Carlyle Group L.P.
Form 4
December 08, 2015

FORM 4

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

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

OMB APPROVAL

OMB Number:	3235-0287
Expires:	January 31, 2005
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).

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE.

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
SQBG, Inc. [SQBG]

3. Date of Earliest Transaction (Month/Day/Year)
12/04/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ 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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/04/2015		D		6,369,812	D	$ 0	0 (1)	I	See footnote (2)

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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrant (right to buy)	$ 11.2	12/04/2015		D			1,403,254	(3)	12/31/2019	Common Stock	1,403,254

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, DC 20004		X		
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X		
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X		
Carlyle Equity Opportunity GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S		X		

WASHINGTON, DC 20004	
Carlyle Equity Opportunity GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X
Carlyle Galaxy Holdings, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	X

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 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) As of the effective time (the "Effective Time") of the transactions contemplated by the Agreement and Plan of Merger, dated as of June 22, 2015, as amended, by and among the Issuer (formerly known as Sequential Brands Group, Inc.), Martha Stewart Living Omnimedia, Inc., Singer Madeline Holdings, Inc. (which was renamed Sequential Brands Group, Inc. as of the Effective Time) ("Holdings"), and certain wholly owned subsidiaries of Holdings (the "Merger Agreement"), each share of common stock of the Issuer was converted into one share of common stock of Holdings.

(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 was exercisable for an aggregate of up to 1,403,254 shares of common stock of the Issuer (the "Old Warrant") based upon the performance of the Linens 'n Things brand. As of the Effective Time of the Merger Agreement, each Old Warrant was converted into a warrant to purchase shares of common stock of Holdings on the terms and conditions (including applicable strike price and vesting requirements) as were applicable under the Old Warrant.

Remarks:

The disposition of the referenced securities of the Issuer by the reporting persons was made as a result of the business combina

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