

Sequential Brands Group, Inc.  
Form DEF 14A  
April 20, 2017

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

**SCHEDULE 14A**

**Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant  x  
Filed by a Party other than the Registrant  o  
Check the appropriate box:

- o Preliminary Proxy Statement
- o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Under Rule 14a-12

**SEQUENTIAL BRANDS GROUP, INC.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
  - o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
1. Title of each class of securities to which transaction applies:
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4. Proposed maximum aggregate value of transaction:

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1. Amount Previously Paid:

2. Form, Schedule or Registration Statement No.:

3. Filing Party:

4. Date Filed:

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TABLE OF CONTENTS

**SEQUENTIAL BRANDS GROUP, INC.  
601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor  
New York, New York 10001**

**NOTICE OF ANNUAL MEETING OF STOCKHOLDERS  
To Be Held Friday, June 2, 2017**

To the Stockholders of Sequential Brands Group, Inc.:

Notice is hereby given that the 2017 annual meeting of stockholders of Sequential Brands Group, Inc. (the Company) will be held at 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001 on Friday, June 2, 2017 at 10:00 a.m. Eastern Time, for the following purposes:

1. To elect two Class III members of the Company's board of directors named in this Proxy Statement for a three-year term;
2. To ratify the selection of CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017;
3. To approve, on an advisory basis, the compensation of the Company's named executive officers (say-on-pay); and
4. To transact such other business as may properly come before the meeting or any adjournments or postponements thereof.

The board of directors has fixed the close of business on April 3, 2017 as the record date for determination of stockholders entitled to notice of, and to vote at, the meeting and any of its adjournments or postponements.

You are cordially invited to attend the 2017 annual meeting of stockholders in person. However, you must be a stockholder of record at the close of business on April 3, 2017 to vote at the meeting.

**YOUR VOTE IS VERY IMPORTANT.** Whether or not you plan to attend the 2017 annual meeting of stockholders, we strongly encourage you to vote. Please vote as soon as possible, even if you plan to attend the 2017 annual meeting of stockholders in person.

**Date These Proxy Materials Are First Being Made Available On the Internet:** On or about April 20, 2017.

April 20, 2017

By Order of the Board of Directors

/s/ William Sweedler

William Sweedler  
Chairman of the Board of Directors

TABLE OF CONTENTS

**IMPORTANT NOTICE REGARDING THE AVAILABILITY  
OF PROXY MATERIALS FOR THE  
ANNUAL MEETING OF STOCKHOLDERS TO BE HELD  
ON JUNE 2, 2017**

The notice of Annual Meeting, the proxy statement and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 are available on our website at <http://www.sequentialbrandsgroup.com>. Additionally, in accordance with Securities and Exchange Commission rules, you may access our proxy materials at [www.investorvote.com/SQBG](http://www.investorvote.com/SQBG).

**YOUR VOTE IS IMPORTANT. WHETHER OR NOT YOU EXPECT TO ATTEND THE ANNUAL MEETING OF STOCKHOLDERS, WE URGE YOU TO VOTE. THE ANNUAL MEETING OF STOCKHOLDERS WILL BE HELD ON JUNE 2, 2017.**

TABLE OF CONTENTS

**TABLE OF CONTENTS**

	Page
<u>Notice of Annual Meeting of Stockholders</u>	i
<u>Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Stockholders To Be Held on June 2, 2017</u>	ii
<u>General Information and Voting Rights</u>	1
<u>Annual Meeting Admission</u>	3
<u>Solicitation of Proxies</u>	3
<u>Householding</u>	3
<u>Stockholder List</u>	3
<u>Voting Results of the Annual Meeting</u>	3
<b><u>Proposal No. 1 Election of Directors</u></b>	<b>4</b>
<u>Directors and Executive Officers</u>	4
<u>Board of Directors and Nominees</u>	5
<u>Other Executive Officers</u>	7
<u>Corporate Governance</u>	8
<u>Meetings and Committees</u>	8
<u>Director Nominations</u>	9
<u>Board Leadership Structure</u>	10
<u>Diversity</u>	10
<u>Communications with the Board of Directors</u>	11
<u>Board Oversight of Risk Management</u>	11
<u>Code of Ethics and Business Conduct</u>	11
<u>Compensation Committee Interlocks and Insider Participation</u>	12
<u>Compensation Discussion and Analysis</u>	13
<u>Determination of Executive Compensation</u>	13
<u>Compensation Philosophy and Objectives</u>	13
<u>2016 Highlights</u>	13
<u>Chief Executive Officer Transition</u>	14
<u>Results of the 2016 Advisory Vote on Executive Compensation ( say-on-pay )</u>	15
<u>Elements of Compensation</u>	15
<u>Long-Term Incentive Compensation</u>	16
<u>Executive Employment Agreements</u>	18
<u>Benefits and Other Compensation</u>	18
<u>Compensation Committee Report</u>	19
<u>Executive Compensation</u>	20
<u>Summary Compensation Table</u>	20
<u>Grants of Plan-Based Awards</u>	21
<u>Summary of Employment Agreements</u>	21
<u>Outstanding Equity Awards at Fiscal Year-End 2016</u>	24

TABLE OF CONTENTS

	Page
<u>Option Exercises and Stock Vested</u>	<u>25</u>
<u>Potential Payments Upon Termination or Change in Control</u>	<u>25</u>
<u>Compensation and Risk</u>	<u>27</u>
<u>Director Compensation</u>	<u>28</u>
<u>Certain Relationships and Related Transactions</u>	<u>29</u>
<u>Review and Approval of Related Party Transactions</u>	<u>29</u>
<u>Reportable Related Party Transactions</u>	<u>29</u>
<u>Report of the Audit Committee</u>	<u>32</u>
<u>Security Ownership of Certain Beneficial Owners and Management</u>	<u>33</u>
<b><u>Proposal No. 2 Ratification of Selection of Independent Registered Public</u></b>	<b><u>36</u></b>
<b><u>Accounting Firm</u></b>	
<u>Audit and Non-Audit Fees</u>	<u>36</u>
<u>Audit Fees</u>	<u>36</u>
<u>Audit-Related Fees</u>	<u>36</u>
<u>Tax Fees</u>	<u>36</u>
<u>All Other Fees</u>	<u>36</u>
<u>Audit Committee Pre-Approval Policies and Procedures</u>	<u>37</u>
<b><u>Proposal No. 3 To Approve, On An Advisory Basis, Named Executive</u></b>	<b><u>38</u></b>
<b><u>Officer Compensation</u></b>	
<u>Other Proposals</u>	<u>39</u>
<u>Section 16(a) Beneficial Ownership Reporting Compliance</u>	<u>39</u>
<u>2018 Stockholder Proposals</u>	<u>39</u>
<u>Annual Report</u>	<u>40</u>

TABLE OF CONTENTS

**SEQUENTIAL BRANDS GROUP, INC.**  
**601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor**  
**New York, New York 10001**

**PROXY STATEMENT FOR ANNUAL MEETING OF  
STOCKHOLDERS**  
**To Be Held Friday, June 2, 2017**

**GENERAL INFORMATION AND VOTING RIGHTS**

This proxy statement (the **Proxy Statement**) is furnished in connection with the solicitation of proxies by the board of directors of Sequential Brands Group, Inc. (the **Board of Directors**), a Delaware corporation (the **Company**), for use at the 2017 annual meeting of stockholders (the **Annual Meeting**) to be held at 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001 on Friday, June 2, 2017 at 10:00 a.m. Eastern Time, and any adjournments or postponements thereof. We anticipate that the Notice of Internet Availability of Proxy Materials will first be mailed or given to our stockholders and the proxy materials will first be made available on the internet on or about April 20, 2017.

The Company was formed on June 5, 2015, for the purpose of effecting the merger, on December 4, 2015, of Singer Merger Sub, Inc. with and into SQBG, Inc. (previously known as Sequential Brands Group, Inc.) ( **Old Sequential** ) and the merger of Madeline Merger Sub, Inc. with and into Martha Stewart Living Omnimedia, Inc. ( **MSLO** ) (the **MSLO merger** ), with Old Sequential and MSLO each surviving the MSLO merger as wholly-owned subsidiaries of the Company. Throughout this Proxy Statement, we refer to certain actions and decisions made by Old Sequential and MSLO prior to the effective date of the MSLO merger. Accordingly, throughout this proxy statement, certain references to the **Company** we us and our refer to Old Sequential or MSLO.

Your vote is important. If your shares are registered in your name, you are a stockholder of record. We encourage you to vote as soon as possible so that your shares will be represented and voted at the Annual Meeting even if you cannot attend.

You have three options for submitting your vote prior to the date of the Annual Meeting: internet, telephone or mail:

If you have received a Notice of Internet Availability of Proxy Materials, you may follow the instructions for voting provided in that notice.

If you are voting via telephone, call toll free 1-800-652-VOTE (8683) with the United States, United States territories and Canada and follow the instructions provided by the recorded message.

If you received a hard copy of the Proxy Statement, you may fill in, date and sign the enclosed proxy card and mail it promptly in the envelope provided.

If your shares are held in an account at a brokerage firm, bank, dealer or other similar organization or other nominees, then you are the beneficial owner of the shares and your shares are held in street name. If you are a beneficial owner whose shares are held of record by a broker (i.e., your shares are held in street name), and do not provide voting instructions to your broker, bank or other custodian, your broker, bank or other custodian may only vote your shares on routine matters. The only routine matter to be voted on at the Annual Meeting is the ratification of our independent

registered public accounting firm for the fiscal year ending December 31, 2017 (Proposal No. 2). Your broker does not have authority to vote on non-routine matters without instructions from you, in which case a broker non-vote will occur and your shares will not be voted on these matters. Non-routine matters include the election of directors (Proposal No. 1) and the say-on-pay vote (Proposal No. 3). Because brokers require their customers' direction to vote on non-routine matters, it is critical that the stockholders provide their brokers with voting instructions with respect to the proposals involving non-routine matters (Proposal No. 1 and Proposal No. 3). If your shares are held in street name, the organization holding your account is considered the stockholder of record for purposes of voting at the Annual Meeting and you must obtain a proxy, executed in your favor, from such organization in order to be able to vote at the Annual Meeting. If you are a beneficial owner, you should follow the voting instructions provided to you by your brokerage firm, bank, dealer or other similar organization or other custodian.



## TABLE OF CONTENTS

If you are a stockholder of record, you may revoke your proxy at any time before the Annual Meeting either by filing with the Secretary of the Company at our principal offices a written notice of revocation or a duly executed proxy bearing a later date or by attending the Annual Meeting and voting your shares in person. If you hold your shares in street name, you may change your vote by submitting new voting instructions to your broker, bank or other custodian.

You must contact your broker, bank or other custodian to find out how to do so. All shares entitled to vote and represented by properly executed proxies received prior to the Annual Meeting, and not revoked, will be voted at the Annual Meeting in accordance with the instructions indicated on those proxies. If no instructions are indicated on a properly executed proxy, the shares represented by that proxy will be voted as recommended by the Board of Directors.

Only holders of record of our common stock at the close of business on April 3, 2017 will be entitled to vote at the Annual Meeting on the proposals described in this Proxy Statement. On the record date, there were 62,860,039 shares of common stock outstanding. On all matters to come before the Annual Meeting, each holder of record of common stock is entitled to one vote for each share of common stock. The shares of common stock held in our treasury, which are not considered outstanding, will not be voted.

If any other matters are properly presented for consideration at the Annual Meeting, including, among other things, consideration of a motion to adjourn the Annual Meeting to another time or place in order to solicit additional proxies in favor of the nominees to the Board of Directors, the persons named as proxies and acting thereunder will have discretion to vote on these matters according to their best judgment to the same extent as the person delivering the proxy would be entitled to vote. As of the date of this notice, we have not received notice of any other matters that may be properly presented at the Annual Meeting.

In order for us to conduct the Annual Meeting, the holders of a majority of the shares of our common stock outstanding as of April 3, 2017, must be present at the Annual Meeting in person or by proxy. This is referred to as a quorum.

*Election of Directors:* The affirmative vote of the majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required for the election to the Board of Directors of each of the nominees for director. If you are a beneficial owner, note that your broker, bank and other custodian cannot vote your stock on your behalf for the election of directors if you have not provided instructions on your voting instruction form. For your vote to be counted, you must submit your voting instructions to your broker, bank or custodian. Abstentions will be counted as present for the purposes of this vote and, therefore, will have the same effect as a vote against the nominees for director. Broker non-votes will not be counted as present and are not entitled to vote on the nominees for director.

*Ratification of CohnReznick LLP as the Independent Registered Public Accounting Firm for the Year Ending December 31, 2017:* Ratification of the appointment of our independent registered public accounting firm requires the affirmative vote of the majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. If you are a beneficial owner, note that your broker, bank or other custodian is entitled to vote on your behalf on the ratification of the appointment of our independent registered public accounting firm. As such, there should be no broker non-votes with respect to this proposal. Abstentions will be counted as present for the purposes of this vote and, therefore, will have the same effect as a vote against this proposal.

*Advisory Vote to Approve Named Executive Officer Compensation:* Adoption of the non-binding advisory vote on compensation of our named executive officers requires the affirmative vote of the majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting. If you are a beneficial owner, note that your broker, bank or other custodian cannot vote your stock on your behalf on the non-binding

advisory vote on compensation of our named executive officers, if you have not provided instructions on your voting instruction form. For your vote to be counted, you must submit your voting instructions to your broker, bank or custodian. Abstentions will be counted as present for the purposes of this vote and, therefore, will have the same effect as a vote against this proposal. Broker non-votes will not be counted as present and are not entitled to vote on this proposal.

2

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## TABLE OF CONTENTS

If you hold your shares directly in your own name, your shares will not be voted if you do not vote them or provide a proxy. If you hold your shares directly in your own name and you sign and return your proxy card (including over the internet or by telephone) but do not include voting instructions, your proxy will be voted as the Board of Directors recommends with respect to each of the director nominees and on each other proposal.

## **ANNUAL MEETING ADMISSION**

Only stockholders and certain other permitted attendees may attend the Annual Meeting. If you plan to attend the Annual Meeting in person, we ask that you also complete and return the reservation form attached to the end of the Proxy Statement. Please note that the Company limits attendance to stockholders and one guest. Proof of your ownership of the Company's stock as of the record date, along with photo identification, will be required for admission. The street name holders will need to bring a copy of a brokerage statement reflecting their stock ownership as of the record date. No cameras, recording equipment, electronic devices, use of cell phones or other mobile devices, large bags or packages will be permitted at the Annual Meeting.

## **SOLICITATION OF PROXIES**

We will bear the expense of soliciting proxies. Our directors, officers and other employees may solicit proxies in person, by telephone, by mail or by other means of communication, but such persons will not be specially compensated for such services. While we presently intend that solicitations will be made only by directors, officers and employees of the Company, we may also retain outside brokers, banks, custodians, nominees and other fiduciaries to assist in the solicitation of proxies. Any reasonable charges and expenses incurred in connection with the use of such outside solicitors will be paid by the Company.

## **HOUSEHOLDING**

The Company has chosen to follow the notice only option for stockholders, which requires that only a Notice of Internet Availability of Proxy Materials be mailed to stockholders. Stockholders who receive the Notice of Internet Availability of Proxy Materials and wish to receive hard copies of the proxy materials may receive such copies by making a request on-line at [www.investorvote.com/SQBG](http://www.investorvote.com/SQBG). To reduce the expense of delivering duplicate proxy materials to our stockholders, we are relying on the rules of the Securities and Exchange Commission (the SEC) that permit us to deliver only one set of proxy materials, including our Proxy Statement, proxy card and our Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the 2016 Annual Report) to stockholders who share an address, unless we receive contrary instructions from any stockholder at that address. This practice, known as householding, reduces duplicate mailings, thus saving printing and postage costs as well as natural resources. Each stockholder retains a separate right to vote on all matters presented at the Annual Meeting. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If, at any time, you wish to receive a separate copy of the 2016 Annual Report or other proxy materials, free of charge, or if you wish to receive separate copies of future annual reports or proxy materials, please mail your request to Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001, attention: Investor Relations, or call us at (646) 564-2577.

## **STOCKHOLDER LIST**

For at least 10 days prior to the Annual Meeting, a list of stockholders entitled to vote at the Annual Meeting, arranged in alphabetical order, showing the address of and number of shares registered in the name of each stockholder, will be open for examination by any stockholder, for any purpose related to the Annual Meeting, during ordinary business hours at our principal executive offices. The list will also be available for examination at the Annual Meeting.

## **VOTING RESULTS OF THE ANNUAL MEETING**

Voting results will be published in a Current Report on Form 8-K issued by us within four business days following the Annual Meeting and will be reported on our website at [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com).

3

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TABLE OF CONTENTS

**PROPOSAL NO. 1**

**ELECTION OF DIRECTORS**

Our Board of Directors is divided into three classes designated Class I, Class II and Class III. Directors hold office for staggered terms of three years. One of the three classes is elected each year to succeed the directors whose terms are expiring.

Karen Murray, William Sweedler and Martha Stewart serve as the Class I directors, Rodney S. Cohen, Stewart Leonard, Jr. and Gary Johnson serve as the Class II directors, and Al Gossett and Aaron Hollander serve as the Class III directors. The Class I, Class II and Class III directors serve terms that expire in 2018, 2019 and 2017, respectively.

Yehuda Shmidman, formerly a Class I director and the Company's Chief Executive Officer, departed from the Company on March 16, 2017, at which time the Board of Directors appointed Karen Murray as Chief Executive Officer and a Class I director of the Company, effective April 3, 2017.

The Board of Directors has nominated Al Gossett and Aaron Hollander for re-election at the Annual Meeting to serve as the Class III directors. If re-elected at the Annual Meeting, Mr. Gossett and Mr. Hollander will serve until the annual meeting of stockholders to be held in 2020 or until their respective successors have been duly elected and qualified or until they otherwise cease to serve as directors.

Unless otherwise instructed, the proxy holders will vote the proxies received by them for the nominees named above. If any nominee is unable or unwilling to serve as a director at the time of the Annual Meeting, the proxies will be voted for such other nominee(s) as shall be designated by the then current Board of Directors to fill any vacancy or the Board of Directors may decrease the size of the Board. We have no reason to believe that the nominees will be unable or unwilling to serve if elected as directors.

The principal occupation and certain other information about the nominees and our directors and executive officers are set forth on the following pages.

**Directors and Executive Officers**

The following table sets forth certain information with respect to the nominees and the directors and executive officers of the Company as of April 3, 2017. The nominees are currently directors of the Company.

Name	Age	Position with the Company	Independent (Y/N)	Director Since
<b>Class III Director Nominees:</b> <i>(Current Terms Expiring in 2017)</i>				
Al Gossett	63	Class III Director	Y	2011
Aaron Hollander	60	Class III Director	Y	2013
<b>Class I Directors:</b> <i>(Current Terms Expiring in 2018)</i>				
Karen Murray	60		N	2017

		Class I Director, Chief Executive Officer and Secretary		
William Sweedler	50	Class I Director and Chairman of the Board of Directors	N	2012
Martha Stewart	75	Class I Director and Chief Creative Officer	N	2015
<b>Class II Directors:</b>				
<i>(Current Terms Expiring in 2019)</i>				
Rodney S. Cohen	51	Class II Director	Y	2014
Stewart Leonard, Jr.	62	Class II Director	Y	2013
Gary Johnson	62	Class II Director	Y	2013
<b>Other Executive Officers:</b>				
Andrew Cooper	47	President		
Gary Klein	41	Chief Financial Officer		

4

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TABLE OF CONTENTS**Committee Membership**

Name	Audit	Compensation	Governance
Stewart Leonard, Jr.	X		X
Gary Johnson		X	X
Al Gossett	X	X	X
Aaron Hollander	X	X	

**Board of Directors and Nominees**

**Karen Murray** has served as our Chief Executive Officer and Secretary since April 3, 2017. She was selected to become a director of the Company because of the breadth of her brand knowledge and her extensive brand experience, including managing and developing successful brands, as well as her industry, mergers and acquisitions and global business development experience. Prior to joining the Company, Ms. Murray was the President of VF Sportswear, a wholly owned subsidiary of VF Corporation, one of the world's largest apparel makers. At VF Sportswear, Ms. Murray oversaw the \$1.2 billion global brand, Nautica, as well as Kipling. She joined VF Sportswear in 2007 as President of its Nautica Men's Sportswear and Nautica Jeans Company businesses and the following year, she was appointed President of VF Sportswear. Ms. Murray began her career at Gant, where she remained for nine years before transitioning to Liz Claiborne. She assumed many different roles throughout her tenure at Claiborne, including President from 1998 to 2007. Ms. Murray serves on the board of the Marfan Foundation and the YMA. Ms. Murray received her Bachelor of Science degree from the University of Maryland.

**William Sweedler** joined the Board of Directors as Chairman on February 22, 2012 in connection with our financing transaction with TCP WR Acquisition, LLC. Mr. Sweedler is presently Co-Founder and Managing Partner of Tengram Capital Partners, a private equity firm focused on investments in the consumer and retail sectors, which Mr. Sweedler co-founded in 2011. Prior to that, Mr. Sweedler was the founder and Chief Executive Officer of Windsong Brands, a diversified brand development and investment company that specialized in the acquisition, growth, licensing, and comprehensive management of consumer branded intellectual property and businesses. Mr. Sweedler is currently a director at the following privately held companies: NEST Fragrances, Tommie Copper, Luciano Barbera, Zanella, This Works and Differential Brands Group, Inc. Prior to founding Windsong Brands, he was President and Chief Executive Officer of Joe Boxer, a wholly-owned division of the Iconix Brand Group (Nasdaq: ICON) of which he was also an Executive Vice President and Director. Mr. Sweedler has a B.S. in Finance and Investments from Babson College. With over 25 years of experience in the consumer sector as an operator and strategic investor, Mr. Sweedler brings strategic vision and guidance to our company as Chairman of our Board of Directors.

**Martha Stewart** has served as the Company's Chief Creative Officer and one of our directors since December 4, 2015. She joined the Board of Directors in connection with the MSLO merger and was selected to become a director because of her extensive entrepreneurial and media experience and her unique insight into operations and creative vision. Prior to joining the Company, Ms. Stewart was Founder, Chief Creative Officer and Non-Executive Chairman of the board of directors of Martha Stewart Living Omnimedia, Inc., which she founded in 1996 and sold to the Company on December 4, 2015. Ms. Stewart was the Chairman of the board of directors of MSLO from 1996 through June 2003, when she resigned as a director. She also served as Chief Executive Officer from 1996 until 2003. Ms. Stewart is an Emmy Award winning television show host, entrepreneur and bestselling author and is a trusted lifestyle expert and teacher. Ms. Stewart earned a bachelor's degree in European history and architectural history from Barnard College.

**Rodney S. Cohen** joined the Board of Directors on August 15, 2014 in connection with the Company's acquisition of Galaxy Brand Holdings, Inc. and was selected to become a director because of his knowledge and experience in managing and developing brands and his two decades of private equity investing, operational restructuring and legal advisory work in a variety of sectors including commodities, natural resources, media, consumer, financial services, security and industrials. Mr. Cohen joined The Carlyle Group in 2010 and is currently a Managing Director and Co-Head of Carlyle Growth Partners and Carlyle Equity Opportunity Funds, which represent the U.S. smaller and middle market buyout activities of The Carlyle Group. From 1996 through 2010, Mr. Cohen was Co-Managing Partner at Pegasus Capital Advisors, a middle-market investment firm. From 1993 to 1996, he consulted and managed several diverse business



TABLE OF CONTENTS

ventures. Prior to that, Mr. Cohen practiced law with Anderson Kill Olick and Oshinsky P.C. He serves as a trustee and executive committee member of the Randall's Island Sports Foundation, on the Franklin and Marshall Leadership Council and as a board member of the After School All Stars. Mr. Cohen earned his J.D. from Columbia Law School where he was a Harlan Fiske Stone Scholar and his B.A. from Franklin and Marshall College.

**Stewart Leonard, Jr.** joined the Board of Directors on May 1, 2013 and was selected to become a director because of his experience in the retail industry and his unique financial, operational and strategic expertise in matters facing corporations, including brand management, business development and governance. Mr. Leonard, Jr. is currently President and Chief Executive Officer of Stew Leonard's, a unique family-owned and operated, farm-fresh food store. Mr. Leonard, Jr. became President and Chief Executive Officer of Stew Leonard's in 1991 and during his tenure Stew Leonard's has grown to include five supersized food stores and individual members of the Leonard family additionally operate nine stores in the tri-state area. The food stores are among the nation's best performing per square foot, generating approximately \$400 million in annual sales. The company also employs more than 2,500 team members and is consistently recognized by Forbes Magazine's 100 Best Companies to Work For list. Mr. Leonard, Jr. earned a B.S. degree from Ithaca College and received an MBA from UCLA.

**Gary Johnson** joined the Board of Directors on May 1, 2013 and was selected to become a director because of his experience in both public and private equity owned companies in the financial services and direct marketing industries. Mr. Johnson currently serves as Chairman of the board of directors of CAN Capital, a 19-year old financial services company that has funded over 100,000 small retail businesses with approximately \$7 billion of capital. Prior to joining CAN Capital, from 1989 through 2012, Mr. Johnson served as Chairman and Chief Executive Officer of Vertrue Inc., one of the nation's leading consumer marketing companies which was listed on Nasdaq from 1997 to 2007. Mr. Johnson earned a B.S. degree in civil engineering from Tufts University and received an MBA from Harvard Business School.

**Al Gossett** is a nominee for election at the Annual Meeting. He joined the Board of Directors on December 14, 2011 in connection with the restructuring of the ownership of our *William Rast* branded apparel business and was selected to become a director of the Company because of his experience in managing brands. Mr. Gossett is President, Chief Executive Officer and owner of Gossett Motor Cars, which he founded in 1988. Gossett Motor Cars consists of 15 automotive dealerships located in Memphis, TN and is one of the largest privately owned automotive groups in the Mid-South Region. The various brands under his umbrella include two Volkswagen, two Kia, two Hyundai, Porsche, Audi, Chrysler, Jeep, Dodge, Ram, Mazda, Mitsubishi and FIAT. Mr. Gossett began his career in the automotive industry in 1975 and acquired his first franchise in 1988. During the course of his career, Mr. Gossett has chaired or served on a number of district, regional and national dealer boards within the industry, including Chrysler, Jeep, Dodge, Chrysler Financial, Volkswagen, Volkswagen Financial, Suzuki and AIADA. He has received numerous awards for his accomplishments within the automotive industry. Mr. Gossett serves as the managing partner of JALP Clothing, LLC, a wholesale business engaged in the global distribution of apparel. Beginning in June 2009, Mr. Gossett has served on the board of directors of Landmark Community Bank in Collierville, TN, a suburb of Memphis, TN. An avid sports enthusiast, Mr. Gossett is in the ownership group of the Memphis Grizzlies, a NBA team located in Memphis, TN. He is active in charities supporting children in various capacities, and has been a strong supporter and advocate of St. Jude's Children's Research Hospital, Le Bonheur Children's Hospital and Make-A-Wish, all located in Memphis, as well as many other causes and charities nationwide. Mr. Gossett attended Northwestern University.

**Aaron Hollander** is a nominee for election at the Annual Meeting. He joined the Board of Directors on September 11, 2013 and was selected to become a director of the Company because of his governance, financial reporting, accounting and risk management expertise gained through his service as the Chief Executive Officer of several corporations throughout his tenure, as well as his finance and accounting background. Mr. Hollander currently serves as, Chairman, Chief Executive Officer and President of First Aviation Services Inc., a leading worldwide provider of

maintenance, repair and overhaul services to the aerospace industry, a position he has held since 2007. Mr. Hollander is also a Principal at First Equity Group, which he co-founded in 1985, advising the aerospace and defense industries on significant transactions impacting those sectors. From December 2001 to July 2009, Mr. Hollander served as the Chief Executive

TABLE OF CONTENTS

Officer of Skip Barber Racing School LLC and, from 1993 until February 2012, served as Chairman and the Chief Executive Officer of Imtek, LLC, an agency that provides direct marketing, printing, fulfillment, and location intelligence services to clients across a variety of industries. Prior to co-founding First Equity Group, Mr. Hollander worked for the Boston Consulting Group, and as a CPA and CMA with Arthur Young & Company (now Ernst & Young). Mr. Hollander received his B.S. in Economics from the Wharton School, University of Pennsylvania and earned an MBA with distinction from Harvard Business School.

## Other Executive Officers

**Gary Klein** has served as our Chief Financial Officer since November 29, 2012. Prior to joining the Company, Mr. Klein worked at Iconix from 2005, where, from 2008 through 2012, he served as the Vice President of Finance. At Iconix, Mr. Klein handled matters relating to financial planning and analysis, reporting and accounting, corporate finance, investor relations, mergers and acquisitions and Iconix's management information systems. From February 2005 to December 2005, Mr. Klein served at TV Guide Publishing Group as the Director of Financial Planning and Analysis, and from May 2001 to February 2005, Mr. Klein served as Finance Manager at Columbia House, one of the world's largest licensees of content for music and film. Prior to that time, Mr. Klein served at Office.com as a senior accountant and at Rosen, Seymour, Shapps, Martin & Co., a public accounting firm, as a staff accountant. Mr. Klein earned a bachelor's degree in accounting from the University at Albany in 1998.

**Andrew Cooper** has served as our President since August 22, 2016. Prior to joining the Company, Mr. Cooper served as a Partner of Pegasus Capital Advisors and Chief Executive Officer of Universal Lubricants, a Pegasus Capital portfolio company from 2005. From 1998 to 2005, Mr. Cooper held the role of Senior Vice President at Priceline.com, where he was instrumental as part of the senior management team in building the company into a market leader. At Priceline.com he focused on several areas, including launching and managing a key business line and developing critical business infrastructure during a time of explosive growth. Mr. Cooper earned his B.A. in Economics and Public Policy from Duke University and earned a MBA from the Wharton School, University of Pennsylvania.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS A VOTE FOR  
THE ELECTION OF EACH OF THE DIRECTOR NOMINEES NAMED IN THIS PROXY STATEMENT**

TABLE OF CONTENTS

## CORPORATE GOVERNANCE

### Meetings and Committees

The Board of Directors held five meetings during 2016, and separately acted by unanimous written consent on two occasions. Each current director, while serving as a director, attended at least 75% of all the meetings of the Board of Directors and the committees on which such director served. While we have not established a policy with respect to members of the Board of Directors attending annual meetings, directors are generally in attendance at the annual meeting of stockholders. Our 2016 annual meeting of stockholders was attended in person or telephonically by seven of the eight directors then serving; Messrs. Shmidman, Sweedler, Cohen, Gossett, Hollander and Johnson and Ms. Stewart.

Our shares of common stock are listed on The Nasdaq Stock Market LLC ( Nasdaq ) and are subject to the Nasdaq listing standards that require us to have a majority of our Board of Directors comprised of independent directors and separate committees comprised of independent directors. The Nasdaq definition of independent director includes a series of objective tests, and also requires a subjective review by the Board of Directors.

Pursuant to Nasdaq's objective tests and the Board of Directors' subjective review, the Board of Directors has affirmatively determined that five of our eight current directors, namely Messrs. Cohen, Gossett, Hollander, Johnson and Leonard, Jr., are independent as that term is defined in Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules. In assessing independence, the Board of Directors considered, among other things, the relationships and transactions described under Certain Relationships and Related Transactions. Mr. Sweedler does not meet the independence requirements of Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules because he is a managing member of Tengram Capital Associates ( TCA ), an entity affiliated with Tengram Capital Partners, L.P. ( TCP ), to which the Company made payments of \$0.9 million in 2016 (see Certain Relationships and Related Transactions Reportable Related Party Transactions for further information). Ms. Murray is our Chief Executive Officer and Ms. Stewart is our Chief Creative Officer. In addition, the Company made payments of \$3.1 million to Ms. Stewart pursuant to the IP Agreements (as defined in Certain Relationships and Related Transactions Reportable Related Party Transactions ) and Ms. Stewart's sister-in-law is employed by the Company as Senior Vice President, Financial Operations (see Certain Relationships and Related Transactions Reportable Related Party Transactions for further information).

The Board of Directors has established a separately designated audit committee (the Audit Committee ), compensation committee (the Compensation Committee ) and nominating and governance committee (the Governance Committee ) of the Board of Directors. Our Board of Directors may also establish special committees from time to time to perform specifically delegated functions. The Board of Directors has adopted written charters that govern the conduct and responsibilities of each of the Audit Committee, Compensation Committee and Governance Committee, copies of which may be found on our website at [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the section titled Corporate Governance . You may also request printed copies of the charters by sending written request to the Secretary at the address set forth on the cover of this Proxy Statement.

*Audit Committee.* Our Audit Committee held four meetings during 2016. The Audit Committee is chaired by Mr. Hollander, and includes Mr. Gossett and Mr. Leonard, Jr., all of whom qualify as independent directors within the meaning of Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules and Rule 10A-3(b)(1) promulgated under the Securities Act of 1933, as amended (the Securities Act ). The Board of Directors has determined that Mr. Hollander qualifies as an audit committee financial expert within the meaning of the rules and regulations of the SEC and that

each of our other Audit Committee members is able to read and understand fundamental financial statements and has substantial business experience that results in that member's financial sophistication. Among other responsibilities, the Audit Committee reviews the scope and results of quarterly reviews and the year-end audit with management and the independent auditors, reviews and discusses the adequacy of our internal controls, and recommends to the Board of Directors selection of independent auditors for the coming year. The Audit Committee operates under a written charter, which was adopted by the Board of Directors and is available on our website [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the section titled Corporate Governance.

## TABLE OF CONTENTS

*Compensation Committee.* Our Compensation Committee held seven meetings during 2016, and separately acted by unanimous written consent on five occasions. The Compensation Committee is chaired by Mr. Johnson, and includes Mr. Hollander and Mr. Gossett, all of whom qualify as independent directors within the meaning of Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules, including the enhanced independence requirements applicable to members of compensation committees. The Compensation Committee is primarily responsible for determining the annual salaries and other compensation of directors and executive officers and administering our equity compensation plans. In connection with its deliberations, the Compensation Committee seeks the views of the management with respect to appropriate compensation levels of the other officers and directors and may recruit compensation experts to provide independent advice regarding market trends and other competitive considerations. The Compensation Committee did not engage any third party consultants during the year ended December 31, 2016. The Compensation Committee operates under a written charter, which was adopted by the Board of Directors and is available on our website [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the section titled "Corporate Governance". The Compensation Committee has the authority to delegate its responsibilities listed in the Compensation Committee charter to subcommittees comprised of one or more members of the Compensation Committee, or to the Company's Chief Executive Officer with respect to the grants of equity awards to any of our officers other than officers subject to Section 16 of the Securities Exchange Act of 1934, if the Compensation Committee determines such delegation would be in the best interest of the Company.

*Governance Committee.* Our Governance Committee includes Mr. Gossett, Mr. Johnson and Mr. Leonard, Jr., all of whom qualify as independent directors within the meaning of Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules. The Governance Committee reviews and makes recommendations regarding the functioning of the Board of Directors as an entity, assists the Board of Directors in defining and assessing qualifications for membership on the Board of Directors, identifies and recommends qualified individuals to serve as members of the Board of Directors and recommends corporate governance principles applicable to the Company. The Governance Committee did not meet in 2016 and acted by unanimous written consent on one occasion. The Governance Committee operates under a written charter, which was adopted by the Board of Directors and is available on our website [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the section titled "Corporate Governance".

## **Director Nominations**

The Governance Committee reviews persons who are candidates for election to our Board of Directors and makes a recommendation with respect to such candidates to our Board of Directors. Our full Board of Directors, then reviews those members of the Board of Directors who are candidates for election to our Board of Directors and makes the final determination regarding whether to nominate a candidate to the Board of Directors for election for the next term. The Governance Committee's methods for identifying candidates for election to the Board of Directors (other than those proposed by our stockholders, as discussed below, and other than candidates that we are contractually obligated to nominate pursuant to written agreements) include the solicitation of ideas for possible candidates from a number of sources, including existing members of the Board of Directors, our executive officers, individuals personally known to the members of the Board of Directors and other research. We may also from time to time retain one or more third-party search firms to identify suitable candidates.

In carrying out its function to nominate candidates for election to our Board of Directors, upon recommendation from our Governance Committee, our Board of Directors considers the mix of skills, experience, character, commitment and diversity of background, all in the context of the requirements of our Board of Directors at that point in time. Our Board of Directors believes that each candidate should be an individual who has demonstrated integrity and ethics in such candidate's personal and professional life, has an understanding of elements relevant to the success of a publicly-traded company and has established a record of professional accomplishment in such candidate's chosen field.

Each candidate should be prepared to participate fully in our Board of Directors activities, including attendance at and active participation in meetings of our Board of Directors, and not have other personal or professional commitments that would, in our Board of Directors judgment, interfere with or limit such candidate's ability to do so. Our Board of Directors has no stated specific minimum qualifications that must be met by a candidate for a position on our Board of Directors.

9

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## TABLE OF CONTENTS

Our Governance Committee and Board of Directors will consider nominees recommended by stockholders. For a stockholder recommendation to be considered by our Governance Committee and Board of Directors as a potential candidate at an annual meeting, the recommendation must be received on or before the deadline for receipt of stockholder proposals to be included in our proxy statement for such meeting. The recommendation should be addressed to our Secretary at c/o Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001. If a stockholder decides to nominate a candidate for director and solicits proxies for such candidate, the stockholder will need to follow the rules set forth by the SEC and in our amended and restated bylaws (the Bylaws ) as they pertain to director nominations. A stockholder of the Company may nominate one or more persons for election as a director at an annual meeting of stockholders if the stockholder complies with the notice, information and consent provisions contained in the Bylaws, including the notice deadlines, which are discussed under 2018 Stockholder Proposals . In addition, the notice must be made in writing and set forth as to each proposed nominee who is not an incumbent director (i) their name, age, business address and, if known, residence address, (ii) their principal occupation or employment, (iii) the class and number of shares of the Company s stock owned beneficially and of record by such person and (iv) any other information concerning the nominee that must be disclosed respecting nominees in proxy solicitations pursuant to Regulation 14A promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act ) and Rule 14a-11 thereunder, including such person s written consent to being named in the proxy statement as a nominee and to serving as a director if elected.

Based on the foregoing and the Company s obligations pursuant to the Amended and Restated Stockholders Agreement, dated as of March 27, 2013, by and between the Company and TCP WR Acquisition, LLC ( TCP WR ), which provides TCP WR with the right to nominate a number of nominees for director such that the number of directors that will be serving on the Board of Directors (determined immediately following the election of directors and assuming that the director nominees designated by TCP WR are elected to the Board of Directors) that have been appointed or nominated by TCP WR equals three, the Board of Directors, upon the recommendation of the Governance Committee, nominated Al Gossett and Aaron Hollander for re-election as Class III members of the Board of Directors, subject to stockholder approval, for a three-year term ending on or around the date of the 2020 annual meeting of stockholders.

## **Board Leadership Structure**

In connection with the closing of our financing transaction with TCP WR in February 2012, Mr. Sweedler was appointed Chairman of our Board of Directors. Effective as of April 3, 2017, Ms. Murray was appointed as our Chief Executive Officer, Secretary and a director. Additional information about Ms. Murray s appointment can be found in our Compensation Discussion and Analysis below. The Board of Directors believes that its current leadership structure best serves the objectives of the Board of Directors oversight of management, the ability of the Board of Directors to carry out its roles and responsibilities on behalf of the stockholders and our overall corporate governance. The Board of Directors also believes that the current separation of the Chairman and Chief Executive Officer roles allows the Chief Executive Officer to focus her time and energy on operating and managing our business and leverages the experience and perspectives of our Chairman, who has a deep knowledge of the consumer industry and significant experience in managing and developing brands. The Board of Directors, however, periodically reviews the leadership structure and may make changes in the future.

## **Diversity**

The Board of Directors does not have a formal policy with respect to director nominee diversity. In selecting nominees to the Board of Directors, the Board of Directors is committed to building and maintaining an ideal mix of talent and experience to achieve our business objectives in the current environment, and the Board of Directors assess



the effectiveness of this process when reviewing the composition of the Board of Directors each year. In particular, the Board of Directors considers expertise, depth of knowledge in key areas that are important to us and diversity of thought, background, perspective and experience so as to facilitate robust debate and broad thinking on strategies and tactics pursued by us. The Board of Directors believes this diversity is demonstrated in the range of experiences, qualifications and skills of the current members of the Board of Directors.

TABLE OF CONTENTS

## **Communications with the Board of Directors**

You may communicate with our Board of Directors, or with any individual director, by sending communications via email to [boardofdirectors@sbg-ny.com](mailto:boardofdirectors@sbg-ny.com) or by telephoning the Secretary at the Company's principal executive offices, who will then relay the communications to the Board of Directors.

Communications are relayed to the Board of Directors, or to any individual director, depending on the facts and circumstances described in the communication. In that regard, the Board of Directors has requested that certain items that are unrelated to the duties and responsibilities of the Board of Directors be excluded, including junk mail and mass mailings, product complaints, product inquiries, new product suggestions, resumes and other forms of job inquiries, surveys and business solicitations or advertisements. In addition, material that is unduly hostile, threatening, illegal or similarly unsuitable will not be relayed, with the provision that any communication that is not relayed will be made available to any director upon such director's request.

Any interested party, including any employee, may make confidential, anonymous submissions regarding questionable accounting or auditing matters or internal accounting controls and may communicate directly with the Chairman by letter to 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001, marked for the attention of the Chairman, as applicable.

## **Board Oversight of Risk Management**

Our Board of Directors, as a whole and also at the committee level, is responsible for overseeing risk management. A fundamental part of risk management is not only understanding the risks we face and what steps management is taking to manage those risks, but also understanding what level of risk is appropriate for the Company. The involvement of our Board of Directors in setting our business strategy is a key part of our assessment of risk management and the determination of what constitutes an appropriate level of risk for the Company. Members of our Board of Directors discuss with management our major risk exposures, including with respect to the Company's credit, liquidity, proposed acquisitions and operations as well as other risks associated with the Company's business, their potential impact on the Company and the steps taken by management to manage these risks. The Compensation Committee is responsible for overseeing the management of risks relating to the Company's executive compensation plans and arrangements as well as the Company's benefit plans. The Audit Committee oversees management of financial risks and potential conflicts of interest with related parties. The Governance Committee oversees risks associated with the independence of the Board of Directors. In addition, our Board of Directors and its committees may retain, on such terms as they determine in their sole discretion, independent legal, financial and other consultants and advisors to advise and assist them in fulfilling their oversight responsibilities.

## **Code of Ethics and Business Conduct**

We have adopted a written code of ethical conduct (the "Code of Ethics") applicable to all members of the Board of Directors and to all of our employees and executive officers, including our Chief Executive Officer and Chief Financial Officer. The Code of Ethics constitutes a "code of ethics" as defined by applicable SEC rules and a "code of conduct" as defined by applicable Nasdaq Stock Market's Listing Rules. The Code of Ethics has been publicly filed with the SEC and is incorporated by reference as an exhibit to the 2016 Annual Report. Our Code of Ethics is also made available on our website located at [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the section titled "Corporate Governance."

You may also request a copy of the Code of Ethics by writing or calling us at:

Sequential Brands Group, Inc.  
Attn: Investor Relations  
601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor  
New York, New York 10001  
(646) 564-2577

Any amendment or waiver of the Code of Ethics pertaining to a member of the Board of Directors or one of our executive officers will be disclosed on our website ([www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com)) within four business days. We granted no waivers under our Code of Ethics in 2016.

TABLE OF CONTENTS

## **Compensation Committee Interlocks and Insider Participation**

None of the directors who served as members of our Compensation Committee in 2016 is, or has ever been, an officer or employee of the Company or any of its subsidiaries. In addition, during the last fiscal year, no executive officer of the Company served as a member of the board of directors or the compensation committee of any other entity that has one or more executive officers serving on our Board of Directors or our Compensation Committee.

12

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TABLE OF CONTENTS

# COMPENSATION DISCUSSION AND ANALYSIS

## Determination of Executive Compensation

The Compensation Committee of the Board of Directors is responsible for overseeing the Company's executive compensation policies and practices, including levels and structure of compensation for the Company's executive officers, which are currently submitted to the Board of Directors for ratification. Specifically, among other things, the Compensation Committee is responsible for:

Formulating, evaluating and approving compensation for the Company's executive officers, including the Chief Executive Officer, Chief Financial Officer and President. The Company's compensation policies are intended to reward executive officers for their contributions to the Company's growth and profitability, and recognize individual initiative, leadership, achievement, and other valuable contributions to the Company. An additional goal is to provide competitive compensation that attracts and retains qualified and talented executive officers. The Compensation Committee may consult with the Chief Executive Officer and the Chief Financial Officer on the performance of the Company's other executive officers. However, neither the Chief Executive Officer nor the Chief Financial Officer may be present during any Compensation Committee deliberations or voting with respect to each of their own compensation packages;

Overseeing and approving all compensation programs involving the issuance of the Company's stock and other equity securities under the Company's long-term incentive plans;

Assessing on an annual basis the risks associated with the Company's compensation practices, policies and programs to determine whether the risks arising from such practices, policies and programs are appropriate or reasonably likely to have a material adverse effect on the Company;

Reviewing periodically compensation practices and trends of other companies to assess the adequacy of the Company's executive compensation programs and policies; and

Securing the services of external compensation consultants or other experts, as necessary and appropriate.

Each year, the Compensation Committee reviews the Company's executive officer compensation, including the compensation structure and levels of compensation paid to the executive officers in the prior year (as disclosed in the Summary Compensation Table on page 20 for our named executive officers), and determines any needed adjustments to our compensation policies and practices so that such policies and practices continue to reflect the Company's commitment to aligning executive compensation practices with the interests of the Company's stockholders.

## Compensation Philosophy and Objectives

The Company's overall compensation philosophy is to pay for performance. The Company's compensation plans, policies and practices are designed to provide compensation that motivates executive officers to achieve corporate financial goals and to reward them for short- and long-term financial performance in order to maximize stockholder value. In addition, these plans, policies and practices and compensation paid thereunder are structured to be competitive with other companies in order to attract and retain high performing executive talent. The Company's executive compensation program is designed specifically to:

Support the achievement of the Company's short- and long-term strategic and financial objectives;

Reward executive officers for continuous improvement of financial metrics;

Align executive interests with the interests of the stockholders; and

Attract and retain highly talented, results-driven executive officers.

## 2016 Highlights

The following individuals served as our Chief Executive Officer (principal executive officer), Chief Financial Officer (principal financial officer), Chief Creative Officer and President during the year ended December 31, 2016. We did not have any other highly compensated individuals who were serving as

13

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TABLE OF CONTENTS

executive officers during 2016 and whose total compensation exceeded \$100,000 during the year ended December 31, 2016. We refer to these persons as the named executive officers :

Mr. Yehuda Shmidman Former Chief Executive Officer (departed the Company on March 16, 2017)

Mr. Gary Klein Chief Financial Officer

Ms. Martha Stewart Chief Creative Officer

Mr. Andrew Cooper President (appointed August 22, 2016)

The Company made the following decisions for 2016 with respect to its compensation policies to continue management's focus on driving stockholder value:

The named executive officers' annual base salaries were set as follows for 2016:

- Mr. Shmidman No change from amount paid by the Company and Old Sequential during 2015;
- Mr. Klein Increased \$25,000 from amount paid by the Company and Old Sequential during 2015 pursuant to the terms of his employment agreement negotiated in 2014;
- Ms. Stewart No change from 2015; and
- Mr. Cooper Hired on August 22, 2016 with an initial base salary of \$500,000, which was set at a competitive level intended to attract and retain Mr. Cooper.

The Company established its 2016 annual bonus program for all named executive officers, other than Ms. Stewart, based on the attainment of the adjusted EBITDA target established by the Compensation Committee. As negotiated in his August 22, 2016 employment agreement, Mr. Cooper's annual bonus for 2016 was guaranteed at a minimum of \$275,000.

The Compensation Committee approved grants of performance stock units ( PSUs ) to Mr. Shmidman, Mr. Klein and Mr. Cooper, and grants of time-based restricted stock units to Mr. Cooper in connection with his hiring.

In setting compensation for its named executive officers for 2016 the Compensation Committee considered the scope and impact of the named executive officer's role, the expectations for the executive officer and contributions made by the named executive officer beyond such named executive officer's formal role and the Company's performance against budget.

## Chief Executive Officer Transition

On March 16, 2017, the Board of Directors appointed Ms. Karen Murray to serve as the Company's Chief Executive Officer and a director effective as of April 3, 2017. On March 22, 2017, Ms. Murray and the Company entered into an employment agreement (the Employment Agreement ). The term of the Employment Agreement runs through March 31, 2020. Under the terms of the Employment Agreement, Ms. Murray will receive an annual base salary of \$600,000, which may be increased from time to time in the discretion of the Board. The Employment Agreement also provides that Ms. Murray will be eligible to participate in the Company's annual bonus program for executives and will have a target annual bonus opportunity equal to 100% of her base salary, based upon the Company achieving certain adjusted EBITDA performance targets determined by the Board. Any annual bonus earned for 2017 will be adjusted for Ms. Murray's partial year of service.

In connection with the commencement of her employment, the Company granted to Ms. Murray 100,000 restricted stock units vesting in three equal annual installments and 175,000 performance stock units to be eligible for vesting over calendar years 2017, 2018 and 2019 subject to achievement of performance goals to be determined by the Compensation Committee following consultation with Ms. Murray.

The Employment Agreement also provides that Ms. Murray will be entitled to certain severance benefits if her employment ceases under specified circumstances. If Ms. Murray is terminated without cause or resigns for good

reason, she will receive (i) an amount equal to the base salary she would have received if she had

14

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## TABLE OF CONTENTS

remained employed through the term of the Employment Agreement, (ii) a pro-rata portion of her annual bonus for the year of termination, based on actual results for such year, (iii) subsidized COBRA coverage for up to 18 months and (iv) full vesting of any unvested portion of the 100,000 time-based restricted stock units granted upon her commencement of employment. Payment of these severance benefits is subject to the requirement that Ms. Murray execute a release of claims against the Company and its affiliates. If the Company does not offer Ms. Murray a new employment agreement that is substantially comparable to or more favorable than the Employment Agreement and Ms. Murray resigns at the end of the term of the Employment Agreement, she will receive continued payment of her base salary for six months. Finally, the Employment Agreement also contains customary confidentiality, non-competition, non-solicitation, intellectual property and indemnification provisions.

As previously announced, Mr. Shmidman ceased to be Chief Executive Officer and a director on March 16, 2017. Payments provided to Mr. Shmidman in connection with his departure are discussed in the section entitled "Potential Payments Upon Termination or Change in Control" below.

## **Results of the Company's 2016 Advisory Vote on Executive Compensation ( Say-on-Pay )**

At the Company's annual meeting of stockholders held in May 2016, the Company's stockholders were asked to approve the compensation paid to the Company's named executive officers for fiscal 2015. A substantial majority of the votes cast on the say-on-pay proposal at that annual meeting were voted in favor of the proposal.

The Company regularly engages our stockholders to discuss a variety of aspects of our business and welcomes stockholder input and feedback, and thus, the Compensation Committee believes that the say-on-pay vote serves as an additional tool to guide the Board of Directors and the Compensation Committee in ensuring alignment of the Company's executive compensation programs with stockholder interests. The Compensation Committee has not made any significant changes to the compensation program as a result of the 2016 say-on-pay vote and believes that the results from the Company's 2016 say-on-pay vote reaffirm stockholder support of the Company's approach to executive compensation.

The Compensation Committee continues to work so that the design of the Company's executive compensation program is focused on long-term stockholder value creation, emphasizes pay for performance and does not encourage imprudent short-term risks. The Compensation Committee also intends to use the say-on-pay vote as a guidepost for stockholder sentiment and believes it is critical to maintain and continually develop this program to promote ongoing stockholder engagement, communication and transparency.

## **Elements of Compensation**

### **Annual Cash Compensation**

Base Salary is intended to provide a portion of compensation which is fixed to provide executive officers with a certain level of financial security and to retain critical talent. Each executive officer's base salary level is designed to compensate the executive officer in a way that is competitive and indicative of his or her knowledge, skills, abilities and future potential. When making base salary adjustments, the Compensation Committee considers the performance of the Company, the overall performance and future potential of the individual executive officer, the economic environment and competitive pay positioning.

Annual Performance Bonus for all of our named executive officers, other than Ms. Stewart, is based on the attainment of the adjusted EBITDA target established by the Compensation Committee. The annual performance bonus compensation is consistent with the Company's pay for performance philosophy in that it requires the Company to meet financial objectives in order for bonus compensation to become payable. In addition, the design fosters teamwork and creates the incentive for each executive officer to work towards the Company, as a whole, being successful. The Compensation Committee believes these metrics are strong indicators of financial performance and that linking bonus compensation to the achievement of adjusted EBITDA targets closely aligns the financial interests of the executive officers with the interests of stockholders.

15

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## TABLE OF CONTENTS

As provided in Mr. Shmidman's and Mr. Cooper's respective employment agreements, the annual performance bonus target for these named executive officers was set as a percentage of such named executive officer's base salary equal to 150% of base salary for Mr. Shmidman and 125% of base salary for Mr. Cooper, which included a guaranteed payment of no less than \$275,000 for fiscal year 2016. Mr. Klein's annual performance bonus target was increased to 75% of base salary for 2016 after considering matters of internal pay equity. For 2016, the Compensation Committee confirmed that the Company achieved its adjusted EBITDA target for the year. Such target was exceeded by more than 20%. The adjusted EBITDA target was set to be achievable, but encourage growth over the prior year's performance. The adjustments made to EBITDA include acquisition-related costs, non-cash stock-based compensation, restructuring costs, MSLO shareholder and pre-acquisition litigation costs and other immaterial amounts that are not representative of the Company's day-to-day licensing business. Each executive officer's annual performance bonus is determined based on the level of achievement of the performance bonus target. Pursuant to Mr. Shmidman's, Mr. Klein's and Mr. Cooper's employment agreements, if performance is 90% or more but less than 100% of the target, 75% of the target annual bonus will be paid; if performance is 80% or more but less than 90% of target, 50% of the target bonus will be paid; and if performance is less than 80%, no bonus will be paid. Given the above target achievement of the adjusted EBITDA performance goal for 2016, Mr. Shmidman and Mr. Klein each received 100% of their respective annual performance bonus for 2016. Mr. Cooper received the minimum guaranteed annual bonus in accordance with his employment agreement. See the Bonus or Non-Equity Incentive Plan Compensation column of the Summary Compensation Table.

Ms. Stewart does not participate in our annual performance bonus program, but rather is entitled to bonuses only as determined in the discretion of our Board of Directors and the Company's Chief Executive Officer and did not receive any bonus for 2016. However, pursuant to her employment agreement, Ms. Stewart is entitled to an amount for each calendar year of her employment period equal to 10% of the total revenues (including, without limitation, licensing royalties) earned and received by the Company from the licensing of the Martha Stewart brand (including, all associated and related marks, but excluding publishing and media) during such calendar year in excess of \$46,000,000. No such payment was earned for 2016.

A guaranteed annual payment of \$1,300,000 is provided for Ms. Stewart under her employment agreement for each calendar year of her employment period. This amount is pro-rated for partial years of service and is payable in installments in accordance with the Company's customary payroll practices. For 2016, Ms. Stewart received \$1,300,000 under this provision of her employment agreement.

### **Special Performance Bonus**

In recognition of his significant contributions toward our successful acquisition of MSLO and his assistance in the integration of MSLO with our Company, the Compensation Committee granted Mr. Klein a discretionary \$50,000 cash bonus, which was paid in January 2016.

### **Long-Term Incentive Compensation**

Given her current share holdings and entitlement to certain other payments as more fully described in Executive Compensation Summary of Employment Agreements below, Ms. Stewart was not granted any equity awards as compensation for her services to the Company in 2016. The following discussion pertains only to equity awards granted to our Mr. Shmidman, Mr. Klein and Mr. Cooper.

The Compensation Committee believes long-term incentives are beneficial to stockholders and a key component of Mr. Shmidman's, Mr. Klein's and Mr. Cooper's overall compensation. The primary focus in granting long-term incentives is to:

Align executive officers' financial interest with the long-term interests of the stockholders;

Support the achievement of strategic objectives and goals, which tend to be longer-term;  
Focus executive officers' behavior on long-term value creation;

## TABLE OF CONTENTS

Promote executive officers' retention by providing financial rewards that are achieved over a period of years; and  
Provide executive officers with an opportunity to acquire an ownership interest in the Company.

Over the years, we have used a combination of two forms of long-term equity compensation: time-based restricted stock and restricted stock units and performance stock units ( PSUs ). The Compensation Committee considers the value of the award as a component of total direct compensation. In deciding which type of equity award to grant to executive officers, the Compensation Committee may consider the number of shares necessary to deliver the intended value appropriate for each named executive officer and his or her position and level of responsibility within the Company. The Company's intent is to focus executive officers on driving stockholder value by placing more emphasis on pure performance-based compensation, as PSUs have no value unless the Company achieves certain performance metrics. For 2016, the Compensation Committee granted PSUs to Mr. Shmidman and Mr. Klein as the sole form of equity compensation. Mr. Cooper was granted restricted stock units and PSUs in connection with his employment agreement, which is described in more detail in Executive Compensation Summary of Employment Agreements .

All equity awards are granted pursuant to, and are subject to the terms and conditions of, the Sequential Brands Group, Inc. 2013 Stock Incentive Compensation Plan (the 2013 Stock Incentive Plan ), which we assumed in 2015.

### **Time-Based Restricted Stock and Restricted Stock Units**

Time-based restricted stock and restricted stock units typically vest over a three-year period after the grant date. While restricted stock and restricted stock units have inherent intrinsic value when granted, they deliver greater value as the price of the Company's common stock appreciates over time. The intrinsic value at grant date tends to provide continued incentive even if the stock price decreases following the grant date and, as such, they continue to motivate executive officers to sustain their efforts towards achieving corporate goals. If the executive officer terminates employment before vesting occurs, all unvested shares or units are cancelled immediately, unless otherwise stipulated in the respective employment agreement.

The Company granted 175,000 time-based restricted stock units to Mr. Cooper in 2016 in connection with his employment agreement which is described in more detail in Executive Compensation Summary of Employment Agreements . No time-based restricted stock units were granted to Mr. Shmidman or Mr. Klein in 2016. No restricted stock was granted to our named executive officers in 2016.

### **Performance Stock Units**

On June 2, 2014, Old Sequential granted 300,000 and 180,000 PSUs to Mr. Shmidman and Mr. Klein, respectively, under the 2013 Stock Incentive Plan. The PSUs were assumed by the Company and, subject to achievement of the specified performance metrics, could vest 20% on December 31, 2014, 20% on December 31, 2015 and 60% on December 31, 2016. For these PSUs, the Company's performance metrics included three targets, equally weighted (33.3%): revenue, adjusted EBITDA and an additional performance target which may be established in the discretion of the Compensation Committee. The specific performance metrics are set at a level that is designed to be achievable, but require growth over the relevant performance period. The number of shares actually issued in respect of the PSUs at the end of each performance period was designed to vary based on actual performance. The value earned was delivered in common stock following the completion of the performance period subject to our performance against the pre-established corporate goals. The PSUs contained both carryback and carryforward rights whereby any overage from a given performance period could be applied to earn awards during a period in which the Company did not achieve the pre-established targets.

The Company wanted to use more than one target, while keeping the number of variables limited. Our targets, revenue, adjusted EBITDA and an additional performance target as determined in the Compensation Committee's discretion, provide our named executive officers with incentives linked to long-term performance and promote an ownership culture. Adjusted EBITDA for these purposes was calculated in the same manner as adjusted EBITDA under our annual bonus plan.

The Company achieved the performance metrics for 2016. This resulted in the issuance of 180,000 and 108,000 shares of fully vested stock to Mr. Shmidman and Mr. Klein, respectively, on March 14, 2017.

## TABLE OF CONTENTS

On April 14, 2015, the Company granted 200,000 PSUs to Mr. Shmidman under the 2013 Stock Incentive Plan. The PSUs will vest in equal installments on December 31, 2016, 2017 and 2018, subject to achievement of the specified performance metrics. For these PSUs, the Company's performance metrics are as follows: (i) for 2016 the Company's stock price for any 10 trading days must have been at least \$20, (ii) for 2017 the Company's stock price for any 10 trading days must be at least \$22 and (iii) for 2018 the Company's stock price for any 10 trading days must be at least \$24. The number of shares actually issued in respect of the PSUs at the end of each performance period will vary based on the actual performance. The value earned will be delivered in common stock following the completion of the performance period subject to our stock price against the pre-established performance metrics. The PSUs contain carryforward rights whereby if the Company does not achieve the pre-established performance metrics the award can be earned by meeting future year performance metrics. Mr. Shmidman did not earn any PSUs for this grant during 2016 as the performance metric was not achieved. However, all unvested PSUs covered by this award subsequently fully vested on Mr. Shmidman's departure from the Company on March 16, 2017 as described further below under Potential Payments upon Termination or Change in Control.

On August 12, 2016, the Company granted 425,000 and 200,000 PSUs to Mr. Shmidman and Mr. Klein, respectively, under the 2013 Stock Incentive Plan. The PSUs are subject to achievement of the specified performance metrics, and vest in equal installments on December 31, 2017, 2018 and 2019. For these PSUs, the Company's performance metrics included two targets, weighted as follows: (i) 66.7% for the achievement of 110% or greater of the Company's Board approved annual budget for adjusted EBITDA and (ii) 33.3% for the achievement of other performance criteria which may be established in the discretion of the Compensation Committee. The specific performance metrics are set at a level that is designed to be achievable, but require growth over the relevant performance period. The number of shares actually issued in respect of the PSUs at the end of each performance period will vary based on the actual performance. The value earned will be delivered in common stock following the completion of the performance period subject to our performance against the pre-established corporate goals. The PSUs contain both carryback and carryforward rights whereby any overage from a given performance period could be applied to earn awards during a period in which the Company does not achieve the pre-established targets.

On August 22, 2016, the Company granted 375,000 PSUs to Mr. Cooper under the 2013 Stock Incentive Plan. For 250,000 of such PSUs vesting will occur in equal installments on December 31, 2017, 2018 and 2019, subject to achievement of the same performance metrics discussed above for the August 12, 2016 grants to Mr. Shmidman and Mr. Klein. The remaining 125,000 PSUs will be granted in equal annual increments based on the attainment of certain performance targets as determined the Compensation Committee and the Chief Executive Officer in consultation with Mr. Cooper.

## **Executive Employment Agreements**

The Company believes employment agreements are an effective recruiting and retention tool for its executive officers. The Company also believes employment agreements help protect certain interests of the Company by prohibiting post termination competition, disclosure of confidential information and solicitation. All of the Company's employment agreements have severance provisions and noncompetition and nondisclosure clauses, which encourage executive officers to remain committed to the business and discourage them from collaborating with competitors in order to prevent critical confidential information from leaking to competitors. In addition, all employment agreements require executives to release all claims against the Company in order to receive severance payments. To that end, the Company has entered into employment agreements with Mr. Shmidman, Mr. Klein, Ms. Stewart and Mr. Cooper, the terms of which are described in more detail in Executive Compensation Summary of Employment Agreements. As noted above, the Company entered into a similar employment agreement with Ms. Murray in early 2017.

## **Benefits and Other Compensation**

### **Retirement Plans**

The Company believes that providing retirement benefits allows the Company to be competitive in attracting and retaining talented executives and to reward executive officers for long-time service to the Company. Old Sequential and MSLO established 401(k) plans as a tax qualified retirement savings plan,

18

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## TABLE OF CONTENTS

which we have assumed, pursuant to which the Company's employees, including the executive officers, are able to make pre-tax contributions from their eligible compensation. The Company made a matching contribution for all participants during 2016. This matching contribution is reflected in the Summary Compensation Table in the column titled "All Other Compensation".

### **Perquisites and Other Personal Benefits**

The Company also provides the executive officers with limited perquisites and other personal benefits that the Compensation Committee believes are reasonable and consistent with the Company's overall compensation program to better enable the Company to attract and retain superior executive talent. The Compensation Committee periodically reviews the levels of perquisites and other personal benefits provided to the executive officers, which include a car allowance for Mr. Shmidman, Mr. Klein and Mr. Cooper. By reason of her unique position as a performer and her unparalleled role in supporting and developing the *Martha Stewart* brand, which require her to undertake extensive travel, make a substantial number of on-camera and personal appearances and require her to be constantly in the public eye, we pay for a number of expenses to assist Ms. Stewart in fulfilling these Company responsibilities that, under SEC regulations, are required to be reported as perquisites. For more information on these benefits, see the "All Other Compensation" column of the Summary Compensation Table on page 20. The costs associated with providing these benefits for the executive officers are reflected in the Summary Compensation Table in the column titled "All Other Compensation".

### **Compensation Committee Report**

The Compensation Committee has reviewed and discussed with management the "Compensation Discussion and Analysis" section of this Proxy Statement as required by Item 402(b) of Regulation S-K. Based on such review and discussions, the Compensation Committee recommended to our Board of Directors that the "Compensation Discussion and Analysis" section be included in this Proxy Statement on Schedule 14A and the 2016 Annual Report on Form 10-K.

#### COMPENSATION COMMITTEE

Gary Johnson, Chairman  
Al Gossett  
Aaron Hollander

TABLE OF CONTENTS**EXECUTIVE COMPENSATION****Summary Compensation Table**

The following table provides certain information concerning the compensation for services rendered to us or Old Sequential during the years ended December 31, 2016, 2015 and 2014 by (i) our Chief Executive Officer (principal executive officer), (ii) our Chief Financial Officer (principal financial officer), (iii) our Chief Creative Officer and (iv) our President. We refer to these persons as the named executive officers. We did not have any other executive officers during 2016 whose total compensation exceeded \$100,000 in the year ended December 31, 2016.

Name and Principal Position <sup>(1)</sup>	Year	Salary (\$)	Bonus <sup>(2)</sup> (\$)	Stock Awards <sup>(3)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(4)</sup> (\$)	All Other Compensation <sup>(5)</sup> (\$)	Total (\$)
Yehuda Shmidman	2016	\$600,000	\$	\$3,072,750	\$900,000	\$28,791	\$4,601,541
Former Chief Executive Officer	2015	600,000		4,229,000	900,000	28,791	5,757,791
	2014	600,000		2,772,000	600,000	18,000	3,990,000
	2016	325,000	50,000	1,446,000	243,750	28,600	2,093,350
Gary Klein Chief Financial Officer	2015	300,000			180,000	28,600	508,600
	2014	250,000		1,663,200	150,000	28,400	2,091,600
	2016	500,000	1,300,000			3,240,127	5,040,127
Martha Stewart Chief Creative Officer	2015	42,308	110,000			1,823,425	1,975,733
	2016	182,051	275,000	3,001,000		6,754	3,464,806
Andrew Cooper President	2016	182,051	275,000	3,001,000		6,754	3,464,806

(1) Mr. Shmidman departed the Company on March 16, 2017. Mr. Cooper was hired as our President on August 22, 2016.

The amounts reported in this column represent: (i) for Mr. Klein, a discretionary bonus awarded by the Compensation Committee for his contributions to the Company's acquisition of MSLO, (ii) for Ms. Stewart, the (2) annual guaranteed payment payable during 2016 as provided for under her employment agreement, as discussed in further detail below, and (iii) for Mr. Cooper, his annual bonus payment for 2016, which was guaranteed in this minimum amount pursuant to the employment agreement negotiated at the time of his hire.

The amounts in this column represent the grant date fair value calculated in accordance with Financial Accounting Standards Board, Accounting Standards Codification Topic 718, *Compensation - Stock Compensation* (ASC Topic 718). The stock awards granted in 2016 comprised the following: (i) Mr. Shmidman, performance stock units (PSUs), (ii) Mr. Klein, PSUs and (iii) Mr. Cooper, restricted stock units and PSUs. For additional information on (3) the valuation assumptions with respect to the stock awards granted, please see Note 14 to our consolidated financial statements included in the 2016 Annual Report. The amount reported above for 2016 assumes achievement of the maximum performance levels for PSUs granted and does not reflect the actual value that may be realized by Mr. Shmidman, Mr. Klein or Mr. Cooper, which depends on the value of our shares in the future.

(4) The amounts reported in this column represent annual performance bonus payouts payable pursuant to Mr. Shmidman's and Mr. Klein's employment agreements.

(5) The amounts set forth in this column for 2016 in the table above represent: (i) for Mr. Shmidman, a car allowance; (ii) for Mr. Klein, (a) a car allowance (\$18,000) and (b) Company-paid 401(k) match (\$10,600); (iii) for Ms.

Stewart, (a) \$1,821,885 in connection with the Intangible Asset Agreement, which is described in more detail in Certain Relationships and Related Transactions Agreements with Ms. Stewart , (b) Company-paid 401(k) match (\$10,600) and (c) \$1,407,642 of expenses incurred by reason of her unique position as a performer and her unparalleled role in supporting and developing the Martha Stewart brand, which require her to undertake extensive travel, make a substantial number of on-camera and personal appearances and require her to be constantly in the public eye. We pay for a number of expenses to assist Ms. Stewart in fulfilling these Company responsibilities that, under SEC regulations, are required to be reported as perquisites. The \$1,407,642 included the following: (i) \$579,022 for security services, (ii) \$163,103 for expenses related to personal fitness, wellness, beauty

20

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## TABLE OF CONTENTS

and wardrobe provided in her capacity as on-air and in-person talent, (iii) \$394,516 for non-business usage travel expenses, (iv) \$165,578 for utilities and telecommunication services and (vi) \$105,423 of personnel costs for individuals performing work for Ms. Stewart and other similar expenses, none of which individually exceeded 10% of the total amount of perquisites and personal benefits required to be disclosed under SEC regulations.

### **Grants of Plan-Based Awards**

The following table sets forth the information concerning the grants of plan-based compensation to each named executive officer during the year ended December 31, 2016. The equity awards described below were made under the 2013 Stock Incentive Plan.

- The Target column reflects the award granted if we were to achieve all of our 2016 performance targets. Represents annual performance bonus target of 150% for Mr. Shmidman and 75% for Mr. Klein of the named executive officer's annual salary. For Mr. Shmidman and Mr. Klein, if performance is 90% or more but less than 100%, 75% of annual bonus will be paid and if performance is 80% or more but less than 90% of target, 50% of annual bonus will be paid. If performance is less than 80% no bonus is paid. See Compensation Discussion and Analysis Elements of Compensation Annual Cash Compensation. Actual amounts received in respect of these bonuses are reported in the Non-Equity Incentive Plan Compensation column of the Summary Compensation table above. The minimum annual bonus for Mr. Cooper for 2016 was set at \$275,000 per his employment agreement. Reflects performance stock units that, subject to achieving specified performance metrics, will vest in equal installments on December 31, 2017, 2018 and 2019. The performance stock unit awards provide for a single payout level. The Target column reflects the target equity award if we were to achieve target level performance. The performance stock units contain carryforward rights. See Compensation Discussion and Analysis Elements of Compensation Long-Term Incentive Compensation.
- (1) Represents 175,000 time-based restricted stock units that will vest in equal installments on August 22, 2017, 2018 and 2019 subject to Mr. Cooper's continued employment.
- (2) Represents total grant date fair value of time-based restricted stock units and performance stock units as determined in accordance with ASC Topic 718. For additional information on the valuation assumptions with respect to stock awards granted, please see Note 14 to our consolidated financial statements included in the 2016 Annual Report.
- (3)
- (4)

### **Summary of Employment Agreements**

Certain of the amounts set forth in the Summary Compensation Table and the Grants of Plan-Based Awards table are provided for in employment agreements. The material terms of such agreements with our named executive officers are summarized below:

*Yehuda Shmidman.* On April 14, 2015, Old Sequential entered into an amended and restated employment agreement (the A&R CEO Employment Agreement) with Mr. Shmidman for a term through December 31, 2018, unless otherwise terminated in accordance with the terms of the A&R CEO Employment Agreement (the Term). The A&R CEO Employment Agreement was assumed by the Company and was terminated effective as of March 16, 2017.

During the Term, Mr. Shmidman was entitled to receive a base salary of not less than \$600,000 per annum, subject to increases from time to time as determined by the Company's Board of Directors or the Compensation Committee (such salary, the Base Salary). Mr. Shmidman was also eligible to receive an



TABLE OF CONTENTS

annual performance bonus of up to 150% of the Base Salary based on the attainment of an adjusted EBITDA target to be agreed upon by the Company and Mr. Shmidman, subject to certain adjustments as set forth in the A&R CEO Employment Agreement (the Annual Bonus ). In addition, the A&R CEO Employment Agreement provided for an equity compensation grant to Mr. Shmidman of 300,000 time and performance-based restricted stock units, of which the 100,000 restricted stock units ( RSUs ) were time-vested, vesting in equal installments on the last calendar day of each of 2016, 2017 and 2018, and the 200,000 PSUs were to vest based on the Company s attainment of certain performance targets, in equal installments on the last calendar day of each of 2016, 2017 and 2018, subject to certain catch-up provisions if the performance targets are not met in one year but are met in a subsequent year. The unvested portion of these time-based RSUs and PSUs, representing 266,667 shares of common stock, accelerated and fully vested at the time of Mr. Shmidman s departure as provided for in the A&R CEO Employment Agreement.

In accordance with the terms of the A&R CEO Employment Agreement, upon his departure on March 16, 2017, Mr. Shmidman received certain payments and benefits, described more fully under Potential Payments Upon Termination or Change in Control below.

Pursuant to the terms of the A&R CEO Employment Agreement, Mr. Shmidman is also subject to customary (i) confidentiality provisions, (ii) non-competition provisions during the Term and for six (6) months thereafter, and (iii) non-solicitation provisions during the Term and for a period of (A) eighteen (18) months thereafter with respect to the Company s employees and (B) twelve (12) months thereafter with respect to the Company s customers.

*Gary Klein.* On June 3, 2014, Old Sequential entered into an employment agreement (the CFO Employment Agreement ) with Mr. Klein for a term continuing through December 31, 2016, which the Company assumed. Pursuant to the CFO Employment Agreement, during the term of this agreement, Mr. Klein was entitled to a base salary of not less than \$325,000 for the 2016 calendar year. Mr. Klein was also eligible to receive an annual cash performance bonus of up to 60% of his then current base salary based on the attainment of certain performance targets established by the Compensation Committee which was to be the same as the performance targets established for the Company s Chief Executive Officer.

Under the CFO Employment Agreement, in the event Mr. Klein s employment had been terminated by the Company without cause or by Mr. Klein for good reason, each as defined in the CFO Employment Agreement during the term thereof, Mr. Klein would have received all earned but unpaid base salary and payment for all accrued but unused vacation time through the date of termination, as well as any benefits to which Mr. Klein may have been entitled under employee benefit plans (collectively, the Amounts and Benefits ). Mr. Klein also would have received as severance an amount equal to the base salary that Mr. Klein would have received for the remainder of the term of the CFO Employment Agreement had Mr. Klein s employment continued until the end of the employment period along with any unpaid earned bonuses for prior years and, in the event such resignation or termination occurred following the Company s first fiscal quarter of any year, a pro-rated annual bonus for the year in which his employment was terminated. In addition, in the event Mr. Klein s employment were terminated by the Company without cause or by Mr. Klein for good reason or in the event of a Change in Control (as defined in the CFO Employment Agreement), certain unvested restricted stock awards would have accelerated and become fully vested on the date of his termination. If Mr. Klein were terminated for cause by the Company or Mr. Klein terminated his employment without good reason, the Company would have no further obligations to Mr. Klein except to pay Mr. Klein the Amounts and Benefits.

On January 3, 2017, the Company entered into an amendment to the CFO Employment Agreement (the CFO Agreement as so amended, the Amended CFO Employment Agreement ) with Mr. Klein that extended the term of the agreement through December 31, 2018. Pursuant to the Amended CFO Employment Agreement, during the term of his employment, Mr. Klein was to receive a base salary of not less than \$325,000 for the 2016 calendar year, \$375,000

for the 2017 calendar year and \$400,000 for the 2018 calendar year. Mr. Klein will be eligible to receive an annual cash performance bonus of up to 75% of his then current base salary based on the attainment of certain performance targets established by the Compensation Committee. In addition, the Amended CFO Employment Agreement provided for an equity compensation

TABLE OF CONTENTS

grant to Mr. Klein of 60,000 time-based restricted stock units, vesting in equal installments on the last calendar day of each of 2017 and 2018.

In the event Mr. Klein's employment is terminated by the Company for expiration of the term, Mr. Klein is entitled to receive (i) the Amounts and Benefits and (ii) six months of his base salary.

*Martha Stewart.* In connection with the closing of the Company's acquisition of MSLO, the Company entered into an agreement with Ms. Stewart for an initial term continuing through December 31, 2020. The employment agreement will be automatically extended for an additional five years if gross licensing revenues exceed specified thresholds. In the event that the employment agreement is not renewed after its initial term because the extension threshold is not met, Ms. Stewart instead will consult for the Company through December 31, 2025, and for these services will receive an annual consulting fee ranging from \$1.5 million to \$4.5 million, determined annually based on gross licensing revenues. During the term of her employment agreement, Ms. Stewart will, among other things, serve as Chief Creative Officer of the Company and will be entitled to receive, among other things, (i) an annual base salary of \$500,000 per year, (ii) a guaranteed annual payment of \$1.3 million (the "Guaranteed Payment"), (iii) annual payments of 10% of the gross licensing revenues, in excess of a specified threshold (the "Incentive Payment"), (iv) the opportunity to earn an annual bonus as determined by the Board of Directors and Chief Executive Officer, and (v) payment of certain of Ms. Stewart's expenses, up to an annual maximum amount of \$1.5 million. In addition, and regardless of whether Ms. Stewart remains employed with the Company, beginning in 2026 and ending on the later of December 31, 2030 or the date of her death, the Company will pay to Ms. Stewart 3.5% of the annual gross licensing revenues for each such year.

In the event Ms. Stewart's employment is terminated by the Company without cause or by Ms. Stewart for good reason, each as defined in Ms. Stewart's employment agreement, Ms. Stewart will be entitled to, among other things, continued payments of (a) her base salary, the Guaranteed Payment, the Incentive Payment and reimbursement of expenses, all as if Ms. Stewart had remained employed through the end of the then-current term, and (b) continuation of certain benefits and perquisites for a specified period of time post-termination. If such termination occurs upon or prior to the end of the initial term of the employment agreement, and if the term (i) would have been extended under the terms of the agreement, the payments in clause (a) above will continue through December 31, 2025, the end of what would have been the extended term, and (ii) would not have been extended under the terms of the agreement, then Ms. Stewart will receive the consulting fee as described above. These payments are described further under "Potential Payments Upon Termination or Change in Control" below.

*Andrew Cooper.* On August 22, 2016, the Company entered into an employment agreement (the "President Employment Agreement") with Mr. Cooper for a term continuing through December 31, 2019. Pursuant to the President Employment Agreement, during the term of his employment, Mr. Cooper will receive a base salary of not less than \$500,000 for the 2016 calendar year, \$525,000 for the 2017 calendar year, \$550,000 for calendar year 2018 and \$575,000 for calendar year 2019. Mr. Cooper will be eligible to receive an annual cash performance bonus of up to 125% his then current base salary based on the attainment of an adjusted EBITDA target established by the Compensation Committee. The minimum annual bonus for 2016 was \$275,000. In addition, the President Employment Agreement provides for an equity compensation grant to Mr. Cooper of 550,000 restricted stock units, of which 175,000 shall be time-based restricted stock units, vesting in equal installments on the employment date anniversary of each of 2017, 2018 and 2019, 250,000 PSUs shall vest based on the Company's attainment of certain performance targets, vesting in equal installments on the last calendar day of each of 2017, 2018 and 2019, subject to certain catch-up provisions if the performance targets are not met in one year but are met in a subsequent year and 125,000 PSUs will be granted in equal annual increments based on the attainment of certain performance targets as determined the Compensation Committee and the Chief Executive Officer in consultation with Mr. Cooper.



In the event Mr. Cooper's employment is terminated by the Company without Cause or by Mr. Cooper for Good Reason, each as defined in the President Employment Agreement, Mr. Cooper will be entitled to receive, among other things, (i) an amount equal to 2.0 times the sum of (x) the then-current Base Salary and (y) the greater of (1) the actual Annual Bonus for the year immediately preceding the year in which the date of termination occurs or (2) 125% of the then-current Base Salary, (ii) any Annual Bonus earned but unpaid

TABLE OF CONTENTS

for the prior year and (iii) in the event such resignation or termination occurs following the Company's first fiscal quarter of any year, a pro-rated Annual Bonus for the year in which Mr. Cooper's employment was terminated. In addition, any unvested portion of Mr. Cooper's time-based restricted stock units and PSUs (or any other equity awards) shall accelerate and become fully vested on the date of such termination. In addition, the President Employment Agreement provides that, if, by July 1, 2019, the Company has not offered Mr. Cooper a new employment agreement comparable to the current agreement and Mr. Cooper decides not to continue employment, Mr. Cooper will be entitled to receive, among other things, (i) six (6) months of the then-current Base Salary, (ii) the Annual Bonus for 2019 on the date such bonus would have been paid if Mr. Cooper remained an employee of the Company and (iii) any unvested time-based equity awards that would have vested in 2020 had Mr. Cooper remained an employee of the Company will accelerate and vest in full and any unvested performance-based equity awards that would have vested based on performance in 2020 will remain outstanding and eligible to vest in accordance with their terms.

Pursuant to the terms of the President Employment Agreement, Mr. Cooper is also subject to customary (i) confidentiality provisions, (ii) non-competition provisions during the Term and for the Restricted Period thereafter, as defined in the President Employment Agreement, and (iii) non-solicitation provisions during the Term and for a period of (A) eighteen (18) months thereafter with respect to the Company's employees and (B) twelve (12) months thereafter with respect to the Company's customers.

## Outstanding Equity Awards at Fiscal Year-End 2016

The following table sets forth the information with respect to restricted stock unit awards and performance based restricted stock units held by each of the named executive officers as of December 31, 2016.

Name	Stock Awards		Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested <sup>(2)</sup> (\$)
	Number of Shares or units of stock that have not vested <sup>(1)</sup> (#)	Market value of shares or units of stock that have not vested <sup>(2)</sup> (\$)		
Yehuda Shmidman	66,667	\$ 312,002	805,000 <sup>(3)</sup>	\$ 3,767,400
Gary Klein			308,000 <sup>(4)</sup>	1,441,440
Andrew Cooper	175,000	819,000	250,000 <sup>(5)</sup>	1,170,000

The time-based restricted stock units vest as follows: (i) for Mr. Shmidman, 33,333 shares vest on December 31, (1) 2017 and 33,334 shares vest on December 31, 2018 and (ii) for Mr. Cooper, 58,333 shares vest on August 22, 2017, 58,333 shares vest on August 22, 2018 and 58,334 shares vest on August 22, 2019.

<sup>(2)</sup> The market value is based on the closing market price of our common stock as of December 31, 2016, which was \$4.68 per share, multiplied by the number of shares of common stock subject to the award.

<sup>(3)</sup> Mr. Shmidman's PSUs will vest as follows, subject to achievement of the specified performance metrics: (i) 180,000 PSUs granted on June 2, 2014 which vested in early 2017 following certification of the relevant performance metrics which were achieved in 2016, (ii) 200,000 PSUs granted on April 14, 2015 which may vest

on December 31, 2017 and 2018 and (iii) 425,000 PSUs granted on August 12, 2016 which will vest in equal installments, subject to achievement of the specified performance metrics, on December 31, 2017, 2018 and 2019. Although the full number of PSUs is shown above, the PSUs will pay out only to the extent that the performance metrics are achieved. The PSUs contain both carryback and carryforward rights. See Compensation Discussion and Analysis Elements of Compensation Long-Term Incentive Compensation Performance Stock Units.

Mr. Klein's PSUs will vest as follows, subject to achievement of the specified performance metrics: (i) 108,000 PSUs granted on June 2, 2014 which vested in early 2017 following certification of the relevant performance metrics which were achieved in 2016 and (ii) 200,000 PSUs granted on August 12, 2016 which vest in equal installments, subject to achievement of the specified performance metrics, on December 31, 2017, 2018 and 2019. Although the full number of PSUs is shown above, the PSUs will pay out only to the extent that the performance metrics are achieved. The PSUs contain both carryback

24

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TABLE OF CONTENTS

and carryforward rights. See Compensation Discussion and Analysis Elements of Compensation Long-Term Incentive Compensation Performance Stock Units.

Mr. Cooper's PSUs granted on August 22, 2016 will vest in equal installments, subject to achievement of the specified performance metrics, on December 31, 2017, 2018 and 2019. Although the full number of PSUs is shown (5) above, the PSUs will pay out only to the extent that the performance metrics are achieved. The PSUs contain carryback and carryforward rights. See Compensation Discussion and Analysis Elements of Compensation Long-Term Incentive Compensation Performance Stock Units.

## Option Exercises and Stock Vested

The following table sets forth certain information regarding vesting of time-based restricted stock units and performance stock units held by our named executive officers during the year ended December 31, 2016:

Name	Stock Awards	
	Number of Shares Acquired on Vesting <sup>(1)</sup> (#)	Value Realized Upon Vesting <sup>(2)</sup> (\$)
Yehuda Shmidman	93,333	\$ 575,998
Gary Klein	44,334	\$ 312,005

Mr. Shmidman's stock awards vested as follows: (i) 60,000 performance stock units on March 14, 2016 and (ii) 33,333 shares of time-based restricted stock units on December 31, 2016. Mr. Klein's stock awards vested as follows: (i) 36,000 performance stock units on March 14, 2016 and (ii) 8,334 shares of time-based restricted stock on October 31, 2016. Value realized on vesting was computed by multiplying the number of shares of stock by the market value of the underlying shares on the vesting date.

(2) Value realized on vesting was computed by multiplying the number of shares of stock by the market value of the underlying shares on the vesting date.

## Potential Payments Upon Termination or Change in Control

As described under Summary of Employment Agreements, above, we have entered into employment agreements with each of our named executive officers that provide for certain payments and other benefits if a named executive officer's employment with us is terminated under circumstances specified in the respective agreement, including following a change in control of the Company. A named executive officer's rights upon the termination of his or her employment will depend upon the circumstances of the termination.

Mr. Shmidman departed the Company on March 16, 2017. In connection with his departure and pursuant to the terms of his A&R CEO Employment Agreement, in consideration for his execution of a release of claims against the Company and its affiliates, he received or became entitled to the following amounts:

A lump sum cash payment of \$3,000,000, representing 2.0 times the sum of (x) his \$600,000 base salary and (y) his \$900,000 annual bonus for 2016 (which was equal to 150% of his base salary);

Company-paid COBRA coverage for Mr. Shmidman and his eligible dependents until the earlier of (1) the date Mr. Shmidman and his eligible dependents cease to be eligible under COBRA, and (2) eighteen months following his date of termination; and

The unvested portion of Mr. Shmidman's time-based RSUs and PSUs, representing 266,667 shares of common stock, accelerated and fully vested.

Mr. Shmidman also agreed to act as a consultant to the Company through March 31, 2017, for which he received an amount equal to his base salary for the period from March 16, 2017 through March 31, 2017.

The table below sets forth potential benefits that each named executive officer would have been entitled to receive upon termination of employment under the various circumstances outlined above and assumes the relevant termination event occurred as of December 31, 2016. The actual amounts that would be payable in

TABLE OF CONTENTS

these circumstances can only be determined at the time of the named executive officer's termination or a change in control and, accordingly, may differ significantly from the estimated amounts set forth in the table below.

Form of Compensation	Potential Payments					
	By the Company Without Cause or by Executive for Good Reason	By the Company for Cause or by Executive Without Good Reason	Termination Following a Change in Control	Death	Disability	Non-Extension of Employment Period
<i>Yehuda Shmidman</i>						
Cash compensation	\$3,900,000	\$	\$	\$900,000	\$900,000	\$
Health and welfare benefits	53,212				53,212	
Accelerated vesting of restricted stock	312,002		312,002	312,002	312,002	
Accelerated vesting of PSUs	936,000		1,778,400	936,000	936,000	
Total	\$5,201,214	\$	\$2,090,402	\$2,148,002	\$2,201,214	\$
<i>Gary Klein</i>						
Cash compensation	\$243,750	\$	\$	\$243,750	\$243,500	\$
Health and welfare benefits	17,828				17,828	
Accelerated vesting of restricted stock						
Accelerated vesting of PSUs			505,440			
Total	\$261,578	\$	\$505,440	\$243,750	\$261,328	\$
<i>Martha Stewart</i>						
Cash compensation	\$1,964,103	\$	\$	\$1,964,103	\$1,964,103	\$
Health and welfare benefits	46,551					
Guaranteed payments	5,102,000	5,102,000		5,102,000	5,102,000	5,102,000
Legacy payments <sup>(a)</sup>						
Incentive payments <sup>(b)</sup>						
Continued provision of office and assistant	420,000					
Expense reimbursements	6,000,000					7,500,000
Total	\$13,532,653	\$5,102,000	\$	\$7,066,103	\$7,066,103	\$12,602,000
<i>Andrew Cooper</i>						
Cash compensation	\$2,525,000	\$	\$	\$275,000	\$275,000	\$
Health and welfare benefits	53,212				53,212	
Accelerated vesting of restricted stock	819,000		819,000	819,000	819,000	

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Accelerated vesting of PSUs	1,755,000		1,755,000	1,755,000	1,755,000
Total	\$5,152,212	\$	\$2,574,000	\$2,849,000	\$2,902,212

Beginning with the calendar year commencing on January 1, 2026, and regardless of any reason for Ms. Stewart's termination, the Company will pay Ms. Stewart 3.5% of Gross Licensing Revenues (as defined in Ms. Stewart's employment agreement) for each calendar year for the remainder of Ms. Stewart's life (with a minimum of five (a) years of payments, to be made to Ms. Stewart's estate for the period from January 1, 2026 (or, if later, Ms. Stewart's death) through December 31, 2030 if Ms. Stewart dies before December 31, 2030. For each \$1.0 million of Gross Licensing Revenues, Ms. Stewart will receive \$35,000. As of December 31, 2016, the Company is unable to estimate an amount for this payment.

26

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TABLE OF CONTENTS

For each calendar year during the Employment Period (as defined in Ms. Stewart's employment agreement), the Company will pay Ms. Stewart an amount equal to 10% of Gross Licensing Revenues (as defined in Ms. Stewart's employment agreement), earned by the Company during such calendar year in excess of \$46.0 million. For each \$1.0 million above the \$46.0 million threshold, Ms. Stewart will receive \$100,000. There was no payment due for 2016. As of December 31, 2016, the Company is unable to estimate an amount for any potential future payments.

## **Compensation and Risk**

Our Compensation Committee regularly conducts risk assessments to determine the extent, if any, to which our compensation practices and programs may create incentives for excessive risk taking. Based on these reviews, we believe that the incentive for risk taking is low for the named executive officers and the substantial majority of our employees, because their compensation consists largely of fixed cash salary and a cash bonus that has a capped payout. Furthermore, the majority of these employees do not have the authority to take action on our behalf that could expose us to significant business risks.

In 2016, as part of its assessment, the Compensation Committee reviewed the cash and equity incentive programs for senior executive officers and concluded that certain aspects of our compensation programs actually reduce the likelihood of excessive risk taking. These aspects include the use of long-term equity awards to create incentives for senior executive officers to strive for long-term growth of the Company, policies limiting the incentive to take excessive risk for short-term gains by imposing caps on annual bonuses and requiring compliance with the Code of Ethics.

For these reasons, we do not believe that our compensation policies and practices for our employees create risks that are reasonably likely to have a material adverse effect on us.



TABLE OF CONTENTS**DIRECTOR COMPENSATION**

The following table details the total compensation for services rendered in all capacities by the Company's non-employee directors serving on our Board of Directors for the year ended December 31, 2016:

Name	Fees Earned or Paid in Cash (\$)	Stock Awards <sup>(1)</sup> (\$)	Total (\$)
Aaron Hollander	\$ 135,000	\$ 100,000	\$ 235,000
Al Gossett	113,750	100,000	213,750
Gary Johnson	93,750	100,000	193,750
Stewart Leonard, Jr.	93,750	100,000	193,750
William Sweedler			
Rodney S. Cohen			

The amounts in this column represent the grant date fair value with respect to shares of restricted stock calculated in accordance with ASC Topic 718. For additional information on the valuation assumptions with respect to these stock awards, please see Note 14 to our consolidated financial statements included in the 2016 Annual Report.

(1) Represents 17,637 shares of restricted common stock granted to each of Mr. Hollander, Mr. Gossett, Mr. Johnson and Mr. Leonard, Jr. on May 3, 2016, pursuant to the 2013 Stock Incentive Plan, which awards will fully vest on the first anniversary date of the day of grant. The amount does not reflect the actual value that may be realized which depends on the value of our shares in the future. As of December 31, 2016, 17,637 shares of restricted stock remained outstanding for each of Mr. Hollander, Mr. Gossett, Mr. Johnson and Mr. Leonard, Jr.

Beginning with the second quarter of 2016, compensation for non-employee directors was comprised of a mix of cash and equity-based compensation as follows: (i) an annual cash retainer of \$100,000, (ii) an annual cash retainer of \$10,000 for the Audit Committee chairman and (iii) \$100,000 payable in shares of restricted common stock, vesting on the first anniversary date of the date of grant. Prior to the second quarter of 2016, compensation for non-employee directors was comprised of a mix of cash and equity-based compensation as follows: (i) an annual cash retainer of \$75,000, (ii) an annual cash retainer of \$10,000 for the Audit Committee chairman and (iii) \$75,000 payable in shares of restricted common stock, vesting on the first anniversary date of the date of grant. During 2016, Mr. Hollander and Mr. Gossett received compensation of \$20,000 for special committee services performed in 2015. Our directors are also reimbursed for reasonable out-of-pocket and travel expenses associated with attendance at the meetings of the Board of Directors and the committees thereof. The Compensation Committee reviews director compensation annually and makes a recommendation to the Board of Directors with respect to compensation and benefits provided to the members of the Board of Directors. Mr. Sweedler and Mr. Cohen are principals of two of our largest stockholders and do not receive any compensation for their service on the Board of Directors. An executive officer who serves on our Board of Directors does not receive additional compensation for serving on the Board of Directors. See Summary Compensation Table and Grants of Plan-Based Awards for disclosures related to our former director and Chief Executive Officer, Mr. Shmidman, and Summary Compensation Table for disclosures related to our director and Chief Creative Officer, Ms. Stewart.

TABLE OF CONTENTS

# **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

## **Review and Approval of Related Party Transactions**

The Company's Code of Ethics provides that all directors and employees, including executive officers, have a duty to avoid financial, business or other relationships that might cause a conflict of interest with the performance of their duties and that employees should conduct themselves in a manner that avoids even the appearance of conflict between personal interests and those of the Company.

Pursuant to the philosophy of the Code of Ethics, members of the Board of Directors, director nominees, and executive officers are expected to disclose to the Board of Directors any direct or indirect personal interest they may have in a material transaction. Directors also are expected to recuse themselves from participation in any decision in which there is a conflict between their personal interests and the interest of the Company. Approval of any such transaction with respect to any director, director nominee or executive officer may be made only by the Board of Directors or a committee of the Board of Directors. While, the Company does not have a related party transaction policy for persons other than employees and directors and their affiliates, the Company also monitors the material transactions of stockholders who beneficially own more than 5% of the Company's outstanding shares.

Except as discussed above, the Company has not prescribed any specific standards to be applied when assessing material transactions. There were no instances during 2016 in which an executive officer, director or director nominee engaged in such a transaction with the Company, either directly or indirectly, without first obtaining approval.

## **Reportable Related Party Transactions**

Other than the employment arrangements described in Executive Compensation Summary of Employment Agreements section of this Proxy Statement and the transactions described below, since January 1, 2016, there has not been, nor is there currently proposed, any transaction or series of similar transactions to which we were or will be a party in which the amount involved exceeds the lesser of \$120,000 or 1% of the average of the Company's total assets at year-end for the last two completed fiscal years.

The Board of Directors, as part of its determination as to whether any director, director nominee, executive officer, stockholder who beneficially owns 5% or more of our common stock or any member of their immediate family had or will have a direct or indirect material interest in any such transaction, considered each of the following transactions.

### *Consulting Services Agreement with Tengram Capital Partners, L.P. (f/k/a Tengram Capital Management L.P.)*

Mr. Sweedler, a director of the Company, is a managing member of Tengram Capital Associates, which is the controlling partner of Tengram Capital Partners Gen2 Fund, L.P. ( Tengram ). Pursuant to an agreement with Tengram Capital Partners, L.P., formerly known as Tengram Capital Management, L.P. ( TCP ), an affiliate of Tengram, the Company has engaged TCP, effective as of January 1, 2013, to provide services to the Company pertaining to (i) mergers and acquisitions, (ii) debt and equity financing and (iii) such other related areas as the Company may reasonably request from time to time (the TCP Agreement ). TCP is entitled to receive compensation of \$1.0 million, including fees and reimbursement of out-of-pocket expenses in connection with performing its services under the TCP Agreement. The TCP Agreement remains in effect for a period continuing through the earlier of five years or the date

on which TCP and its affiliates cease to own in excess of 5% of the outstanding shares of common stock in the Company. On August 15, 2014, the Company consummated transactions pursuant to the agreement and plan of merger, dated as of June 24, 2014 (the Galaxy Merger Agreement ) with SBG Universe Brands LLC, a Delaware limited liability company and our direct wholly-owned subsidiary ( LLC Sub ), Universe Galaxy Merger Sub, Inc., a Delaware corporation and direct wholly-owned subsidiary of LLC Sub, Galaxy and Carlyle (such transactions, collectively the Galaxy Acquisition ). In connection with the Galaxy Merger Agreement the Company and TCP entered into an amendment to the TCP Agreement (the Amended TCP Agreement ), pursuant to which, among other things, TCP is entitled to receive annual fees of \$0.9 million beginning with fiscal year 2014. The Company paid TCP \$0.9 million for services under the Amended TCP Agreement in 2016.

## TABLE OF CONTENTS

Additionally, in July 2013, the Company entered into a consulting arrangement with an employee of TCP (the TCP Employee), pursuant to which the TCP Employee provides legal and other consulting services at the request of the Company from time to time. The TCP Employee was also issued (i) 125,000 shares of restricted stock, vesting over a four year period and 180,000 performance stock units, vesting over three years in increments of 20% for 2014, 20% for 2015 and 60% for 2016. During the year ended December 31, 2016, the TCP Employee was granted 200,000 performance stock units, vesting over three years in increments of 33.3% for 2017, 33.3% for 2018 and 33.4% for 2019. The Company paid the TCM Employee approximately \$0.4 million for services under this agreement in 2016.

### **Transactions with E.S. Originals, Inc.**

A division president of the Company maintains a passive ownership interest in our licensee, E.S. Originals, Inc. ( ESO ). The Company receives royalties from ESO under license agreements for certain of the Company's brands in the footwear category. The Company recorded approximately \$17.0 million of revenue for the year ended December 31, 2016 for royalties and advertising revenue earned from ESO license agreements.

### **Acquisition of FUL**

On November 17, 2014, the Company made a strategic investment in FUL IP Holdings, LLC ( FUL IP ). FUL IP is a collaborative investment between the Company and JALP, LLC ( JALP ). FUL IP was formed for the purpose of licensing the *FUL* trademark to third parties in connection with the manufacturing, distribution, marketing and sale of *FUL* branded bags, backpacks, duffels, luggage and apparel accessories. JALP contributed the *FUL* trademark with a fair value of approximately \$8.9 million. In exchange for a 50.5% economic interest in FUL IP the Company paid JALP \$4.5 million. JALP's minority member interest in FUL IP has been reflected as noncontrolling interest on the Company's consolidated balance sheets. One of the Company's directors, Mr. Al Gossett, has a partial ownership interest in JALP. There was \$0.4 million of noncontrolling interest recorded during the year ended December 31, 2016. There were no distributions to JALP during the year ended December 31, 2016.

### **Investment in Available-for-Sale Securities**

During September 2015, the Company purchased available-for-sale securities of an unaffiliated third-party publicly traded company from Tengram Capital Partners, L.P., which is an affiliate of Tengram Capital Partners Gen2 Fund, L.P., one of the Company's largest stockholders, for an aggregate purchase price of approximately \$12.0 million (plus related transaction expenses), which was the purchase price paid by Tengram Capital Partners, L.P. upon the acquisition of such available-for-sale securities in open market transactions. The Company did not pay a fee or any compensation to Tengram Capital Partners, L.P. in connection with the Company's investment in the available-for-sale securities.

### **Agreements with Ms. Stewart**

In connection with the transactions contemplated by the Company's acquisition of MSLO, MSLO entered into an Amended and Restated Asset License Agreement ( Intangible Asset Agreement ) and Amended and Restated Intellectual Property License and Preservation Agreement ( IP License Agreement ) and, together with the Intangible Asset Agreement, the IP Agreements ) pursuant to which Ms. Stewart, a director and Chief Creative Officer of the Company, licensed certain intellectual property to MSLO. The IP Agreements grant the Company the right to the use of certain properties owned by Ms. Stewart.

The Intangible Asset Agreement has an initial term commencing on December 4, 2015 and ending on December 31, 2020, provided that the term will automatically be renewed for five additional calendar years ending December 31,

2025 (subject to earlier termination as provided in the employment agreement) if either the aggregate gross licensing revenues (as defined in Ms. Stewart's employment agreement) for calendar years 2018 through 2020 exceed \$195 million or the gross licensing revenues for calendar year 2020 equal or exceed \$65 million.

During the term of the Intangible Asset Agreement with the Company, Lifestyle Research Center LLC will be entitled to receive a guaranteed annual payment of \$1.7 million, which amounts are being paid in connection with the acquisition of MSLO regardless of Ms. Stewart's continued employment with the Company, plus reimbursable expenses. The Company paid Lifestyle Research Center LLC \$1.8 million in 2016.

TABLE OF CONTENTS

During the term of the IP License Agreement with the Company, Ms. Stewart will be entitled to receive a guaranteed annual payment of \$1.3 million which amounts are being paid in connection with the acquisition of MSLO regardless of Ms. Stewart's continued employment with the Company. The Company paid \$1.3 million to Ms. Stewart in connection with the terms of the IP License Agreement. The IP License Agreement is perpetual.

**Family Member of Director Employed by the Company**

Ms. Stewart's sister-in-law is employed by the Company as Senior Vice President, Financial Operations. The salary being paid to Ms. Stewart's sister-in-law is commensurate with her respective duties as Senior Vice President, Financial Operations of the Company. During 2016, the Company paid Ms. Stewart's sister-in-law a base salary of \$178,750 and a bonus of \$10,000.

TABLE OF CONTENTS

## REPORT OF THE AUDIT COMMITTEE

The Audit Committee has furnished the following report:

The Audit Committee is composed of three independent directors, each of whom, in the Board of Directors' business judgment, is independent within the meaning of Section 5605(a)(2) of the Nasdaq Stock Market's Listing Rules and the applicable rules and regulations of the SEC. On behalf of the Board of Directors, the Audit Committee oversees the Company's accounting, auditing and financial reporting processes. The Audit Committee's function is one of oversight, recognizing that the management of the Company has the primary responsibility for the Company's financial statements as well as the Company's financial reporting processes, principles and internal controls. The Company's independent registered public accounting firm, CohnReznick LLP (the Auditors) is responsible for performing an audit of the Company's consolidated financial statements in accordance with generally accepted accounting principles, issuing a report relating to their audit and expressing an opinion as to the conformity of such financial statements with generally accepted accounting principles.

In fulfilling its responsibilities with respect to the financial statements for the fiscal year 2016, the Audit Committee:

reviewed and discussed the audited consolidated financial statements for the year ended December 31, 2016 with management and the Auditors and reviewed and assessed the effectiveness of the Company's internal control over financial reporting and the Auditors' evaluation of the Company's internal control over financial reporting; reviewed and discussed with the Auditors the matters that independent registered public accounting firms are required to discuss with audit committees under applicable Public Company Accounting Oversight Board standards; received written disclosures and the letter from the Auditors regarding the Auditors' independence as required by applicable requirements of the Public Company Accounting Oversight Board, and has discussed with the Auditors their independence; and considered whether the Auditors' provision of non-audit services is compatible with maintaining their independence, and concluded that the non-audit services provided by the Auditors do not impair their independence. Based on the reviews and discussions referred to above, the Audit Committee recommended to the Board of Directors that the Company's audited consolidated financial statements for the year ended December 31, 2016 be included in its 2016 Annual Report on Form 10-K. The Audit Committee has selected CohnReznick LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2017, and has asked the stockholders to ratify the selection.

The Audit Committee reviews and assesses the adequacy of its charter on an annual basis. While the Audit Committee believes that the charter in its present form is adequate, it may in the future recommend to the Board of Directors amendments to the charter to the extent it deems necessary to react to changing conditions and circumstances.

Aaron Hollander, Chair  
Al Gossett  
Stewart Leonard, Jr.

TABLE OF CONTENTS**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table presents information regarding the beneficial ownership of our common stock as of April 3, 2017 (except where otherwise noted below) by:

each of the named executive officers listed in the summary compensation table;

each of our directors and our director nominees;

all of our directors and executive officers as a group; and

each stockholder known to us to be the beneficial owner of more than 5% of our common stock.

Beneficial ownership is determined in accordance with the rules of the SEC and generally includes voting or investment power with respect to securities. Unless otherwise indicated below, to our knowledge, the persons and entities named in the table have sole voting and sole investment power with respect to all shares beneficially owned, subject to community property laws where applicable. Shares of our common stock subject to options, warrants and other derivative securities that are currently exercisable or convertible, or exercisable or convertible within 60 days of April 3, 2017 are deemed to be outstanding and to be beneficially owned by the person holding the options, warrants or other convertible security for the purpose of computing the percentage ownership of that person but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

The information presented in this table is based on 62,860,039 shares of our common stock outstanding on April 3, 2017. Unless otherwise indicated, the address of each of the executive officers and directors and beneficial owners of 5% or more of our common stock named below is c/o Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001.

Name of Beneficial Owner	Number of Shares Beneficially Owned	Percentage of Shares Outstanding
<b>Executive Officers and Directors:</b>		
Karen Murray <sup>(1)</sup> Director, Chief Executive Officer and Secretary	25,615	*
Yehuda Shmidman <sup>(2)</sup> Former Director, Chief Executive Officer and Secretary	496,693	*
William Sweedler <sup>(3)</sup> Chairman of the Board of Directors	8,082,895	12.9 %
Martha Stewart <sup>(4)</sup> Director, Chief Creative Officer	8,111,237	12.9 %
Al Gossett <sup>(5)</sup> Director	509,669	*
Gary Johnson <sup>(6)</sup> Director	144,781	*
Stewart Leonard, Jr. <sup>(7)</sup> Director	99,843	*
Aaron Hollander <sup>(8)</sup> Director	38,217	*



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Rodney S. Cohen				*
Director				
Gary Klein <sup>(9)</sup>				*
Chief Financial Officer	140,990			
Andrew Cooper				*
President				
Directors and executive officers as a group (ten persons)	17,153,247	27.3	%	
5% Beneficial Owners:				
Martha Stewart Family Limited Partnership <sup>(4)</sup>	8,032,910	12.8	%	
Tengram Capital Partners Gen2 Fund, L.P. <sup>(3)</sup>	7,619,178	12.1	%	
Carlyle Galaxy Holdings, L.P. <sup>(10)</sup>	6,369,812	10.1	%	
Black Rock, Inc. <sup>(11)</sup>	5,252,346	8.4	%	

\*

Less than 1%

33

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TABLE OF CONTENTS

- (1) Consists of 25,615 shares of common stock.
- (2) Consists of 496,693 shares of common stock based on the Form 4 filed on March 16, 2017. Consists of 6,628,572 shares of common stock held by TCP WR, 733,333 shares of common stock held by TCP Acquisition and 257,273 shares of common stock held by TCP SQBG II LLC ( TCP II ), as reported in the Schedule 13D filed on December 8, 2015. Each of these entities reported having shared voting and investment power over their respective shares. Our chairman, Mr. William Sweedler, as a managing member of TCA, which is the general partner of Tengram Capital Partners Gen2 Fund, L.P., which is the managing member of each of TCP WR, TCP Acquisition and TCP II, may exercise voting and investment authority over (i) the shares held by TCP WR, (ii) the (3) shares held by TCP Acquisition and (iii) the shares held by TCP II. Each of TCA, Tengram and Mr. Sweedler disclaim beneficial ownership of such shares of common stock except to the extent of his pecuniary interest therein. Mr. Sweedler is also the beneficial owner of 59,165 shares of common stock held by Madcat II, LLC, of which Mr. Sweedler is the managing member. Mr. Sweedler disclaims beneficial ownership of the shares of common stock held by Madcat II, LLC, except to the extent of his pecuniary interest therein. Mr. Sweedler is also the beneficial owner of 404,552 shares of common stock. The address of Mr. Sweedler, TCA, Tengram, TCP WR, TCP Acquisition and TCP II is 15 Riverside Avenue, Floor 1, Westport, CT 06880. Shares reported as beneficially owned by Ms. Stewart represent 4,848 shares of common stock held by Ms. Stewart, 9,585 shares of common stock held by the Martha Stewart 1999 Family Trust (the 1999 Family Trust ), 11,981 shares of common stock held by the Martha Stewart 2000 Family Trust (the 2000 Family Trust ), 51,913 shares of common stock held by the Martha and Alexis Stewart Charitable Foundation (the Foundation ) and (4) 8,032,910 shares of common stock held by the Martha Stewart Family Limited Partnership ( MSFLP ), as reported in the Schedule 13D filed on December 14, 2015. MSFLP reported having shared voting and investment power over its shares. Our director, Ms. Martha Stewart, is a co-trustee of the 1999 Family Trust and holds sole decision-making authority with respect to investment of the assets of such trust, a co-trustee of the 2000 Family Trust, a co-trustee of the Foundation and the sole trustee of the Martha Stewart 2012 Revocable Trust, the sole general partner of MSFLP. The address of MSFLP is 48 Girdle Ridge Road, Katonah, NY 10536. Consists of 509,669 shares of common stock, of which (i) 109,091 were purchased in the private placement (5) transaction consummated on July 26, 2013 and are directly beneficially owned by Mr. Gossett, (ii) 382,941 shares of common stock which are directly beneficially owned by Mr. Gossett and (iii) 17,637 shares of restricted common stock.
- (6) Consists of 144,781 shares of common stock, of which (i) 127,144 shares of common stock are directly beneficially owned by Mr. Johnson and (ii) 17,637 shares of restricted common stock.
- (7) Consists of 99,843 shares of common stock, of which (i) 82,206 shares of common stock are directly beneficially owned by Mr. Leonard, Jr. and (ii) 17,637 shares of restricted common stock.
- (8) Consists of 38,217 shares of common stock, of which (i) 20,580 shares of common stock are directly beneficially owned by Mr. Hollander and (ii) 17,637 shares of restricted common stock.
- (9) Consists of 140,990 shares of common stock.
- (10) Based on the Schedule 13D filed on December 8, 2015. Excludes warrants to purchase 1,403,254 shares of common stock, which warrants are not exercisable within 60 days of April 3, 2017. Carlyle Galaxy Holdings L.P. has the right to nominate one director for election by our stockholders, pursuant to a letter agreement with the Company dated June 24, 2014, for so long as it and its affiliates hold at least 33% of the shares acquired by it in connection with our acquisition of Galaxy Brands Holdings, Inc. Carlyle Group Management L.L.C. is the general partner of The Carlyle Group L.P., which is a publicly traded entity listed on the 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 managing member of Carlyle Equity Opportunity GP, L.L.C., which is the general partner 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 Holdings, L.P. and

reported having shared voting and investment power over these shares. The address of TC Group Cayman Investment Holdings, L.P., and TC Group Cayman Investment Holdings Sub L.P. is c/o Intertrust Corporate Services (Cayman) Limited, 190 Elgin Avenue George Town, Grand Cayman, E9 KY1-9005.

34

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TABLE OF CONTENTS

The address of each of the other entities mentioned in this footnote is c/o The Carlyle Group, 1001 Pennsylvania Ave. NW, Suite 220 South, Washington, DC 20004.

Based on the Schedule 13G/A filed by Blackrock, Inc. on January 27, 2017. BlackRock, Inc. reported having sole (11) voting and investment power over all of the shares included in the table above. The address of BlackRock, Inc. is 55 East 52<sup>nd</sup> Street, New York, NY 10055.

35

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TABLE OF CONTENTS

**PROPOSAL NO. 2**

**RATIFICATION OF SELECTION OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING  
FIRM**

The Audit Committee has approved the appointment of CohnReznick LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2017. We have been advised by CohnReznick LLP that it is an independent registered public accounting firm with the Public Company Accounting Oversight Board, and complies with the auditing, quality control and independence standards and rules of the Public Company Accounting Oversight Board.

While the Audit Committee retains CohnReznick LLP as our independent registered public accounting firm, the Board of Directors is submitting the selection of CohnReznick LLP to our stockholders for ratification upon recommendation to do so by the Audit Committee and as a matter of good corporate governance.

Unless contrary instructions are given, shares represented by proxies solicited by the Board of Directors will be voted for the ratification of the selection of CohnReznick LLP as our independent registered public accounting firm for the year ending December 31, 2017. If the selection of CohnReznick LLP is not ratified by affirmative vote of the majority of the shares present or represented by proxy at the Annual Meeting and entitled to vote on this proposal, the Audit Committee will review its future selection of an independent registered public accounting firm in the light of that vote result. Even if the selection of CohnReznick LLP is ratified, the Audit Committee in its discretion may direct the appointment of a different independent registered public accounting firm at any time during the year if it determines that such a change is in our best interests.

CohnReznick LLP has no financial interest of any kind in the Company, except the professional relationship between auditor and client. Representatives of CohnReznick LLP will be invited to attend the Annual Meeting. If a representative of CohnReznick LLP does attend the Annual Meeting, the representative will have an opportunity to make a statement if he or she so chooses, and will be available to respond to questions from stockholders.

**Audit and Non-Audit Fees**

Aggregate fees for professional services rendered by our independent auditors, CohnReznick LLP, for 2016 and 2015 are set forth in the table below.

	2016	2015
Audit fees	\$ 383,580	\$ 349,445
Audit-related fees	132,700	662,395
Tax fees		
All other fees		
Total	\$ 516,280	\$ 1,011,840

**Audit Fees**

Audit fees include fees for the audit of our consolidated financial statements, the audit of our internal control over financial reporting and reviews of our unaudited consolidated interim financial statements.

**Audit-Related Fees**

Fees for audit-related services, including for assurance and related services reasonably related to the performance of the audit or review of our financial statements. These fees relate to assurance services performed in connection with the Company's acquisitions.

**Tax Fees**

Tax fees include professional services in connection with tax compliance and advice.

**All Other Fees**

This category consists of services provided by CohnReznick LLP that are not included in the categories above under Audit Fees, Audit-Related Fees and Tax Fees.

TABLE OF CONTENTS

## **Audit Committee Pre-Approval Policies and Procedures**

The Audit Committee approves in advance audit and non-audit services to be provided by our independent registered public accounting firm. Any service proposals submitted by our independent registered public accounting firm must be discussed and approved by the Audit Committee during its meetings. Once a proposed service is approved, we or our subsidiaries formalize the engagement of the service. No tax services were approved by the Board of Directors in accordance with Item 2-01(c)(7)(i)(C) of Regulation S-X during the fiscal years ended December 31, 2016 and 2015.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT YOU VOTE FOR  
RATIFICATION OF SELECTION OF COHNREZNICK LLP AS OUR INDEPENDENT  
REGISTERED PUBLIC ACCOUNTING FIRM FOR THE YEAR ENDING DECEMBER 31, 2017**

TABLE OF CONTENTS

**PROPOSAL NO. 3**

**TO APPROVE, ON AN ADVISORY BASIS, NAMED  
EXECUTIVE OFFICER COMPENSATION**

In accordance with the Dodd-Frank Wall Street Reform and Consumer Protection Act, an advisory vote on the frequency of stockholder votes to approve executive compensation was conducted in connection with Old Sequential's 2013 annual meeting of stockholders. The Board of Directors recommended, our stockholders agreed, and the Board of Directors subsequently approved that the advisory vote to approve executive compensation be held on an annual basis. Accordingly, we are seeking an advisory stockholder vote to approve the compensation of our named executive officers. This proposal, also referred to as say-on-pay, gives stockholders the opportunity to approve, reject or abstain from voting with respect to our fiscal 2016 executive compensation programs and policies for the named executive officers. This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers as described in this Proxy Statement. In evaluating this say-on-pay proposal, we recommend that you review Compensation Discussion and Analysis and the Executive Compensation sections of this Proxy Statement, as well as the accompanying tables and related narratives.

Our executive compensation program is simple in design and is structured to help recruit, retain and motivate a highly talented team of executives with the requisite set of skills and experience to successfully lead us in creating value for our stockholders. Our executive compensation and benefit programs are designed to reward increased stockholder value and the achievement of key operating objectives.

Because your vote on this proposal is advisory, it will not be binding on us, the Compensation Committee or the Board of Directors. However, the Compensation Committee and the Board of Directors will take into account the outcome of the vote when considering future executive compensation arrangements. Further, your advisory vote will serve as an additional tool to guide the Board of Directors and the Compensation Committee in continuing to improve the alignment of the Company's executive compensation programs with the interests of its stockholders, and is consistent with our commitment to high standards of corporate governance. Accordingly, we are asking you to endorse our executive compensation program by voting for the following resolution:

**RESOLVED**, that the compensation paid to the Company's named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, including the Executive Compensation section, compensation tables and narrative discussion included in this proxy statement, is hereby **APPROVED**.

The affirmative vote of the majority of the shares of common stock present in person or represented by proxy and entitled to vote at the Annual Meeting is required to approve the advisory resolution on the Company's named executive officer compensation.

**THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS  
THAT YOU VOTE FOR THE APPROVAL OF THE NON-BINDING ADVISORY  
RESOLUTION ON THE COMPANY'S NAMED EXECUTIVE OFFICER COMPENSATION  
FOR THE REASONS OUTLINED ABOVE**





TABLE OF CONTENTS

## **OTHER PROPOSALS**

As of the date of this Proxy Statement, we are not aware of any other matters that may be presented for action at the Annual Meeting and we do not intend to bring any other matters before the Annual Meeting. However, if any other matters properly come before the Annual Meeting, the persons named in the accompanying proxy will, in the absence of contrary instructions, have discretionary authority to vote the shares represented by such proxy according to their best judgment.

## **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Section 16(a) of the Exchange Act requires that our executive officers and directors, and beneficial owners of more than 10% of a registered class of our equity securities, file initial reports of beneficial ownership and reports of changes in beneficial ownership with the SEC. Executive officers, directors and greater-than-10% stockholders are required by SEC regulations to furnish us with all Section 16(a) forms they file.

Based solely on our review of the copies of such reports received by us and written representations from certain reporting persons that they have complied with the relevant Section 16(a) filing requirements, the Company is not aware of any instances of noncompliance with the Section 16(a) filing requirements by any executive officer, director and or beneficial owner of more than 10% of a registered class of the Company's equity securities during the year ended December 31, 2016, other than a late Form 4 reporting one transaction filed on behalf of our director, Mr. Al Gossett, which was filed one day late.

## **2018 STOCKHOLDER PROPOSALS**

Stockholder proposals intended to be included in our proxy statement under Rule 14a-8 under the Exchange Act and voted on at our 2018 annual meeting of stockholders must be received at our corporate headquarters at Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001, on or before the close of business on December 21, 2017. Applicable SEC rules and regulations govern the submission of stockholder proposals and our consideration of them for inclusion in the 2018 notice of annual meeting of stockholders and the 2018 proxy statement.

Pursuant to the Bylaws and applicable SEC rules and regulations, in order for any business not included in the proxy statement for the 2018 annual meeting of stockholders to be brought before such meeting by a stockholder entitled to vote at the meeting, the stockholder must give timely notice to us at our principal offices no earlier than the close of business on February 2, 2018 (120 days prior to June 2, 2018, the one year anniversary of the Annual Meeting) and no later than the close of business on March 4, 2018 (90 days prior to June 2, 2018). However, if the date of the 2018 annual meeting is more than 30 days before or more than 60 days after the one year anniversary of the Annual Meeting, notice to be timely must be so delivered not earlier than the close of business on the 120<sup>th</sup> day before the 2018 annual meeting and not later than the close of business on the later of the 90<sup>th</sup> day before the 2018 annual meeting or the 10<sup>th</sup> day following the day on which public announcement of the date of such meeting is first made.

The notice must contain the information required by the Bylaws. The foregoing Bylaws provisions do not affect a stockholder's ability to request inclusion of a proposal in our proxy statement within the procedures and deadlines set forth in Rule 14a-8 of the SEC's proxy rules and referred to in the paragraph above. A proxy may confer discretionary

authority to vote on any matter at an annual meeting if we do not receive notice of the matter within the time frames described above.

A copy of the Bylaws is available upon request to: Secretary c/o Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001. The chairperson of the 2018 annual meeting of stockholders may exclude matters that are not properly presented in accordance with these requirements.

TABLE OF CONTENTS

## **ANNUAL REPORT**

The 2016 Annual Report, which is not a part of our proxy soliciting materials, is being mailed with this proxy statement to those stockholders that received a copy of the proxy materials in the mail. For those stockholders that received the Notice of Internet Availability of Proxy Materials, this proxy statement and our 2016 Annual Report are available on our website at [www.sequentialbrandsgroup.com](http://www.sequentialbrandsgroup.com) in the Section titled Investor Information SEC Filings.

Additionally, and in accordance with SEC rules, you may access our proxy statement at [www.investorvote.com/SQBG](http://www.investorvote.com/SQBG), a cookie-free website that does not identify visitors to the site. A copy of the Company's 2016 Annual Report filed with the SEC will be provided to stockholders without charge upon written request directed to our Secretary at c/o Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001. The Company's copying costs will be charged if exhibits to the 2016 Annual Report are requested. The Company also makes available on or through our website free of charge our Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and all amendments to such reports filed pursuant to Section 13(a) or 15(d) of the Exchange Act as soon as reasonably practicable after filing.

TABLE OF CONTENTS

By Order of the Board of Directors

/s/ William Sweedler

William Sweedler  
Chairman of the Board of Directors

New York, New York  
April 20, 2017

**PLEASE PROMPTLY VOTE. IF YOU HAVE RECEIVED A NOTICE OF INTERNET AVAILABILITY OF PROXY MATERIALS, YOU SHOULD FOLLOW THE INSTRUCTIONS FOR VOTING PROVIDED IN THAT NOTICE. IF YOU REQUESTED A HARD COPY OF THE PROXY STATEMENT, FILL IN, DATE AND SIGN THE ENCLOSED PROXY CARD AND MAIL IT PROMPTLY IN THE ENVELOPE PROVIDED. IF YOU ARE A STOCKHOLDER OF RECORD, YOU MAY REVOKE YOUR PROXY AT ANY TIME BEFORE THE ANNUAL MEETING EITHER BY FILING WITH THE CORPORATE SECRETARY OF SEQUENTIAL BRANDS GROUP, INC., AT OUR PRINCIPAL EXECUTIVE OFFICES, A WRITTEN NOTICE OF REVOCATION OR A DULY EXECUTED PROXY BEARING A LATER DATE, OR BY ATTENDING THE ANNUAL MEETING AND EXPRESSING A DESIRE TO VOTE YOUR SHARES IN PERSON. IF YOU HOLD YOUR SHARES IN STREET NAME, YOU MAY CHANGE YOUR VOTE BY SUBMITTING NEW VOTING INSTRUCTIONS TO YOUR BROKER, BANK OR OTHER NOMINEE. YOU MUST CONTACT YOUR BROKER, BANK OR OTHER NOMINEE TO FIND OUT HOW TO DO SO. ATTENDANCE AT THE ANNUAL MEETING WILL NOT IN AND OF ITSELF REVOKE A PROXY.**

**THE ANNUAL MEETING WILL BE HELD ON JUNE 2,  
2017.**

TABLE OF CONTENTS

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## **Reservation Form for Sequential Brands Group, Inc. 2017 Annual Meeting of Stockholders**

Stockholders who expect to attend the Annual Meeting on June 2, 2017, at 10:00 a.m. at our corporate headquarters should complete this form and return it to the Secretary, c/o Sequential Brands Group, Inc., 601 West 26<sup>th</sup> Street, 9<sup>th</sup> Floor, New York, New York 10001. Please be prepared to show proof of identification at the check-in desk at the meeting. Stockholders holding stock in brokerage accounts will need to bring a copy of a brokerage statement reflecting Sequential Brands Group, Inc. common stock ownership as of April 3, 2017.

Name  
(Please Print)

Address  
(Please Print)

TABLE OF CONTENTS

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TABLE OF CONTENTS

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Richard H. Zay

2/27/2015

2/17/2015

1,169

2,338

4,676

156,576

2/27/2015

2/17/2015



1,169

78,288

2/27/2015

2/17/2015

7,690

66.97

156,604

86,108

172,216

344,432

Heidi M. Wilson

2/27/2015

2/17/2015

1,071

2,141

4,282

143,383

2/27/2015

2/17/2015

1,071

71,725

2/27/2015

2/17/2015

7,044

66.97

143,448

77,943

155,885

311,770

Michael W. Schaefer  
2/27/2015

2/17/2015

934

1,868

3,736

125,100

2/27/2015

2/17/2015

934

62,550

2/27/2015

2/17/2015

6,143

66.97

125,100

71,064

142,128

284,256

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Under our 2015 Short-Term Incentive Plan, the threshold amount represents a minimum performance that results in (1) a payout equal to 50% of the target award and the maximum payout is 200% of target, with no Named Executive receiving a payout in excess of \$2 million.

Under our 2015-2017 Long-Term Incentive Plan, the threshold amount of performance shares represents a (2) minimum performance that results in a payout in shares of common stock of the Company equal to 50% of the target award and the maximum payout is 200% of target.

(3) The exercise price is based on the closing price on the last trading day prior to the date of grant.

## OUTSTANDING EQUITY AWARDS AT 2015 FISCAL YEAR-END

Name	Option Awards				Stock Awards		Equity Incentive Plan Awards: Number of Shares, Units or Other Rights That Have Not Vested (#) <sup>(4)</sup>	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested (\$) <sup>(4)</sup>
	Number of Securities Underlying Unexercised Options Exercisable (#) <sup>(1)</sup>	Number of Securities Underlying Unexercised Options (#) <sup>(2)</sup>	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#) <sup>(3)</sup>	Market Value of Shares or Units of Stock That Have Not Vested (\$)		
H. Chris Killingstad	106,251	—	10.08	02/27/2019				
	115,583	—	24.21	02/26/2020				
	39,557	—	40.21	02/25/2021				
	37,824	—	43.66	02/24/2022				
	24,099	12,050	47.03	02/22/2023				
	9,256	18,511	60.67	02/28/2024				
	—	44,500	66.97	02/27/2025				
				20,369	1,145,960			
						25,624 <sup>(5)</sup>	1,441,606	
Thomas Paulson	48,592	—	10.08	02/27/2019				
	30,304	—	24.21	02/26/2020				
	10,371	—	40.21	02/25/2021				
	4,728	—	43.66	02/24/2022				
	6,198	3,099	47.03	02/22/2023				
	2,381	4,760	60.67	02/28/2024				
	—	13,770	66.97	02/27/2025				
				5,593	314,662			
						7,297 <sup>(5)</sup>	410,529	
Richard H. Zay	5,777	—	40.21	02/25/2021				
	5,524	—	43.66	02/24/2022				
	3,520	1,760	47.03	02/22/2023				
	1,352	2,703	60.67	02/28/2024				
	—	7,690	66.97	02/27/2025				
				4,156	233,817			
						4,105 <sup>(5)</sup>	230,947	
Heidi M. Wilson	6,215	—	40.21	02/25/2021				
	5,943	—	43.66	02/24/2022				
	3,860	1,930	47.03	02/22/2023				
	1,483	2,965	60.67	02/28/2024				
	—	7,044	66.97	02/27/2025				
				3,251	182,901			
						4,079 <sup>(5)</sup>	229,485	

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Michael W. Schaefer	5,455	—	40.21	02/25/2021				
	5,216	—	43.66	02/24/2022				
	3,388	1,694	47.03	02/22/2023				
	1,301	2,602	60.67	02/28/2024				
	—	6,143	66.97	02/27/2025				
					2,846	160,116	3,568 <sup>(5)</sup>	200,736

(1) Stock options granted with a ten-year term become exercisable in 33.33% increments on each annual anniversary of the date of the grant.



(2) Options vest in 33.33% increments on each annual anniversary of the date of the 2/22/2013, 2/28/2014 and 2/27/2015 grant dates.

Restricted stock awards granted on 2/22/2013 vested 100% on 2/22/2016. Restricted stock awards granted on 2/28/2014 will vest 100% on 2/28/2017. Restricted stock unit award granted to Mr. Zay on 7/29/2014 will vest 100% on 7/29/2017. Restricted stock awards granted on 2/27/2015 will vest 100% on 2/27/2018.

(4) The 2015 LTIP awards are reflected at target.

(5) The 2014 LTIP will vest on 12/31/2016 and the 2015 LTIP will vest on 12/31/2017 if the specified performance conditions are met.

#### OPTION EXERCISES AND STOCK VESTED IN 2015

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$)	Number of Shares Acquired on Vesting (#) <sup>(1)</sup>	Value Realized on Vesting (\$)
H. Chris Killingstad	—	—	20,902	1,228,596
Thomas Paulson	15,000	371,538	5,375	315,975
Richard H. Zay	—	—	3,052	179,431
Heidi M. Wilson	8,126	312,965	3,324	195,125
Michael W. Schaefer	—	—	2,917	171,258

(1) Includes the following 2013 LTIP PRSUs that vested on December 31, 2015, and settled in shares on February 26, 2016: Mr. Killingstad, 12,998; Mr. Paulson, 3,342; Mr. Zay, 1,898; Ms. Wilson, 2,082; and Mr. Schaefer, 1,827.

#### Non-Qualified Deferred Compensation for 2015

Two elements of Total Direct Compensation may be deferred: base salary and STIP payouts. Our Named Executives may elect to defer 0-25% of their base salary and 0-100% of their STIP payout.

The interest rate for 2015 Non-Qualified Deferred Compensation was 3.12%. This rate is based on the ten-year Treasury bond rate as of December 15, 2014, of 2.12% plus one percent.

#### NON-QUALIFIED DEFERRED COMPENSATION IN 2015

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$) <sup>(3)</sup>	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$) <sup>(4)</sup>
H. Chris Killingstad	—	62,724	18,742	—	673,620
Thomas Paulson	72,397 <sup>(1)</sup>	18,716	5,776	—	279,389
Richard H. Zay	—	9,156	717	—	32,533
Heidi M. Wilson	80,515 <sup>(2)</sup>	8,953	(9,578)	—	364,072 <sup>(5)</sup>
Michael W. Schaefer	—	6,706	1,035	—	40,444

(1) Amount represents 25% of Mr. Paulson's 2015 STIP.

(2) Amount represents 50% of Ms. Wilson's 2015 STIP.

(3) Also included in the All Other Compensation column of the Summary Compensation Table.

In addition to amounts reported in the Summary Compensation Table for 2015, as reflected in Footnotes 1 and 2 (4) above, the following amounts were reported as compensation for our Named Executives in the Summary Compensation Table for prior years:

Name	Year	Salary (\$)	Stock Awards (settled in cash) (\$)	Non-Equity Incentive Plan Compensation (\$)	Non-Qualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)
		—	—	—	—	
	2014	—	—	—	—	46,156
	2013	—	—	—	—	46,986
	2012	—	—	—	—	59,506
	2011	—	—	—	—	89,422
H. Chris Killingstad	2010	—	—	—	—	79,264
	2009	—	—	—	—	21,982
	2008	—	—	—	—	35,076
	2007	—	—	—	76	51,577
	2006	—	—	—	—	35,583
		—	—	—	—	
	2014	—	—	—	—	13,702
	2013	—	—	—	—	13,839
	2012	—	—	—	—	17,484
	2011	—	—	—	—	26,580
Thomas Paulson	2010	—	—	—	—	23,397
	2009	—	—	—	—	6,303
	2008	—	—	—	—	12,314
	2007	—	—	—	—	8,791
	2006	—	—	—	—	181
Richard H. Zay <sup>(a)</sup>	2014	—	—	—	—	5,282
Heidi M. Wilson <sup>(a)</sup>	2014	—	—	—	—	6,098
Michael W. Schaefer <sup>(b)</sup>	—	—	—	—	—	—

(a) Ms. Wilson and Mr. Zay were not Named Executives prior to 2014.

(b) Mr. Schaefer was not previously a Named Executive.

Includes deferred stock units received as a result of the deferral of a portion of Ms. Wilson's 2005 LTIP that will be (5) settled in Common Stock when her employment terminates. Deferred funds were converted into deferred stock units at fair market value as of the date of conversion.

#### Potential Payments upon Termination or Change in Control

We are a party to agreements with our executive officers that together establish the terms of the employment relationship between us and the executive, the terms under which that relationship may be ended, and the rights and obligations of the parties after the employment relationship ends. Collectively these agreements are referred to as the “Executive Agreements” and consist of an Executive Employment Agreement and a Management Agreement. The Executive Agreements for executive officers paid in the United States were modified in 2008 in response to new interpretations and requirements under Sections 162(m) and 409A of the Internal Revenue Code. The Management Agreements were reviewed in 2011 and the Committee approved certain modifications to the terms of the Management Agreements that are described below and which became effective on January 1, 2012. Except as noted below, none of the revisions were intended to materially increase the level of benefit collectively provided to each executive or to materially change the events triggering payment of the benefits.

The Executive Agreements address various termination of employment scenarios, including an executive’s involuntary termination without cause, an executive’s voluntary termination for good reason, and an executive’s death or disability. No severance payments are made to executive officers who are terminated for cause. An executive agrees under the Executive Agreements not to compete with us during employment or for a period of 12 months after employment ends, not to disclose our confidential information during or after employment for as long as the information retains its confidential nature, and not to solicit our employees or customers for a period of 12 months after employment ends. Severance payments as described below under the Executive Agreements are conditioned on an executive remaining in compliance with these requirements, including an obligation to inform us of any potentially competitive activities during the 12-month post-employment period, and signing a release of claims in favor of the Company. The Executive Agreements also provide that severance payments under those agreements will be reduced by the amount of any other severance compensation an executive is eligible to receive from us under any other agreement or plan of ours providing compensation in the event of involuntary termination.

As described below, our equity-based incentive plans and the award agreements under those plans also call for compensation to be provided under certain circumstances in connection with an executive officer’s termination of employment or a change in control of our Company.

#### Executive Employment Agreement

The Executive Employment Agreement describes the rights and obligations of our Company and the executive in connection with the executive’s separation from employment in situations other than following or in connection with a change in control. Under the Executive Employment Agreement:

• Upon any termination of employment, an executive will receive any earned but unpaid base salary and STIP payments for the preceding year.

• Upon a termination due to death or disability, an executive (or beneficiary) will also receive base salary through the last day of the calendar month in which the termination occurs.

• Upon termination by us without cause or by the executive for good reason, the executive is entitled to receive (i) an amount equal to one year’s base salary, (ii) an amount equal to a pro-rata portion of the award that would have been payable to the executive under the STIP for the year of termination had the executive been employed for the full year, based on the actual performance of objectives, with such amount before proration not to exceed an award based on target performance, and (iii) benefits continuation for up to 12 months after termination.

The timing of the payment of the foregoing amounts is as follows: The executive is paid his or her base salary in accordance with our regular payroll practices for a period of 12 consecutive months following the date of termination.

• If the payment of base salary exceeds the amount that would cause it to be considered a deferral of compensation under Section 409A of the Internal Revenue Code, the excess will be paid in a lump sum within 2½ months of the termination date. The executive’s STIP payment is made at the normal payment date, but in no event later than 2½ months after the end of the STIP plan year. The medical, dental and group life insurance contributions will be paid for a period of up to 12 months after the termination date, unless the executive is no longer eligible for COBRA continuation coverage or fails to timely pay the employee portion of such premiums.



For purposes of the Executive Employment Agreement, “cause” means (i) executive’s material breach of the agreement that is not remedied within 30 days after receiving written notice from us, (ii) an executive’s dishonest act(s) intended to result in gain or personal enrichment at our expense, (iii) an executive’s persistent, willful and deliberate failure to perform his or her duties that constitutes gross neglect and is not remedied within 90 days of receipt of written notice from us, or (iv) an executive’s indictment or conviction for a felony if the underlying acts are substantially detrimental to us or our reputation.

For purposes of the Executive Employment Agreement, “good reason” means the occurrence of the following without executive’s consent: (i) our material breach of the agreement, or (ii) a material diminution in the executive’s authority, duties or responsibilities other than for cause or on account of disability; provided that in either case the executive gives us notice within 90 days of the first occurrence of the condition and we fail to remedy it within 30 days after receipt of written notice.

#### Management Agreement

Recognizing the need to retain executive officers in our business if there is a possible change in control, and in order to facilitate an orderly transition in the event of an actual change in control, the Management Agreement provides for severance compensation if an executive is terminated under certain circumstances after or in connection with a change in control. Under the Management Agreement:

If within three years of a change in control an executive is involuntarily terminated without cause or terminates his or her employment for good reason, then change in control severance compensation consists of (i) an amount equal to three times the executive’s annual compensation, (ii) a pro-rata payment of the executive’s STIP award for the year of termination, assuming all performance targets had been met, and (iii) an amount equal to 18 times the Company’s portion of the monthly premium cost (as of the termination date) for group medical, dental and basic life insurance coverage, to the extent the executive was covered by such plans on the termination date (pursuant to the revisions effective January 1, 2012, this cash payment is in lieu of Company-subsidized benefits continuation during the COBRA continuation period). The payments will be made in a lump sum within 2½ months after the termination date. If an executive is involuntarily terminated or terminates his or her employment for good reason prior to an event that would otherwise constitute a change in control, such termination is in connection with or in anticipation of a change in control, and a change in control ultimately occurs, then change in control severance compensation will be payable consistent with the first bullet point above, except that the severance pay will be paid within 2½ months after the change in control.

If an executive’s employment is terminated due to death or disability, the executive (or beneficiary) will receive base salary paid through the end of the month in which termination occurs.

Pursuant to the revisions effective January 1, 2012, our Company no longer pays severance compensation if the executive voluntarily terminates employment without good reason during the 13th month after a change in control. For purposes of the Management Agreement, “cause” is defined more narrowly than under the Executive Employment Agreement, and means (i) an executive’s persistent, willful and deliberate failure to perform his or her duties that constitutes gross neglect and is not remedied within 90 days of receipt of written notice from us, or (ii) an executive’s indictment or conviction for a felony if the underlying acts are substantially detrimental to us or our reputation. For purposes of the Management Agreement, “good reason” is defined more broadly than under the Executive Employment Agreement, and includes the following in addition to the factors cited in the Executive Employment Agreement: (i) the executive’s duties, responsibilities, or authority are materially diminished as compared to his or her duties, responsibilities, or authority before the change in control, for reasons other than cause or disability, including but not limited to a material reduction in the executive’s budget authority or number of direct reports or executive’s removal from any position or office held; (ii) a material reduction in the executive’s base salary or target incentive opportunity; (iii) a material reduction in the authority, duties, or responsibilities of the person to whom the executive reports; (iv) we fail to obtain assumption of the Management Agreement by any successor; (v) we require the executive to relocate to any place other than a location within 25 miles of the location at which the executive performed duties immediately prior to the change in control; or (vi) we require that the executive travel on Company business to a



substantially greater degree than required immediately prior to the change in control. For good reason to exist, the executive must give us notice within 90 days of the first occurrence of the good reason condition, we must fail to remedy it within 30 days after receipt of written notice and the executive must resign within six months following the date the executive provided written notice. Pursuant to the revisions effective January 1, 2012, the good reason definition was expanded and clarified, based on peer company data provided by the compensation consultant, and the notice and remedy periods for the Management Agreement and the Executive Employment Agreement are the same. For purposes of the Management Agreement, “annual compensation” means (i) the executive’s highest annual base salary rate, as established by our Company, in effect during the term of the Management Agreement, plus (ii) the higher of (a) the executive’s target short-term incentive plan award for the plan year that includes the termination date or (b) the average short-term incentive plan award payable to the executive by our Company for the three full plan year period ending immediately prior to the plan year that includes the termination date (or the entire period that the executive participated in the short-term incentive plan, if less than three full plan years). For this purpose, annual compensation is calculated prior to any deductions for any elective deferrals the executive may have made to a deferred compensation plan of our Company. (Prior to the revisions effective January 1, 2012, annual compensation was based on an average of taxable compensation from our Company during the executive’s five taxable years preceding the change in control.)

For purposes of the Management Agreement, “change in control” means (i) 50% or more of our directors are individuals who were not appointed by our Board to fill vacancies on the Board or were not supported by our Board for election by our shareholders or, pursuant to revisions effective January 1, 2012, were elected or appointed by our Board in connection with an actual or threatened proxy contest, (ii) 35% or more of our common stock or of the voting power of our securities generally is acquired or beneficially owned by an individual, entity or group (subject to certain exceptions for certain affiliates and employee benefit plans), (iii) we consummate a merger with or into another entity, unless the voting securities of the surviving entity are more than 50% controlled by our shareholders prior to the merger and in substantially the same proportions, and no individual, entity or group beneficially owns more than 35% of the surviving entity, (iv) we consummate an exchange of our voting securities for cash, securities or other property, unless our shareholders receive in the exchange voting securities of a parent corporation that are more than 50% owned by our shareholders prior to the exchange in substantially the same proportions, and no individual, entity or group beneficially owns more than 35% of the parent corporation, (v) we consummate a sale or other disposition of all or substantially all of our assets, (vi) our shareholders approve a definitive plan to liquidate or dissolve the Company, (vii) we enter into an agreement relating to a change in control as described in clauses (i) through (v) above and such change in control occurs within two years of such agreement, or (viii) a tender or exchange offer or proxy contest is commenced that results, within two years, in a change in control described in clauses (i) or (ii) above.

Change in control severance compensation under the Management Agreement, as well as any other compensation under other plans or agreements that are contingent upon a change in control, may be reduced to the extent necessary to avoid excise taxation to the executive and non-deductibility to our Company under federal income tax laws applicable to “parachute payments.”

Our equity incentive plans allow for acceleration of stock options upon an executive’s death, disability or retirement and upon a change in control of our Company. Upon death or disability, options generally become exercisable in full, and may be exercised at any time, or from time to time, within five years of the executive’s date of death or date of termination due to disability. Upon retirement, options generally become exercisable in full and may be exercised within three months of the date of termination due to the executive’s retirement, or any such longer period as the Committee administering the plan may permit. For purposes of our equity compensation plans, “retirement” is generally defined as termination on or after age 55, provided that the executive has been employed by us or our affiliates for at least ten years, or termination of employment on or after age 62, provided, under certain plans, that the executive has given us at least six months’ prior written notice of such termination. Upon a change in control, options generally become exercisable in full, subject to our right to cash out the options by paying the spread.

The plans generally allow for a pro-rata portion of any restricted stock units to be paid out upon an executive’s death, disability or retirement. The payment is based on the extent to which achievement of performance targets were satisfied at the end of the performance period and pro-rated for length of employment within the performance period.

Upon a change in control, restricted stock units will immediately vest and be paid in full.

42

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A pro-rata share of restricted stock is generally payable upon the executive's death, disability or retirement. The executive, or his or her successor, shall be entitled to the number of shares of restricted stock under outstanding awards, pro-rated for the portion of the term of the awards during which the executive was employed. All restrictions are lifted with respect to such pro-rated shares. Upon a change in control, restricted stock will immediately vest in full. Assuming that a termination event or change in control occurred on December 31, 2015, the total compensation that would have been payable pursuant to the Executive Agreements, including the revisions to the Management Agreement effective January 1, 2012, to each Named Executive who was employed by us on such date is:

**PAYMENTS DUE UPON TERMINATION WITHOUT CAUSE  
OR TERMINATION FOR GOOD REASON**

Name	Base Salary (\$)	STIP (\$)	Benefits (\$)	Total (\$)
H. Chris Killingstad	707,795	877,383	9,866	1,595,044
Thomas Paulson	400,480	289,587	9,866	699,933
Richard H. Zay	313,120	183,066	14,278	510,464
Heidi M. Wilson	311,771	161,030	9,866	482,667
Michael W. Schaefer	284,255	146,818	14,278	445,351

**PAYMENTS DUE UPON TERMINATION WITHIN  
THREE YEARS OF THE CHANGE IN CONTROL EVENT<sup>(1)</sup>**

Name	Average Annual Compensation (\$)	STIP Target (\$)	Benefits (\$)	Total (\$)
H. Chris Killingstad	4,671,448	849,354	14,799	5,535,601
Thomas Paulson	2,042,448	280,336	14,799	2,337,583
Richard H. Zay	1,456,008	172,216	21,417	1,649,641
Heidi M. Wilson	1,402,968	155,885	14,799	1,573,652
Michael W. Schaefer	1,279,148	142,128	21,417	1,442,693

Named Executives would also have accelerated vesting of unvested restricted stock and stock options. Refer to the (1) Additional Potential Benefits Upon Change in Control or Termination Due to Death, Disability or Retirement table directly below.

ADDITIONAL POTENTIAL BENEFITS UPON CHANGE IN CONTROL  
OR TERMINATION DUE TO DEATH, DISABILITY OR RETIREMENT

Name	Value of Accelerated Equity Awards under Change in Control (\$) <sup>(1)</sup>	Value of Accelerated Equity Awards upon Death, Disability or Retirement (\$) <sup>(1)</sup>
H. Chris Killingstad	2,698,788	1,538,086
Thomas Paulson	753,795	414,442
Richard H. Zay	481,009	261,049
Heidi M. Wilson	430,200	245,740
Michael W. Schaefer	376,487	215,281

(1) Amounts reflect the acceleration of restricted stock and restricted stock unit awards, as well as stock options outstanding as of December 31, 2015.

ITEM 3 - ADVISORY APPROVAL OF EXECUTIVE COMPENSATION

At our 2011 Annual Meeting of Shareholders, we conducted a non-binding advisory vote regarding the frequency with which we would conduct future non-binding advisory votes on the compensation of our Named Executives, as required by Section 14A of the Exchange Act. At the meeting, shareholders expressed their preference for an annual non-binding advisory vote on executive compensation every year until the next vote with respect to frequency, which will be no later than the Company's Annual Meeting of Shareholders in 2017, and, consistent with that preference, our Board of Directors determined that we will conduct such votes on an annual basis.

Tennant's guiding compensation philosophy is to maintain programs that will attract, retain, motivate and reward high-caliber key executive officers who can create long-term financial success for our Company and enhance shareholder return. Our Compensation Committee bases its executive compensation decisions on the following core objectives:

- Align executive compensation with the short-term and long-term goals of our Company and our shareholders;
- Correlate compensation with Company performance; and
- Provide a comprehensive compensation package that is competitive with those of similarly sized U.S. durable goods manufacturing companies.

We believe that our Company's long-standing executive compensation programs have been effective at motivating the achievement of strong results even during challenging economic times, creating a relationship between pay and performance and aligning the interests of executive officers with those of our shareholders while discouraging risk-taking behavior that would be likely to have a material adverse effect on our Company.

Compensation actions taken in fiscal 2015 for our Named Executives featured:

- Base salary increases consistent with entire employee population or to remain competitive within the market for the applicable level of responsibility;
- Increased target payout as a percentage of base salary for the Named Executives for the 2015 STIP and 2015-2017 LTIP in order to remain within the competitive target compensation range of our comparator group;
- Lowered the cap on STIP payout levels from 300% to 200%;
- Changed the PRSU metric such that rather than basing the variable payout solely using Incentive ROIC as the metric, it now requires that a minimum three-year average ROIC threshold be met in order to be eligible for a payout based on a three-year Average Organic Revenue target. Adding the three-year Annual Organic

Revenue target aligns with our strategic sales growth goals while maintaining a threshold for Incentive ROIC; and Changed our executive officer and director stock ownership guidelines to (i) increase the ownership level for the Named Executives, other than our CEO, from one times annual base salary to two times annual base salary and (ii) excluding potential gains from unvested options when calculating stock ownership levels. Shareholders are encouraged to read the “Compensation Discussion and Analysis” and associated compensation tables for a more detailed discussion of how the Company’s compensation programs reflect our overarching compensation philosophy and objectives.

Our Company is presenting shareholders with the opportunity to submit an advisory approval on our executive compensation program for our Named Executives by voting on the following resolution:

“RESOLVED, that the shareholders of Tennant Company approve, on an advisory basis, the compensation paid to the Company’s Named Executives as disclosed in the “Compensation Discussion and Analysis” section, and compensation tables and narrative discussion contained in the “Executive Compensation Information” section in this Proxy Statement.”

This advisory approval will not be binding on our Compensation Committee or our Board. However, they will carefully consider the outcome of the vote. If there are a significant number of negative votes, we will seek to understand the concerns that influenced the vote and consider them in making future decisions about executive compensation arrangements.

Our Board of Directors, upon recommendation of our Compensation Committee, recommends a vote FOR the advisory resolution approving the compensation of our Company’s Named Executives.

#### EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about shares of the Company’s Common Stock that may be issued under the Company’s equity compensation plans, as of December 31, 2015.

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights <sup>(1)</sup>	(b) Weighted-average exercise price of outstanding options, warrants and rights <sup>(2)</sup>	(c) Number of securities remaining available for future issuance under equity compensation plans (excluding securities in column (a))
Equity compensation plans approved by security holders	1,197,243	\$39.69	1,078,271
Equity compensation plans not approved by security holders	—	—	—
Total	1,197,243	\$39.69	1,078,271

Amount includes outstanding awards under the 1997 Non-Employee Director Stock Option Plan, the 1999 Stock Incentive Plan, the 2007 Stock Incentive Plan and the Amended and Restated 2010 Stock Incentive Plan, each as amended (the “Plans”). Amount includes shares of Common Stock that may be issued upon exercise of outstanding stock options under the Plans. Amount also includes shares of Common Stock that may be paid in cash upon exercise of outstanding stock appreciation rights under the Plans. Amount also includes shares of Common Stock that may be issued upon settlement of restricted stock units and deferred stock units (phantom stock) under the Plans. Stock appreciation rights, restricted stock units and deferred stock units may be settled in cash, stock or a combination of both. Column (a) includes the number of shares that could be issued upon a complete distribution of all outstanding stock options and stock appreciation rights (1,018,958) and restricted stock units and deferred stock units (178,285).

(2) Column (b) includes the weighted-average exercise price for outstanding stock options and stock appreciation rights.

#### OTHER INFORMATION

##### Security Ownership of Certain Beneficial Owners and Management

The following table sets forth, as of March 8, 2016, information regarding beneficial ownership (including shares subject to options and other convertible securities that are exercisable, will become exercisable, or otherwise will be settled within 60 days of March 8, 2016) by:

• Beneficial owners of more than 5% of our Common Stock;

• Ownership by directors and director nominees;

• Ownership by the Named Executives as listed in the Summary Compensation Table; and

• Ownership by all current directors and executive officers as a group.

Except as otherwise noted, the shareholders listed have sole voting and investment powers with respect to the Common Stock owned by them.

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Common Stock <sup>(1)</sup>
BlackRock, Inc. 55 East 52nd Street New York, NY 10022	1,698,684 shares in aggregate. BlackRock has sole voting power for 1,658,358 shares, shared voting power for 0 shares, sole investment authority for 1,698,684 shares and shared investment authority for 0 shares. <sup>(2)(3)</sup>	9.6%
The Vanguard Group, Inc. 100 Vanguard Blvd. Malvern, PA 19355	1,459,529 shares in aggregate. Vanguard Group has sole voting power for 39,100 shares, shared voting power for 1,600 shares, sole investment authority for 1,419,929 shares and shared investment authority for 39,600 shares. <sup>(2)(4)</sup>	8.2%
Neuberger Berman Group LLC 605 Third Avenue New York, NY 10158	1,353,217 shares in aggregate. Neuberger Berman has sole voting power for 0 shares, shared voting power for 1,353,217 shares, sole investment authority for 0 shares and shared investment authority for 1,353,217 shares. <sup>(2)(5)</sup>	7.6%
Royce & Associates, LLC 745 Fifth Avenue New York, NY 10151	1,321,633 shares in aggregate. Royce & Associates has sole voting power for 1,321,633 shares, shared voting power for 0 shares, sole investment authority for 1,321,633 shares and shared investment authority for 0 shares. <sup>(2)(6)</sup>	7.5%
ClearBridge Investments, LLC 620 - 8th Avenue New York, NY 10018	970,449 shares in aggregate. ClearBridge has sole voting for 970,449 shares, shared voting power for 0 shares, sole investment authority for 970,449 shares and shared investment authority for 0 shares. <sup>(2)(7)</sup>	5.5%

Name and Address of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percent of Common Stock <sup>(1)</sup>
H. Chris Killingstad	505,758 shares <sup>(8)(9)</sup>	2.8%
Thomas Paulson	142,508 shares <sup>(8)(10)</sup>	*
Richard H. Zay	36,742 shares <sup>(11)</sup>	*
Heidi M. Wilson	48,050 shares <sup>(8)(12)</sup>	*
Michael W. Schaefer	31,546 shares <sup>(8)(13)</sup>	*
Azita Arvani	8,808 shares <sup>(14)</sup>	*
William F. Austen	30,004 shares <sup>(15)</sup>	*
Carol S. Eicher	21,882 shares <sup>(16)</sup>	*
James T. Hale	52,713 shares <sup>(17)</sup>	*
David Mathieson	0 shares	*
Donal L. Mulligan	17,213 shares <sup>(18)</sup>	*
Stephen G. Shank	56,231 shares <sup>(19)</sup>	*
Steven A. Sonnenberg	28,758 shares <sup>(20)</sup>	*
David S. Wichmann	18,361 shares <sup>(21)</sup>	*
David Windley	182 shares	*
All directors and current executive officers as a group (18 persons)	1,024,211 shares <sup>(8)(22)</sup>	5.6%

(1) An asterisk in the column listing the percentage of shares beneficially owned indicates the person owns less than 1% of the total.

The information set forth above as to the Amount and Nature of Beneficial Ownership is based upon Schedule 13G

(2) statements filed with the Securities and Exchange Commission reflecting beneficial ownership as of December 31, 2015.

(3) BlackRock, Inc., the parent holding company, reports that various persons have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of our Common Stock. No one person's interest in our Common Stock is more than 5% of the total outstanding shares of Common Stock.

(4) 38,000 of the shares over which The Vanguard Group, Inc. has sole voting power are beneficially owned by Vanguard Fiduciary Trust Company, its wholly-owned subsidiary, as the investment manager of collective trust accounts for which it directs the voting of the shares. 2,700 of the shares over which The Vanguard Group, Inc. has sole voting power are beneficially owned by Vanguard Investments Australia, Ltd., its wholly-owned subsidiary, as the investment manager of Australian investment offerings.

(5) Neuberger Berman Group LLC is affiliated with Neuberger Berman Investment Advisers LLC and Neuberger Equity Funds. Neuberger Berman Investment Advisers LLC serves as investment manager of Neuberger Berman Group LLC's various registered mutual funds which hold the shares. Of the shares listed in the table, Neuberger Berman Group LLC and Neuberger Berman LLC each have sole voting power for 0 shares, shared voting power for 1,353,217 shares, sole investment authority for 0 shares and shared investment authority for 1,353,217 shares; and Neuberger Equity Funds has sole voting power for 0 shares, shared voting power for 1,037,002 shares, sole investment authority for 0 shares and shared investment authority for 1,037,002 shares.

(6) Includes various accounts managed by Royce & Associates, LLC, which have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of our Common Stock.

- (7) Includes various accounts managed by ClearBridge Investments, LLC, which have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of shares of our Common Stock.
- (8) Includes shares allocated to the individual or group under the Tennant Profit Sharing and ESOP Plan.
- (9) Includes 368,709 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Killingstad.
- (10) Includes 112,643 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Paulson.
- (11) Includes 21,848 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Zay.
- (12) Includes 23,261 shares covered by currently exercisable options or options exercisable within 60 days, granted to Ms. Wilson. Also includes 1,077 deferred stock units which are fully vested and convertible into shares of Common Stock of the Company upon leaving the Company.
- (13) Includes 20,403 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Schaefer.
- (14) Includes 5,694 shares covered by currently exercisable options or options exercisable within 60 days, granted to Ms. Arvani.
- (15) Includes 17,258 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Austen.
- (16) Includes 14,217 shares covered by currently exercisable options or options exercisable within 60 days, granted to Ms. Eicher.
- (17) Includes 16,820 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Hale. Also includes 2,735 shares held in Mr. Hale's trust.
- (18) Includes 11,549 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Mulligan.
- (19) Includes 16,820 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Shank.
- (20) Includes 16,820 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Sonnenberg.
- (21) Includes 12,205 shares covered by currently exercisable options or options exercisable within 60 days, granted to Mr. Wichmann.
- (22) Includes 666,516 shares covered by currently exercisable options or options exercisable within 60 days, granted to executive officers (including Named Executives) and directors of our Company. Also includes 2,735 shares held in Mr. Hale's trust and 1,077 deferred stock units of Ms. Wilson which are convertible into shares of Common Stock of the Company.

#### Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires that our directors and executive officers file initial reports of ownership and reports of changes in ownership with the Securities and Exchange Commission. Directors and executive officers are required by Commission regulations to furnish us with copies of all Section 16(a) forms they file. Based solely on a review of copies of these forms furnished to us, and written representations from the directors and executive officers, all Section 16(a) filing requirements were met for the year ended December 31, 2015.

#### Related-Person Transaction Approval Policy

Our Board adopted a written related-person transaction approval policy, which sets forth our Company's policies and procedures for the review, approval or ratification of certain related-person transactions. Our policy applies to any transaction, arrangement or relationship or any series of similar transactions, arrangements or relationships in which our Company or an executive is a participant and in which a related person has a direct or indirect interest, but exempts the following:

Payment of compensation by our Company to a related person for the related person's service to our Company in the capacity or capacities that give rise to the person's status as a "related person" (provided such compensation was approved by the Board or a Committee of the Board, if such approval was required);

• Transactions available to all employees or all shareholders of our Company on the same terms; and

• Transactions which, when aggregated with the amount of all other transactions between the related person and our Company, involve less than \$120,000 in a fiscal year.

Our Board must approve any related-person transaction subject to this policy before commencement of the related-person transaction or, if the transaction is not identified prior to its commencement, the transaction must be submitted to our Board for ratification. The Board will analyze the following factors, in addition to any other factors the Committee deems appropriate, in determining whether to approve a related-person transaction:

• Whether the terms are fair to our Company;

• Whether the transaction is material to our Company;

• The role the related person has played in arranging the related-person transaction;

• The structure of the related-person transaction; and

• The interests of all related persons in the related-person transaction.

Our Board may, in its sole discretion, approve or deny any related-person transaction. Approval of a related-person transaction may be conditioned upon our Company and the related person taking such precautionary actions as our Board deems appropriate.

#### Political Contribution Policy

Upon recommendation of the Governance Committee, our Board adopted a written Political Contributions and Public Policy Activities policy, which provides that:

• the Company and its subsidiaries abide by laws governing Political Contributions and related activities;

• the Company generally will not make direct Political Contributions;

• if the Company wants to make direct Political Contributions, it must get advance approval from the Governance Committee; and

• employees are forbidden from using Company property for political or public policy activities.

The policy is not intended to prohibit the Company from participating in trade associations, professional societies, industry groups and other tax-exempt organizations that represent the industries and business communities in which the Company operates.

#### Shareholder Proposals

Shareholder proposals intended to be presented at the 2017 Annual Meeting should be sent to our Corporate Secretary at 701 North Lilac Drive, P.O. Box 1452, Minneapolis, MN 55440-1452. Proposals must be received on or before November 15, 2016, to be eligible for inclusion in our Proxy Statement and form of Proxy relating to that meeting.

Shareholder proposals intended to be presented at the 2017 Annual Meeting, but not intended to be included in the Proxy Statement or form of Proxy for the meeting, must be received on or before January 27, 2017. Proxies solicited

by our Board for that Annual Meeting will authorize the named Proxies on the Proxy Card to use their discretion in voting the Proxies when any such proposals are presented at the meeting.

See Director Nomination Process for information and requirements on how to nominate a director or recommend a potential director candidate for consideration by our Governance Committee.

50

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TENNANT COMPANY  
ANNUAL MEETING OF SHAREHOLDERS  
10:30 a.m. CDT  
Wednesday, April 27, 2016  
Golden Valley Country Club  
7001 Golden Valley Road  
Golden Valley, MN 55427

Driving Directions:

FROM THE WEST:

Highway 55 East to Winnetka Avenue (stoplight). Left on Winnetka to Golden Valley Road. Right on Golden Valley Road for approximately one mile. Entrance to clubhouse on the right, just after the railroad tracks.

FROM THE SOUTH:

Interstate 494 West to Highway 100 North. 100 North to Highway 55 West. 55 West to Douglas Drive (stoplight). Right on Douglas Drive to Golden Valley Road (2nd light). Left on Golden Valley Road approximately 1/3 mile. Entrance to clubhouse on the left, before the railroad tracks.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:  
The Notice and Proxy Statement and Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

TENNANT COMPANY  
ANNUAL MEETING OF SHAREHOLDERS  
APRIL 27, 2016, 10:30 A.M.  
THIS PROXY IS SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Thomas Paulson and Heidi M. Wilson, and each of them, as Proxies, each with the power to appoint his/her substitute, and hereby authorizes them or either of them to represent and to vote, as designated herein, all the shares of Common Stock of Tennant Company (the "Company") held of record by the undersigned on February 26, 2016, at the Annual Meeting of Shareholders to be held on April 27, 2016, or any adjournment thereof.

THIS PROXY, WHEN PROPERLY EXECUTED, WILL BE VOTED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED SHAREHOLDER. IF NO DIRECTION IS MADE, THIS PROXY WILL BE VOTED FOR EACH OF THE NOMINEES IN PROPOSAL 1 AND FOR PROPOSALS 2 AND 3.

This Proxy covers all shares for which the undersigned has the right to give voting instructions to Vanguard Fiduciary Trust Company, Trustee of the Tennant Company Retirement Savings Plan (090984) ("Plan"). This Proxy, when properly executed, will be voted as directed. If voting instructions are not received by the proxy tabulator by April 22, 2016, the undersigned will be treated as directing the Plan's Trustee to vote the shares held in the Plan in the same proportion as the shares for which the Trustee has received timely instructions from others who do vote.

THESE INSTRUCTIONS, WHEN PROPERLY EXECUTED, WILL BE FOLLOWED IN THE MANNER DIRECTED HEREIN BY THE UNDERSIGNED PARTICIPANT.

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)  
Continued and to be signed on reverse side. See reverse for voting.

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VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on April 26, 2016. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by Tennant Company in mailing proxy materials, you can consent to receiving all shareholder communications, including future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on April 26, 2016. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TENNANT COMPANY  
701 NORTH LILAC DRIVE  
P.O. BOX 1452  
MINNEAPOLIS, MN 55440-1452

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

KEEP THIS PORTION FOR YOUR RECORDS

TENNANT COMPANY

The Board of Directors recommends a vote FOR all nominees listed.

Vote On Directors

	For	Withhold	For All	To withhold authority to vote for any individual nominees(s), mark "For All Except" and write the number(s) of the nominee(s) on the line below.
1. Election of Directors, such that the total number of directors is nine	All	All	Except	
Nominees:	o	o	o	
01) William F. Austen				
02) H. Chris Killingstad				
03) David Windley				

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If elected, Messrs. Austen, Killingstad and Windley will serve for a term of three years.

Vote On Proposals

The Board of Directors recommends you vote FOR the following proposals:

	For	Against	Abstain
Ratify the appointment of KPMG LLP as the independent registered			
2. public accounting firm of the Company for the year ending December 31, 2016.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
3. Advisory approval of executive compensation.	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

For address changes and/or comments, please check this box and write them on the back where indicated.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature (PLEASE SIGN WITHIN BOX)

Date

Signature (Joint Owners)

Date