

Sequential Brands Group, Inc.
Form 4/A
December 14, 2015

FORM 4

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

OMB APPROVAL

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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)
601 WEST 26TH STREET
(Street)

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

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

NEW YORK, NY 10001
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
12/08/2015

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	12/04/2015		A	V	4,848 ⁽⁷⁾	A	<u>(1)</u> <u>(2)</u> 4,848 ⁽⁷⁾ D
Common Stock	12/04/2015		A		9,585	A	<u>(1)</u> <u>(3)</u> 9,585 I See Foonote <u>(3)</u>
Common Stock	12/04/2015		A		11,981	A	<u>(1)</u> <u>(4)</u> 11,981 I See Foonote <u>(4)</u>
Common Stock	12/04/2015		A		51,913	A	<u>(1)</u> <u>(5)</u> 51,913 I See Foonote <u>(5)</u>

Common Stock	12/04/2015	A	8,032,910	A	<u>(1)</u> <u>(6)</u>	8,032,910	I	See Footnote <u>(6)</u>
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Reminder: Report on a separate line for each class of securities beneficially 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. 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEWART MARTHA 601 WEST 26TH STREET NEW YORK, NY 10001	X	X	Founder & Chief Creative Officer	

Signatures

/s/ Martha Stewart
12/14/2015
Date

**Signature of Reporting Person

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 Sequential Brands Group, Inc. (f/k/a Singer Madeline Holdings, Inc.) (the "Issuer"), SQBG, Inc. (f/k/a Sequential Brands Group, Inc.) ("Old Sequential" and the predecessor to the Issuer), Martha Stewart Living Omnimedia, Inc. ("MSLO"), Madeline Merger Sub, Inc. and Singer Merger Sub, Inc. (the "Merger Agreement"), each issued and outstanding share of

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common stock MSLO was converted into the right to receive either \$6.15 in cash, 0.6958 shares of common stock of the Issuer (together with cash in lieu of fractional shares) or a combination thereof.

- (2) At the Effective Time, the 14,748 shares of common stock of MSLO held by the reporting person were converted into 4,848 shares of common stock of the Issuer and cash.

Consists of 9,585 shares of common stock of the Issuer held by the Martha Stewart 1999 Family Trust (the "1999 Trust") immediately following the Effective Time. At the Effective Time, the 29,816 shares of common stock of MSLO held by the 1999 Family Trust were converted into 9,585 shares of common stock of the Issuer and cash. 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.
- (3) Consists of 11,981 shares of common stock of the Issuer held by the Martha Stewart 2000 Family Trust (the "2000 Trust") immediately following the Effective Time. At the Effective Time, the 37,270 shares of common stock of MSLO held by the 2000 Trust were converted into 11,981 shares of common stock of the Issuer and cash. Ms. Stewart is a co-trustee of the 2000 Trust.

Consists of 51,913 shares of common stock of the Issuer held by the Martha and Alexis Stewart Charitable Foundation (the "Foundation") immediately following the Effective Time. At the Effective Time, the 721,112 shares of common stock of MSLO held by the Foundation were converted into 51,913 shares of common stock of the Issuer and cash. Ms. Stewart is a co-trustee of the Foundation.
- (4) Consists of 8,032,910 shares of common stock of the Issuer held by the Martha Stewart Family Limited Partnership ("MSFLP") immediately following the Effective Time. At the Effective Time, the 24,984,629 shares of common stock of MSLO held by MSFLP were converted into 8,032,910 shares of common stock of the Issuer and cash. Ms. Stewart is the sole trustee of the Martha Stewart 2012 Revocable Trust, the sole general partner of MSFLP.
- (5) The original Form 4 filed on December 8, 2015 is amended and restated by this Form 4 amendment to change the reporting person's direct ownership of common stock of the Issuer from 4,995 shares to 4,848 shares, which reflects the final allocation of shares of Issuer common stock pursuant to the Merger Agreement.
- (6)
- (7)

Remarks:

The acquisition of the referenced securities of the Issuer by the reporting person was made as a result of the business combination.

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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