Carlyle Group L.P. Form 4 December 08, 2015

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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obligations may continue. See Instruction

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(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Carlyle Group Management L.L.C.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

SQBG, Inc. [SQBG]

Director

X 10% Owner

C/O THE CARLYLE GROUP, 1001 PENNSYLVANIA AVE.

12/04/2015

(Month/Day/Year)

Other (specify Officer (give title below)

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

D

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X Form filed by More than One Reporting

WASHINGTON, DC 20004

(City) (State) (Zip)

12/04/2015

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

Common

Stock

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if any

(Month/Day/Year)

3. Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

4. Securities Acquired (A) 5. Amount of Securities Beneficially Owned Following

Reported

Ownership Form: Direct (D) or Indirect (I)

(Instr. 4)

I

7. Nature of Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D)

6,369,812 D

Transaction(s) (Instr. 3 and 4) Price

 $0^{(1)}$

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.

\$0

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. N	umber of	6. Date Exercisable and		7. Title and Amount o	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative			Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Code Securities		(Month/Day/Year)		(Instr. 3 and 4)	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	•	uired (A) or				
	Derivative					osed of (D)				
	Security				(Inst	r. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Number Shares
Common Stock Warrant (right to buy)	\$ 11.2	12/04/2015		D		1,403,254	(3)	12/31/2019	Common Stock	1,403

Reporting Owners

Reporting Owner Name / Address	Relationships					
FB	Director	10% Owner	Officer	Other		
Carlyle Group Management L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. WASHINGTON, DC 20004		X				
TC Group Cayman Investment Holdings, L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X				
TC Group Cayman Investment Holdings Sub L.P. C/O INTERTRUST CORPORATE SERVICES LTD., 190 ELGIN AVENUE, GEORGE TOWN, GRAND CAYMAN, E9 KY1-9005		X				
Carlyle Group L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Holdings II GP L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Holdings II L.P. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S WASHINGTON, DC 20004		X				
Carlyle Equity Opportunity GP, L.L.C. C/O THE CARLYLE GROUP 1001 PENNSYLVANIA AVE. NW, SUITE 220S		X				

Reporting Owners 2

X

X

10/00/0015

WASHINGTON, DC 20004

Carlyle Equity Opportunity GP, L.P.

C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE. NW, SUITE 220S

CADINE COOLD MANACEMENT L. C. D., J. J. A., J., ... D.1

WASHINGTON, DC 20004

Carlyle Galaxy Holdings, L.P. C/O THE CARLYLE GROUP

1001 PENNSYLVANIA AVE. NW, SUITE 220S

WASHINGTON, DC 20004

Signatures

CARLYLE GROUP MANAGEMENT L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
THE CARLYLE GROUP L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II GP L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE HOLDINGS II L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
TC GROUP CAYMAN INVESTMENT HOLDINGS SUB L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.L.C. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE EQUITY OPPORTUNITY GP, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**Signature of Reporting Person	Date
CARLYLE GALAXY HOLDINGS, L.P. By: /s/ Andrea Pekala, attorney-in-fact	12/08/2015
**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).
 - 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 the Issuer (formerly known as Sequential Brands Group, Inc.), Martha Stewart Living
- (1) Omnimedia, Inc., Singer Madeline Holdings, Inc. (which was renamed Sequential Brands Group, Inc. as of the Effective Time) ("Holdings"), and certain wholly owned subsidiaries of Holdings (the "Merger Agreement"), each share of common stock of the Issuer was converted into one share of common stock of Holdings.
- (2) Carlyle Galaxy Holdings, L.P. ("Carlyle Galaxy") is the beneficial owner of the shares of common stock reported herein. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on NASDAQ. The Carlyle Group L.P. is the managing member of Carlyle Holdings II GP L.L.C., which is the general partner of Carlyle Holdings II L.P., which is the general partner of TC Group Cayman Investment Holdings, L.P., which is the general partner of TC Group Cayman Investment Holdings Sub L.P., which is the general partner

Signatures 3

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of Carlyle Equity Opportunity GP, L.P., which is the general partner of Carlyle Galaxy Holdings, L.P. Accordingly, each of the foregoing entities may be deemed to share beneficial ownership of the shares of common stock owned of record by Carlyle Galaxy.

(3) The warrant was exercisable for an aggregate of up to 1,403,254 shares of common stock of the Issuer (the "Old Warrant") based upon the performance of the Linens 'n Things brand. As of the Effective Time of the Merger Agreement, each Old Warrant was converted into a warrant to purchase shares of common stock of Holdings on the terms and conditions (including applicable strike price and vesting requirements) as were applicable under the Old Warrant.

Remarks:

The disposition of the referenced securities of the Issuer by the reporting persons was made 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.