

Eby Matthew  
Form 4  
October 31, 2018

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Eby Matthew

(Last) (First) (Middle)

C/O TENGRAM CAPITAL  
ASSOCIATES, LLC, 15  
RIVERSIDE AVENUE

(Street)

WESTPORT, CT 06880

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Centric Brands Inc. [DFBG]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/29/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

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<br>Security<br>(Instr. 3)                | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
|                                                      |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                        | Price                                                             |
| Common<br>Stock, par<br>value<br>\$0.10 per<br>share | 10/29/2018                              |                                                             | C(1)(2)                              |                                                                         | 10,803,319                                                                                                         | A                                                                       | \$ 0                                                              |
| Common<br>Stock, par<br>value<br>\$0.10 per<br>share |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 12,321,093                                                        |
|                                                      |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | 9,058                                                             |
|                                                      |                                         |                                                             |                                      |                                                                         |                                                                                                                    |                                                                         | D                                                                 |

See  
Footnote  
(3)

# Edgar Filing: Eby Matthew - Form 4

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) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount Number Shares                                    |
| Series A Convertible Preferred Stock       | (1)                                                    | 10/29/2018                           |                                                    | C                              | 50,000                                                                                  | 01/28/2016 (4)                                           | Common Stock, par value \$0.10 5,852                          |
| Series A-1 Convertible Preferred Stock     | (2)                                                    | 10/29/2018                           |                                                    | C                              | 4,587,964                                                                               | 01/18/2018 (4)                                           | Common Stock, par value \$0.10 4,951                          |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                 | Director      | 10% Owner | Officer | Other |
| Eby Matthew<br>C/O TENGRAM CAPITAL ASSOCIATES, LLC<br>15 RIVERSIDE AVENUE<br>WESTPORT, CT 06880 | X             | X         |         |       |

## Signatures

/s/ Matthew Eby 10/31/2018

Signature of Reporting Person Date

## 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).

Reflects the conversion of 50,000 shares of Series A Convertible Preferred Stock of the Company (the "Series A Preferred Stock") held by TCP Denim, LLC into shares of common stock of the Company. The Series A Preferred Stock converted at the option of the holder (i) without the payment of additional consideration by the holder into a number of shares of Common Stock equal to the quotient of \$1,000 (plus, at the option of the holder thereof, the amount of accrued and unpaid dividends thereon, as of the conversion date) divided by (ii) \$11.16.

## Edgar Filing: Eby Matthew - Form 4

- Reflects the conversion of 4,587,964 shares of Series A-1 Preferred Stock of the Company (the "Series A-1 Preferred Stock") held by
- (2) Tengram Capital Partners Fund II, L.P. into shares of common stock of the Company. The Series A-1 Preferred Stock converted at the option of the holder without the payment of additional consideration by the holder into the number of shares of Common Stock equal to the quotient of (i) \$3.00 (plus the amount of accrued and unpaid dividends thereon, as of the conversion date) divided by (ii) \$3.00.

- TCP Denim, LLC is managed by its sole member Tengram Capital Partners Fund II, L.P. ("Tengram Fund II"). Tengram Capital Associates II, LLC ("TCA II") is the general partner of Tengram Fund II. The Reporting Person is the co-managing member of TCA II.
- (3) As such, the Reporting Person may be deemed to beneficially own the securities in the Company held directly by Tengram Fund II and TCP Denim, LLC. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

- (4) The Series A Convertible Preferred Stock and the Series A-1 Preferred Stock had no expiration date or maturity.

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.