SQBG, Inc.
Form SC 13D/A
December 08, 2015

United States

Securities and Exchange Commission

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and

Amendments Thereto Filed Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

SQBG, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

817340201

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Suite 220 South

Washington, D.C. 20004-2505

(202) 729-5626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 4, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ¨

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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. 817340201 13D Page 1 of 13 Pages

1 NAMES OF REPORTING PERSONS

The Carlyle Group L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ¨

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER **0**
	8	SHARED VOTING POWER **0**
	9	SOLE DISPOSITIVE POWER **0**
	10	SHARED DISPOSITIVE POWER **0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ¨

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

0%

14 TYPE OF REPORTING PERSON

PN (Delaware limited partnership)

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		**0**
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER
		0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings II GP L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER **0**
	8	SHARED VOTING POWER **0**
	9	SOLE DISPOSITIVE POWER **0**
	10	SHARED DISPOSITIVE POWER **0**

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

0%

14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings II L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Québec

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER **0**
	8	SHARED VOTING POWER **0**
	9	SOLE DISPOSITIVE POWER **0**
	10	SHARED DISPOSITIVE POWER **0**

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0

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

0%

14 TYPE OF REPORTING PERSON

PN (Québec société en commandite)

1 NAMES OF REPORTING PERSONS

TC Group Cayman Investment Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		**0**
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		0
	10	SHARED DISPOSITIVE POWER

0

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

0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

1 NAMES OF REPORTING PERSONS

TC Group Cayman Investment Holdings Sub L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

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4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands

	7	SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		**0**
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0%

14 TYPE OF REPORTING PERSON

PN (Cayman Islands exempt limited partnership)

1 NAMES OF REPORTING PERSONS

Carlyle Equity Opportunity GP, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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14 TYPE OF REPORTING PERSON

OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS

Carlyle Equity Opportunity GP, L.P.

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Delaware

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0%

14 TYPE OF REPORTING PERSON

PN (Delaware limited partnership)

1 NAMES OF REPORTING PERSONS

Carlyle Galaxy Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ¨ (b) ¨

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	**7**	SOLE VOTING POWER **0**
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0%

14 TYPE OF REPORTING PERSON

PN (Delaware limited partnership)

Explanatory Note

This Amendment No. 1 to Schedule 13D (this Amendment No. 1) amends and supplements the Schedule 13D originally filed with the United States Securities and Exchange Commission (the SEC) on August 22, 2014 (the Schedule 13D), relating to the common stock, par value $0.001 per share (the Common Stock) of SQBG, Inc., a Delaware corporation (the Issuer). Capitalized terms used herein without definition shall have the meaning set forth in the Schedule 13D.

Item 1. Purpose of Transaction

Effective December 4, 2015, the Issuer changed its name from Sequential Brands Group, Inc. to SQBG, Inc.

Item 4. Purpose of Transaction

Item 4 of the Schedule 13D is hereby amended and supplement by inserting the following text at the end thereof:

On June 22, 2015, the Issuer, Martha Stewart Living Omnimedia, Inc., (MSLO), Singer Madeline Holdings, Inc., (Holdings), and certain wholly owned subsidiaries of Holdings entered into an Agreement and Plan of Merger (the Merger Agreement). Pursuant to the terms of the Merger Agreement, on December 4, 2015 (the Closing Date), the Issuer and MSLO became wholly owned subsidiaries of Holdings (the Merger) and each outstanding share of the Issuer s Common Stock was converted into the right to receive one share of Holdings common stock and each warrant that was exercisable for shares of common stock of the Issuer (each, an 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 such Old Warrant.

As a result, on the Closing Date, each share of the Issuer s Common Stock beneficially owned by the Reporting Persons was converted into one share of Holdings common stock, and the Reporting Persons ceased to be the beneficial owner of any shares of the Issuer s Common Stock. Further, each Old Warrant beneficially owned by the Reporting Persons 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 such Old Warrant.

The foregoing descriptions of the Merger and the Merger Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the Merger Agreement filed as an exhibit to this Schedule 13D, and incorporated herein by reference.

Item 5. Interest in Securities of the Issuer

(a) (b)

This Amendment No. 1 is being filed on behalf of the Reporting Persons to report that, as of December 4, 2015, the Reporting Persons do not beneficially own any shares of the Issuer s Common Stock.

(c) Except as set forth in Item 4, during the past 60 days none of the Reporting Persons or Related Persons has effected any transactions in the Common Stock.

(d) None.

(e) As of December 4, 2015, the Reporting Persons ceased to be the beneficial owner of more than five percent of the Common Stock of the Issuer

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended and supplemented by the following:

The information set forth in Item 4 above is incorporated by reference in response to this Item 6.

Item 7. Materials to be Filed as Exhibits

Item 7 of the Schedule 13D is hereby amended and supplemented as follows:

Exhibit Number	Description
1	Joint Filing Agreement (incorporated by reference to Exhibit 1 to the Schedule 13D filed by the Reporting Persons on August 22, 2014).
2	Power of Attorney (incorporated by reference to Exhibit 2 to the Schedule 13D filed by the Reporting Persons on August 22, 2014).
6	Agreement and Plan of Merger, dated as of June 22, 2015, by and among Martha Stewart Living Omnimedia, Inc., Madeline Merger Sub, Inc., Sequential Brands Group, Inc., Singer Merger Sub, Inc. and Singer Madeline Holdings, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K, dated June 22, 2015, filed by the Issuer).

SIGNATURES

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.

Date: December 8, 2015

CARLYLE GROUP MANAGEMENT L.L.C.

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

THE CARLYLE GROUP L.P.
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II GP L.L.C.
By: The Carlyle Group L.P., its managing member
By: Carlyle Group Management L.L.C., its general partner

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE HOLDINGS II L.P.

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P.
By: Carlyle Holdings II L.P., its general partner

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello

Title: Chairman

TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P.

By: TC Group Cayman Investment Holdings, L.P., its general partner
By: Carlyle Holdings II L.P., its general partner

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE EQUITY OPPORTUNITY GP, L.L.C.

By: TC Group Cayman Investment Holdings Sub L.P., its managing member
By: TC Group Cayman Investment Holdings, L.P., its general partner
By: Carlyle Holdings II L.P., its general partner

By: /s/ Andrea Pekala, attorney-in-fact
Name: Daniel D Aniello
Title: Chairman

CARLYLE EQUITY OPPORTUNITY GP, L.P.

By: /s/ Andrea Pekala
Name: Andrea Pekala
Title: Authorized Person

CARLYLE GALAXY HOLDINGS, L.P.

By: Carlyle Equity Opportunity GP, L.P., its general partner

By: /s/ Andrea Pekala
Name: Andrea Pekala
Title: Authorized Person