month/Day/Year)

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

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,369,812 (1)	I	See footnote (2)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership

	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Common Stock Warrant (right to buy)	Â (3)	12/31/2019	Common Stock	1,403,254	$ 11.2	I	See footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005	Â	Â X	Â	Â
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005	Â	Â X	Â	Â
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Equity Opportunity GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Equity Opportunity GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
	Â	Â X	Â	Â

Carlyle Galaxy Holdings, L.P.
C/O THE CARLYLE GROUP
1001 PENNSYLVANIA AVE. NW, SUITE 220S
WASHINGTON,Â DCÂ 20004

Signatures

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE GALAXY HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(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).

(1) Includes 581,387 shares of common stock which may be delivered to Carlyle Galaxy on February 15, 2016, upon the expiration of an indemnification period related to the merger of SQBG, Inc. (formerly known as Sequential Brands Group, Inc.) and Galaxy Brand Holdings, Inc. on August 15, 2014.

(2) Carlyle Galaxy Holdings, L.P. ("Carlyle Galaxy") is the beneficial owner of the shares of common stock reported herein. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the managing member of Carlyle Equity Opportunity GP, L.L.C., which is the general partner of Carlyle Equity Opportunity GP, L.P., which is the general partner of Carlyle Galaxy Holdings, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Carlyle Galaxy.

(3) The Warrant is exercisable for an aggregate of up to 1,403,254 shares of Common Stock based upon the performance of the Linens 'n Things brand. Specifically, (i) if the Linens 'n Things brand generates net royalties equal to or in excess of $10 million in calendar year 2016, 16.7% of the Warrant Shares will vest, (ii) if the Linens 'n Things brand generates net royalties equal to or in excess of $15 million in calendar year 2016, an additional 33.3% of the Warrant Shares will vest, (iii) if the Linens 'n Things brand generates net royalties equal to or in excess $10 million in calendar year 2017, 16.7% of the Warrant Shares will vest, and (iv) if the Linens 'n Things brand generates net royalties equal to or in excess $15 million in calendar year 2017, an additional 33.3% of the Warrant Shares will vest.

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Remarks:

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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