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 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement Sequential Brands Group, Inc. [SOBG] A Carlyle Group Management (Month/Day/Year) 12/04/2015 L.L.C. (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) C/O THE CARLYLE (Check all applicable) GROUP. 1001 PENNSYLVANIA AVE. \_X\_ 10% Owner Director (Street) Officer Other 6. Individual or Joint/Group (give title below) (specify below) Filing(Check Applicable Line) Form filed by One Reporting Person WASHINGTON, DCÂ 20004 \_X\_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Common Stock Ι 6,369,812 (1) See footnote (2)Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security
2. Date Exercisable and (Instr. 4)

Expiration Date (Month/Day/Year)

Securities Underlying Conversion Ownership Derivative Security

The security of Exercise Form of Ownership Ownership Ownership Ownership

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	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)	(3)	12/31/2019	Common Stock	1,403,254	\$ 11.2	I	See footnote (2)

# **Reporting Owners**

Reporting Owner Name / Address		Relationships			
		10% Owner	Officer	Other	
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. WASHINGTON, DC 20004	Â	ÂX	Â	Â	
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005	Â	ÂX	Â	Â	
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005	Â	ÂX	Â	Â	
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	ÂX	Â	Â	
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	ÂX	Â	Â	
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	ÂX	Â	Â	
Carlyle Equity Opportunity GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	ÂX	Â	Â	
Carlyle Equity Opportunity GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004	Â	ÂΧ	Â	Â	
	Â	ÂΧ	Â	Â	

Reporting Owners 2

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

### **Signatures**

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Andrea Pekala, attorney-in-fact					
**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				
CARLYLE EQUITY OPPORTUNITY GP, L.L.C. By: /s/ Andrea Pekala, attorney-in-fact  **Signature of Reporting Person	12/08/2015 Date				
**Signature of Reporting Person	Date				
**Signature of Reporting Person  CARLYLE EQUITY OPPORTUNITY GP, L.P. By: /s/ Andrea Pekala, attorney-in-fact	Date 12/08/2015				

## **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).
- Includes 581,387 shares of common stock which may be delivered to Carlyle Galaxy on February 15, 2016, upon the expiration of an (1) 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.
  - 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
- (2) 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.
  - 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 year (ii) if the Linens 'n Things brand generates not royalties equal to or in excess of \$15 million.
- (3) 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.

Signatures 3

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#### **Remarks:**

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.