

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)

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

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)
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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable Expiration Date	Title Amount or Number of Shares			

						(I) (Instr. 5)	
Series A Convertible Preferred Stock	Â (1)	Â (1)	Common Stock	4,480,287 (1)	\$ (1)	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Tengram Capital Associates II, LLC 15 RIVERSIDE AVENUE WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
Tengram Capital Partners Fund II, L.P. 15 RIVERSIDE AVENUE WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â
TCP Denim, LLC 15 RIVERSIDE AVENUE WESTPORT,Â CTÂ 06880	Â	Â X	Â	Â

Signatures

/s/ Matthew Eby, as co-managing member of Tengram Capital Associates II, LLC	02/10/2016
__Signature of Reporting Person	Date
/s/ Matthew Eby, as co-managing member of Tengram Capital Associates II, LLC, as general partner of Tengram Capital Partners Fund II, L.P.	02/10/2016
__Signature of Reporting Person	Date
/s/ Matthew Eby, as co-managing member of Tengram Capital Associates II, LLC, as general partner of Tengram Capital Partners Fund II, L.P., as sole member of TCP Denim, LLC	02/10/2016
__Signature of Reporting Person	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) 50,000 shares of Series A Convertible Preferred Stock held by TCP Denim, LLC is convertible, at the option of the holder thereof, at any time and without the payment of additional consideration by such holder, into such number of fully paid and non-assessable shares of common stock as is determined by dividing \$1,000 per share of the Series A Convertible Preferred Stock, plus the amount of accumulated and accrued and unpaid dividends thereon as of the conversion date, by the conversion price in effect at the time of conversion. The conversion price, which is adjustable, is initially \$11.16 and, as set forth in the certificate of designation, will be subject to certain adjustments that are typical for convertible preferred stock of this type and such adjustments may increase the number of shares of common stock issuable upon conversion of the Series A Convertible Preferred Stock.
- (2) TCP Denim, LLC is managed by its sole member Tengram Capital Partners Fund II, L.P. ("Tengram Fund II"). Tengram Capital Associates II, LLC ("TCA II") is the general partner of Tengram Fund II. Each of Tengram Fund II, TCA II, Mr. Sweedler and Mr. Eby may be deemed a beneficial owner of securities held by TCP Denim, LLC, but disclaims beneficial ownership of such securities except to the extent of his or its pecuniary interest therein.

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Remarks:

ThisÂ formÂ amendsÂ andÂ restatesÂ theÂ FormÂ 3Â previouslyÂ filedÂ toÂ includeÂ eachÂ ofÂ TengramÂ CapitalÂ As

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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