

SEQUENTIAL BRANDS GROUP, INC.

Form 3

August 22, 2014

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**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
Person *C/O THE CARLYLE
GROUP, 1001
PENNSYLVANIA AVE. NW,
SUITE 220S

(Last) (First) (Middle)

(Street)

WASHINGTON, DC 20004

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
08/15/2014

3. Issuer Name and Ticker or Trading Symbol

SEQUENTIAL BRANDS GROUP, INC. [SQBG]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)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 Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

6,369,812

I

See footnote ⁽¹⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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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
(Instr. 4)2. Date Exercisable and
Expiration Date3. Title and Amount of
Securities Underlying

4. Conversion

5. Ownership

6. Nature of Indirect
Beneficial

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	(Month/Day/Year)		Derivative Security (Instr. 4)		or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrant (right to buy)	Â (2)	12/31/2019	Common Stock	1,403,254	\$ 11.2	I	See footnote (1)

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. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005	Â	Â X	Â	Â
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES (CAYMAN) LIMITED, 190 ELGIN AVENUE GEORGE TOWN, GRAND CAYMAN,Â E9Â KY1-9005	Â	Â X	Â	Â
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Equity Opportunity GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â
Carlyle Equity Opportunity GP, L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON,Â DCÂ 20004	Â	Â X	Â	Â

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

Â Â X Â Â

Signatures

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date
CARLYLE GALAXY HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	08/22/2014
__Signature of Reporting Person	Date

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).

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.

(1) 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 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 of \$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 of \$15 million in calendar year 2017, an additional 33.3% of the Warrant Shares will vest.

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Remarks:

Exhibits:Â ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

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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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