

Sequential Brands Group, Inc.
 Form 3
 December 08, 2015

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â MARTHA STEWART FAMILY LIMITED PARTNERSHIP		(Month/Day/Year)	Sequential Brands Group, Inc. [SQBG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	
48 GIRDLE RIDGE RD.			(Check all applicable)	
(Street)			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)	
KATONAH, NY 10536			5. If Amendment, Date Original Filed(Month/Day/Year)	
(City)	(State)	(Zip)	6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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	8,032,910 <u>(1)</u> <u>(2)</u>	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
---	---	--	---	---	--

Edgar Filing: Sequential Brands Group, Inc. - Form 3

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
---------------------	--------------------	-------	----------------------------------	----------	--

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTHA STEWART FAMILY LIMITED PARTNERSHIP 48 GIRDLE RIDGE RD. KATONAH, NY 10536	^	^ X	^	^

Signatures

/s/ Martha Stewart, as sole trustee of the General Partner of the Reporting Person

12/08/2015

__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).

- (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 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 24,984,629 shares of common stock of MSLO held by the reporting person were converted into 8,032,910 shares of common stock of the Issuer and cash.

^

Remarks:

The securities of the Issuer owned by the reporting person were acquired 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.

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.