

Differential Brands Group Inc.  
Form 3/A  
February 10, 2016

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

<p>1. Name and Address of Reporting Person *</p> <p>Â Tengram Capital Associates, LLC</p> <p>(Last) (First) (Middle)</p> <p>15 RIVERSIDE AVENUE</p> <p>(Street)</p> <p>WESTPORT,Â CTÂ 06880</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>01/28/2016</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Differential Brands Group Inc. [DFBG]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p>___ Director ___X___ 10% Owner ___ Officer ___ Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>02/08/2016</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p>___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.10 per share	1,245,418	I	See Footnote <sup>(1)</sup>
Common Stock, par value \$0.10 per share	410,345	I	See Footnote <sup>(2)</sup>

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tengram Capital Associates, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^
Tengram Capital Partners Gen2Fund, LP 15 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^
TCP RG, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	^	^ X	^	^

## Signatures

/s/ Matthew Eby as co-managing member of Tengram Capital Associates, LLC  **Signature of Reporting Person	02/10/2016  Date
/s/ Matthew Eby as co-managing member of Tengram Capital Associates, LLC, as general partner of Tengram Capital Partners Gen2 Fund, L.P.  **Signature of Reporting Person	02/10/2016  Date
/s/ Matthew Eby as co-managing member of Tengram Capital Associates, LLC, as general partner of Tengram Capital Partners Gen2 Fund, L.P., as managing member of TCP RG, LLC  **Signature of Reporting Person	02/10/2016  Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Securities directly owned by TCP RG, LLC. TCP RG, LLC is managed by its managing member Tengram Capital Partners Gen2 Fund, L.P. ("Tengram Fund I"). Tengram Capital Associates, LLC ("TCA") is the general partner of Tengram Fund I. William Sweedler and Matthew Eby are the managing members of TCA. Each of Tengram Fund I, TCA, Mr. Sweedler and Mr. Eby may be deemed a beneficial owner of securities held by TCP RG, LLC, but disclaims beneficial ownership of such securities except to the extent of his or its pecuniary interest therein.
- (2) Securities directly owned by TCP RG II, LLC. TCP RG II, LLC is managed by its managing member Tengram Fund I. TCA is the general partner of Tengram Fund I. Mr. Sweedler and Mr. Eby are the managing members of TCA. Each of Tengram Fund I, TCA, Mr. Sweedler and Mr. Eby may be deemed a beneficial owner of securities held by TCP RG II, LLC, but disclaims beneficial ownership of such securities except to the extent of his or its pecuniary interest therein.

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### Remarks:

This form amends and restates the Form 3A previously filed to include each of Tengram Capital Pa

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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