### Edgar Filing: PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. - Form 4

PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C. Form 4 April 18, 2019 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PRESCOTT GROUP CAPITAL Issuer Symbol MANAGEMENT, L.L.C. Sequential Brands Group, Inc. (Check all applicable) [SQBG] (Last) (First) (Middle) 3. Date of Earliest Transaction Director \_ 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) 1924 SOUTH UTICA, SUITE 1120 04/17/2019 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Dav/Year) Applicable Line) Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting **TULSA, OK 74104** Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 4. Securities Acquired 5. Amount of 7. Nature of 3. 6. Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Direct Beneficial any (Month/Day/Year) (Instr. 8) Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common See Stock, par 04/17/2019 Ρ 12,171 9,038,765<sup>(1)</sup> I Footnote Α value \$0.01 (2) per share Common See Stock, par \$ 0.93 04/17/2019 Ρ 317,541 A 9,356,306 (1) I Footnote value \$0.01 (2) per share

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)

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# required to respond unless the form displays a currently valid OMB control number.

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

| 2.          | 3. Transaction Date                                 | 3A. Deemed   | 4.   | 5.   | 6. Date Exer   | cisable and  | 7. Tit   | le and  | 8. Price of   | 9. Nu   |
|-------------|---|--|--|--|--|--|--|---|---|---|
| Conversion  | (Month/Day/Year)                                    | Execution Date, if   | Transacti  | onNumber Expiration Date   |  | Amou   | int of   | Derivative  | Deriv   |   |
| or Exercise |   | any  | Code   | of   | (Month/Day/  | Year)  | Under  | rlying  | Security  | Secu  |
| Price of    |   | (Month/Day/Year)   | (Instr. 8)   | Derivative   | e  |  | Secur  | ities   | (Instr. 5)  | Bene  |
| Derivative  |   |  |  | Securities   |  |  | (Instr   | . 3 and 4)  |   | Owne  |
| Security    |   |  |  | Acquired   |  |  |  |   |   | Follo   |
|             |   |  |  | (A) or   |  |  |  |   |   | Repo  |
|             |   |  |  | Disposed   |  |  |  |   |   | Trans   |
|             |   |  |  | of (D)   |  |  |  |   |   | (Instr  |
|             |   |  |  | (Instr. 3,   |  |  |  |   |   |   |
|             |   |  |  | 4, and 5)  |  |  |  |   |   |   |
|             |   |  | Code V   | (A) (D)  | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount<br>or<br>Number<br>of<br>Shares  |   |   |
|             | Conversion<br>or Exercise<br>Price of<br>Derivative | Conversion (Month/Day/Year)<br>or Exercise<br>Price of<br>Derivative | Conversion(Month/Day/Year)Execution Date, ifor ExerciseanyPrice of(Month/Day/Year)Derivative | Conversion (Month/Day/Year) Execution Date, if Transaction<br>or Exercise any Code<br>Price of (Month/Day/Year) (Instr. 8)<br>Derivative<br>Security | Conversion<br>or Exercise(Month/Day/Year)Execution Date, if<br>anyTransactionNumber<br>CodePrice of<br>Derivative<br>Security(Month/Day/Year)(Instr. 8)Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | Conversion (Month/Day/Year) Execution Date, if<br>or Exercise any Code of (Month/Day/<br>Price of (Month/Day/Year) (Instr. 8) Derivative<br>Security Securities Acquired<br>(A) or Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) Date<br>Exercisable | Conversion (Month/Day/Year) Execution Date, if any Code of (Month/Day/Year) Expiration Date<br>Price of (Month/Day/Year) (Month/Day/Year) (Instr. 8) Derivative<br>Security Securities Acquired<br>(A) or Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) Date Expiration<br>Date Expiration | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security       (Month/Day/Year)       Execution Date, if<br>any       TransactionNumber<br>Code       Expiration Date<br>(Month/Day/Year)       Amou<br>Under<br>Security         Month/Day/Year)       (Month/Day/Year)       Instr. 8)       Derivative<br>Securities       Securities       Securities         Month/Day/Year)       (Instr. 8)       Derivative<br>Securities       Securities       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Derivative       Securities       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Derivative       Securities         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)       Instr. 8)         Month/Day/Year)       Instr. 8)       Instr. 8)       Instr. 8) | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security(Month/Day/Year)Execution Date, if<br>any<br>(Month/Day/Year)TransactionNumber<br>Code<br>ofExpiration Date<br>(Month/Day/Year)Amount of<br>Underlying<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)Amount of<br>Underlying<br>Securities<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)Expiration Date<br>(Month/Day/Year)Amount of<br>Underlying<br>Securities<br>(Instr. 3<br>and 4)Conversion<br>DateExpiration<br>DateTitleAmount<br>of<br>Number<br>of | Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security(Month/Day/Year)Execution Date, if<br>any<br>(Month/Day/Year)TransactionNumber<br>of<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)Expiration Date<br>(Month/Day/Year)Amount of<br>UnderFying<br>Securities<br>(Instr. 5)Derivative<br>SecurityConversion<br>(Month/Day/Year)(Month/Day/Year)(Instr. 8)<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5)Expiration Date<br>(Month/Day/Year)Amount of<br>UnderFying<br>Securities<br>(Instr. 5)Derivative<br>Securities<br>(Instr. 5)DateExpiration<br>DateAmount<br>or<br>Number<br>of<br>OateAmount<br>or<br>Number<br>of<br>OateAmount<br>or<br>Number<br>of<br>Number |

## **Reporting Owners**

| Reporting Owner Name /  | Address                       | Relationships |         |       |            |  |
|---|-------------------------------|---------------|---------|-------|------------|--|
|   | Director                      | 10% Owner     | Officer | Other |            |  |
| PRESCOTT GROUP CAPITAL MA<br>1924 SOUTH UTICA, SUITE 1120<br>TULSA, OK 74104                      | NAGEMENT, L.L.C.              | Х             |         |       |            |  |
| FROHLICH PHIL<br>1924 SOUTH UTICA, SUITE 1120<br>TULSA, OK 74104                                  |                               | Х             |         |       |            |  |
| Signatures  |                               |               |         |       |            |  |
| PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C., /s/ Phil Frohlich, Name: Phil Frohlich, Title: Manager |                               |               |         |       |            |  |
| 2 <mark>**</mark>   | Signature of Reporting Person |               |         |       | Date       |  |
| /s/ Phil Frohlich   |                               |               |         |       | 04/18/2019 |  |
| <u>**</u> S   | Signature of Reporting Person |               |         |       | Date       |  |

## **Explanation of Responses:**

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The filing of this Form 4 shall not be construed as an admission that Prescott Group Capital Management, L.L.C. ("Prescott Capital") or Phil Frohlich, the manager of Prescott Capital, is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock, par value \$0.01 per share (the "Common Stock"), of Sequential

 antended, of other wise the beneficial owner of any of the Common Stock, par value \$0.01 per share (the "Common Stock"), of Sequentian Brands Group, Inc. (the "Issuer") purchased by Prescott Group Aggressive Small Cap Master Fund, G.P. (the "Master Fund") for the accounts of Prescott Group Aggressive Small Cap, L.P. or Prescott Group Aggressive Small Cap II, L.P. (together, the "Small Cap Funds"). Pursuant to Rule 16a-1, both Prescott Capital and Mr. Frohlich disclaim such beneficial ownership.

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Prescott Capital holds indirectly the shares of Common Stock of the Issuer through the account of the Master Fund, of which Prescott Capital is the Investment Manager. The Master Fund holds the shares of Common Stock for the accounts of the Small Cap Funds, of

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

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.