

STEWART MARTHA  
Form 4  
July 26, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
STEWART MARTHA

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
07/24/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Founder & Chief Creative Officer

C/O SEQUENTIAL BRANDS GROUP, INC., 601 WEST 26TH STREET, 9TH FLOOR

(Street)

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

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

NEW YORK, NY 10001

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |   |                             |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---|-----------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |  |   |                             |
| Common Stock                    | 07/24/2018                           |  | A                              |   | 300,000 <sup>(1)</sup>  | A  | \$ 0 304,848                               | D |                             |
| Common Stock                    | 07/24/2018                           |  | F                              |   | 106,050 <sup>(2)</sup>  | D  | \$ 2.12 <sup>(3)</sup> 198,798             | D |                             |
| Common Stock                    |                                      |  |                                |   |   |  | 9,585                                      | I | See Footnote <sup>(4)</sup> |
| Common                          |                                      |  |                                |   |   |  | 11,981                                     | I | See                         |

|                 |           |   |  |                               |
|-----------------|-----------|---|--|-------------------------------|
| Stock           |           |   |  | Footnote<br><u>(5)</u>        |
| Common<br>Stock | 51,913    | I |  | See<br>Footnote<br><u>(6)</u> |
| Common<br>Stock | 8,032,910 | I |  | See<br>Footnote<br><u>(7)</u> |

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

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SEC 1474  
(9-02)

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

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|--|
|   |  |   |   |                                      |  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                     |
|   |  |   |   |                                      |  | Code   | V (A) (D)   |   |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                 |       |
|--|---------------|-----------|---------------------------------|-------|
|  | Director      | 10% Owner | Officer                         | Other |
| STEWART MARTHA<br>C/O SEQUENTIAL BRANDS GROUP, INC.<br>601 WEST 26TH STREET, 9TH FLOOR<br>NEW YORK, NY 10001 | X             | X         | Founder & Chief Creative Offcer |       |

## Signatures

/s/ Martha  
Stewart 07/26/2018

\_\_Signature of  
Reporting Person Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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) Ms. Stewart was awarded 300,000 restricted stock units ("RSUs"), par value \$0.01, of Sequential Brands Group, Inc. The RSUs vest immediately on July 24, 2018.
- (2) The shares reported in column 4 represent shares withheld solely for tax purposes.
- (3) Closing market price of the common stock of the Company on the transaction date.
- (4) Consists of 9,585 shares of common stock of the Issuer held by the Martha Stewart 1999 Family Trust (the "1999 Trust"). Ms. Stewart is a co-trustee of the 1999 Family Trust and holds sole decision-making authority with respect to investment of the assets of such trust.
- (5) Consists of 11,981 shares of common stock of the Issuer held by the Martha Stewart 2000 Family Trust (the "2000 Trust"). Ms. Stewart is a co-trustee of the 2000 Trust.
- (6) Consists of 51,913 shares of common stock of the Issuer held by the Martha and Alexis Stewart Charitable Foundation (the "Foundation"). Ms. Stewart is a co-trustee of the Foundation.
- (7) Consists of 8,032,910 shares of common stock of the Issuer held by the Martha Stewart Family Limited Partnership ("MSFLP"). MSFLP reported having shared voting and investment power over its shares. Ms. Stewart is the sole trustee of the Martha Stewart 2012 Revocable Trust, the sole general partner of MSFLP.

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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