

Differential Brands Group Inc.
Form SC 13G
July 11, 2018

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO § 240.13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO § 240.13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. _____)*

Differential Brands Group Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

25374L108
(CUSIP Number)

June 27, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)
Rule 13d-1(c)
Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 25374L108 13G Page 2 of 6 Pages

NAMES OF REPORTING PERSONS

1

Arthur Rabin

CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

USA

SOLE VOTING POWER

5

901,773

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON WITH

SHARED VOTING POWER

6

0

SOLE DISPOSITIVE POWER

7

901,773

SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

901,773

CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE
INSTRUCTIONS)

10

11 PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

6.5%

12 TYPE OF REPORTING PERSON
(SEE INSTRUCTIONS)
IN

CUSIP No. 25374L108 13G Page 3 of 6 Pages

Item 1(a). Name of Issuer:

Differential Brands Group Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1231 South Gerhart Avenue, Commerce, CA 90022

Item 2(a). Name of Person Filing:

Arthur Rabin

Item 2(b). Address of Principal Business Office or, if None, Residence:

350 Fifth Avenue, 9th Floor, New York, New York 10118

Item 2(c). Citizenship:

USA

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

25374L108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is
a:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o);
 - (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c);
 - (c) Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c);
 - (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
-

CUSIP No. 25374L108 13G Page 4 of 6 Pages

- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with § 240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Arthur Rabin

- (a) Amount beneficially owned: 901,773
- (b) Percent of class: 6.5%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 901,773
 - (ii) Shared power to vote or to direct the vote: N/A
 - (iii) Sole power to dispose or to direct the disposition of: 901,773
 - (iv) Shared power to dispose or to direct the disposition of: N/A

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not applicable.

Item 8. Identification and Classification of Members of the Group.

Not applicable.

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The reporting person is an employee of Global Brands Group Holding Limited (“GBG”), which was announced on June 27, 2018 to have entered into a purchase agreement with the issuer for the acquisition by the issuer of a significant part of GBG’s North American licensing business, and is the father of Jason Rabin, the current President of GBG North America, who is expected by the issuer to lead the management team at the issuer following the closing of such transaction and who, among other things, is expected by the issuer in connection with such transaction to make a significant investment in the common stock of the issuer, all as more fully described in the issuer’s Current Reports on Form 8-K dated June 27, 2018, and July 3, 2018, respectively. The reporting person disclaims membership in any group with Jason Rabin or any other person.

CUSIP No. 25374L108 13G Page 5 of 6 Pages

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

CUSIP No. 25374L108 13G Page 6 of 6 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated as of July 11, 2018 /s/ Arthur Rabin
Arthur Rabin
