

Sequential Brands Group, Inc.
Form SC 13D
December 08, 2015

United States
Securities and Exchange Commission
Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

Information to be Included in Statements Filed Pursuant to § 240.13d-1(a) and

Amendments Thereto Filed Pursuant to § 240.13d-2(a)

Under the Securities Exchange Act of 1934

(Amendment No.)*

Sequential Brands Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

81734P107

(CUSIP Number)

Jeffrey Ferguson

The Carlyle Group

1001 Pennsylvania Avenue, NW

Edgar Filing: Sequential Brands Group, Inc. - Form SC 13D

Suite 220 South

Washington, D.C. 20004-2505

(202) 729-5626

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

December 4, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

CUSIP No. 81734P107

13D

Page 1 of 25 Pages

1 NAMES OF REPORTING PERSONS**The Carlyle Group L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) **6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****9** **6,369,812**
SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**6,369,812****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,369,812

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES ..

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

10.5%

14 TYPE OF REPORTING PERSON

PN (Delaware limited partnership)

1 NAMES OF REPORTING PERSONS

Carlyle Group Management L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

8 SHARED VOTING POWER

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OO (Delaware limited liability company)

1 NAMES OF REPORTING PERSONS

Carlyle Holdings II GP L.L.C.

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Carlyle Holdings II L.P.

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Québec

7 SOLE VOTING POWER

NUMBER OF

SHARES

0

BENEFICIALLY

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PN (Québec société en commandite)

1 NAMES OF REPORTING PERSONS**TC Group Cayman Investment Holdings, L.P.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) **6** CITIZENSHIP OR PLACE OF ORGANIZATION**Cayman Islands****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8** SHARED VOTING POWER**OWNED BY****EACH****6,369,812****9** SOLE DISPOSITIVE POWER**REPORTING****PERSON****0****WITH****10** SHARED DISPOSITIVE POWER**6,369,812****11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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PN (Cayman Islands exempt limited partnership)

1 NAMES OF REPORTING PERSONS

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Cayman Islands

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CUSIP No. 81734P107

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1 NAMES OF REPORTING PERSONS**Carlyle Equity Opportunity GP, L.L.C.****2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) (b) **3** SEC USE ONLY**4** SOURCE OF FUNDS**OO****5** Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) **6** CITIZENSHIP OR PLACE OF ORGANIZATION**Delaware****7** SOLE VOTING POWER**NUMBER OF****SHARES****0****BENEFICIALLY****8**

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Item 1. Security and Issuer

This statement on Schedule 13D (this Schedule 13D) relates to the common stock, par value \$.01 per share (the Common Stock), of Sequential Brands Group, Inc., a Delaware corporation formerly known as Singer Madeline Holdings, Inc. (the Issuer), whose principal executive offices are located at 5 Bryant Park, 5th Floor, New York, NY 10018.

Item 2. Identity and Background

This statement is being filed by the following persons (each a Reporting Person and, collectively, the Reporting Persons):