

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

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

### REPORTING OWNER

#### SHMIDMAN YEHUDA

CIK: **1469921**

Type: **4** | Act: **34** | File No.: **000-16075** | Film No.: **13526038**

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

### ISSUER

#### SEQUENTIAL BRANDS GROUP, INC.

CIK: **791770** | IRS No.: **860449546** | State of Incorpor.: **DE** | Fiscal Year End: **1231**  
SIC: **2300** Apparel & other finishd prods of fabrics & similar matl

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

# 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>SHMIDMAN YEHUDA</b>			2. Issuer Name and Ticker or Trading Symbol <b>SEQUENTIAL BRANDS GROUP, INC.</b> [SQBG]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/09/2013</b>			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		
C/O SEQUENTIAL BRANDS GROUP, INC., 17383 SUNSET BLVD., SUITE A310			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) <b>PACIFIC PALISADES, CA 90272</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			
Common Stock	01/09/2013		A		11,111	A \$4.5	407,307 <sup>(1)</sup>	D	

**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					

### Explanation of Responses:

1. Consists of 11,111 shares of common stock of Sequential Brands Group, Inc., par value \$0.001 ("Common Stock"), acquired January 9, 2013 and 396,196 restricted shares of Common Stock, which vest in equal quarterly installments on each of November 19, 2012, November 19, 2013, November 19, 2014 and November 19, 2015.

### Signatures

s/ Yehuda Shmidman

\*\* Signature of Reporting Person

01/11/2013

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.**