

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4/A

Statement of changes in beneficial ownership of securities [amend]

Filing Date: **2013-01-11** | Period of Report: **2013-01-09**  
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(HTML Version on [secdatabase.com](#))

### REPORTING OWNER

#### **SWEEDLER WILLIAM**

CIK:**1334172**

Type: **4/A** | Act: **34** | File No.: **000-16075** | Film No.: **13526022**

Mailing Address  
C/O ICONIX BRAND GROUP,  
INC.  
1450 BROADWAY, 4TH  
FLOOR  
NEW YORK NY 10018

#### **Gersten Richard D.**

CIK:**1540785**

Type: **4/A** | Act: **34** | File No.: **000-16075** | Film No.: **13526023**

Mailing Address  
TENGRAM CAPITAL, LLC  
15 RIVERSIDE AVENUE  
WESTPORT CT 06880

#### **Eby Matthew**

CIK:**1540990**

Type: **4/A** | Act: **34** | File No.: **000-16075** | Film No.: **13526024**

Mailing Address  
TENGRAM CAPITAL  
PARTNERS  
15 RIVERSIDE AVENUE  
WESTPORT CT 06880

### ISSUER

#### **SEQUENTIAL BRANDS GROUP, INC.**

CIK:**791770** | IRS No.: **860449546** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **2300** Apparel & other finished products of fabrics & similar material

Mailing Address	Business Address
17383 SUNSET BLVD., SUITE 310 PACIFIC PALISADES CA 90272	17383 SUNSET BLVD., SUITE 310 PACIFIC PALISADES CA 90272 213-745-2123

#### **TCP WR Acquisition LLC**

CIK:**1542107** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **4/A** | Act: **34** | File No.: **000-16075** | Film No.: **13526021**

Mailing Address	Business Address
15 RIVERSIDE AVENUE WESTPORT CT 06880	15 RIVERSIDE AVENUE WESTPORT CT 06880 (646) 432-0670

#### **Tengram Capital Associates, LLC**

Mailing Address	Business Address
15 RIVERSIDE AVENUE WESTPORT CT 06880	15 RIVERSIDE AVENUE WESTPORT CT 06880



# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>TCP WR Acquisition LLC</b>			2. Issuer Name and Ticker or Trading Symbol <b>SEQUENTIAL BRANDS GROUP, INC. [SQBG]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>			
C/O TENGRAM CAPITAL ASSOCIATES, LLC, 15 RIVERSIDE AVENUE			4. If Amendment, Date Original Filed(Month/Day/Year) <b>02/24/2012</b>		6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person	
(Street) <b>WESTPORT, CT 06880</b>						
(City)	(State)	(Zip)				

**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)	
			Code	V	Amount	(A) or (D)				Price
Series A Preferred Stock	02/22/2012		A		11,500	A	(1) (2)	14,500	D (3)	
Common Stock	01/09/2013		A		733,333	A	\$4.5	733,333	I	See Footnote (4)

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Convertible Debentures	\$0.175	02/22/2012		A		11,500,000 (1) (2) (5)	02/22/2012	01/31/2015	Common Stock	4,380,952 (6)	(1) (2)	5,523,809	D (3) (6)	
Warrants	\$0.175	02/22/2012		A		876,190 (1) (2)	02/22/2012	02/22/2017	Common Stock	876,190 (7)	(1) (2)	1,104,761	D (3) (7)	

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TCP WR Acquisition LLC C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880		X		
Tengram Capital Associates, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880		X		
Eby Matthew C/O TENGRAM CAPITAL ASSOCIATES, LLC	X	X		

15 RIVERSIDE AVENUE WESTPORT, CT 06880				
<u>Gersten Richard D.</u> C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	X	X		
<u>SWEEDLER WILLIAM</u> C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	X	X		

**Explanation of Responses:**

- On February 22, 2012, TCP WR Acquisition, LLC ("TCP WR") acquired from Sequential Brands Group, Inc., f/k/a People's Liberation, Inc., (the "Company") (x) \$11,500,000 in aggregate principal amount of variable rate senior secured convertible debentures (the "Convertible Debentures"), which are convertible at TCP WR's option into shares of common stock of the Company, par value \$0.001 per share (the "Common Stock"), at an initial conversion price of \$0.175 per share, beginning the date of issuance until the Convertible Debentures are no longer outstanding, (y) warrants to purchase 13,142,857 shares of Common Stock (the "Warrants"), which are exercisable at TCP WR's option for shares of Common Stock beginning the date of issuance until the termination date of the Warrants, which shall be February 22, 2017, and (z) 11,500 shares of Series A Preferred Stock, par value \$0.001 per share (the "Preferred Stock").
- Upon conversion of the principal amount of the Convertible Debentures, in whole or in part, into shares of Common Stock or upon the repayment by the Company of the principal amount of the Convertible Debentures, in whole or in part, the Company may redeem, at a price of \$0.001 per share, a number of shares of Preferred Stock to be determined by dividing (i) the outstanding principal amount of the Convertible Debentures that have been repaid or converted into Common Stock, as applicable by (ii) the stated value of the Preferred Stock, which shall initially be set at \$1,000 per share of Preferred Stock.
- These shares of Preferred Stock, Convertible Debentures and Warrants are directly owned by TCP WR and indirectly owned by Tengram Capital Associates, LLC ("TCA"), the managing member of TCP WR, and Matthew Eby, Richard Gersten and William Sweedler, the managing members of TCA (the "Managing Members"). The indirect beneficial ownership by TCA and the Managing Members of these shares of Preferred Stock, Convertible Debentures and Warrants was omitted from TCP WR's original Form 3 and also from the Form 4 filed by TCP WR after the original Form 3 was filed. Each Reporting Person, other than TCP WR to the extent of its direct holdings, disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- These shares of Common Stock are owned directly by TCP SQBG Acquisition, LLC ("TCP SQBG"), the managing member of which is TCA. The Managing Members are each a managing member of TCA. Each Reporting Person disclaims beneficial ownership of these securities, except to the extent of such Reporting Person's pecuniary interest therein. This report shall not be deemed an admission that the Reporting Persons are the beneficial owners of such securities for purposes of Section 16 or for any other purpose.
- The number of Convertible Debentures acquired by TCP WR in the prior Form 4 mistakenly reported the number of shares of Common Stock the Convertible Debentures are convertible into instead of the aggregate principal amount of the Convertible Debentures.
- The number of Convertible Debentures acquired was previously reported as convertible into 65,714,285.71 shares of Common Stock and the total number of Convertible Debentures beneficially owned following the reported transaction was previously reported as convertible into 82,857,142 shares of Common Stock. Both the number acquired and the total number following the reported transaction were adjusted to reflect the 1-for-15 reverse stock split of the Company's Common Stock that occurred on September 11, 2012.
- The number of Warrants acquired was previously reported as exercisable to purchase 13,142,857 shares of Common Stock and the total number of Warrants beneficially owned following the reported transaction was previously reported as exercisable to purchase 16,571,428 shares of Common Stock. Both the number acquired and the total number following the reported transaction were adjusted to reflect the 1-for-15 reverse stock split of the Company's Common Stock that occurred on September 11, 2012.

**Signatures**

<u>/s/ William Sweedler, as Managing Member of Tengram Capital Associates, LLC, as Managing Member of TCP WR Acquisition, LLC</u>	<u>01/11/2013</u>
<u>/s/ William Sweedler, as Managing Member of Tengram Capital Associates, LLC</u>	<u>01/11/2013</u>
<u>/s/ Matthew Eby</u>	<u>01/11/2013</u>
<u>/s/ Richard Gersten</u>	<u>01/11/2013</u>
<u>/s/ William Sweedler</u>	<u>01/11/2013</u>
** Signature of Reporting Person	Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**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 Number.**