

PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.

Form 4

December 28, 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  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PRESCOTT GROUP CAPITAL  
MANAGEMENT, L.L.C.

2. Issuer Name **and** Ticker or Trading  
Symbol  
Sequential Brands Group, Inc.  
[SQBG]

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)  
1924 SOUTH UTICA, SUITE 1120  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/26/2018

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

TULSA, OK 74104

4. 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

(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, par value \$0.01 per share	12/26/2018		P		5,266	A	\$ 0.67	7,579,144 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/26/2018		P		316,936	A	\$ 0.68	7,896,080 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock, par value \$0.01 per share	12/26/2018		P		8,800	A	\$ 0.69	7,904,880 <sup>(1)</sup>	I	See Footnote <sup>(2)</sup>

Common Stock, par value \$0.01 per share	12/26/2018	P	7,356	A	\$ 0.7	7,912,236 <sup>(1)</sup>	I	See Footnote (2)
Common Stock, par value \$0.01 per share	12/27/2018	P	100	A	\$ 0.67	7,912,336 <sup>(1)</sup>	I	See Footnote (2)
Common Stock, par value \$0.01 per share	12/27/2018	P	213,588	A	\$ 0.68	8,125,924 <sup>(1)</sup>	I	See Footnote (2)
Common Stock, par value \$0.01 per share	12/27/2018	P	153,964	A	\$ 0.69	8,279,888 <sup>(1)</sup>	I	See Footnote (2)

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.**

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(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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. 1924 SOUTH UTICA, SUITE 1120	X

TULSA, OK 74104

FROHLICH PHIL

1924 SOUTH UTICA, SUITE 1120

TULSA, OK 74014

X

## Signatures

Phil Frohlich, manager of Prescott Group Capital Management,  
L.L.C.

12/28/2018

\_\_Signature of Reporting Person

Date

/s/ Phil Frohlich

12/28/2018

\_\_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).

(1) The filing of this Form 4 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, par value \$0.01 per share (the "Common Stock"), of Sequential Brands Group, Inc. (the "Issuer") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap, L.P. or Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds"). Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

(2) Prescott Capital holds indirectly the shares of Common Stock of the Issuer through the account of the Master Fund, of which Prescott Capital is the Investment Manager. The Master Fund holds the shares of Common Stock for the accounts of the Small Cap Funds, of which Prescott Capital is the Investment Manager. Prescott Capital receives a portion of the profits in the way of a capital allocation from, and owns a partnership interest in, the Small Cap Funds. Phil Frohlich reports the Common Stock held indirectly by Prescott Capital because, as the manager of Prescott Capital at the time of purchase, he controlled the disposition and voting of the securities.

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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