## SAVAGE KENT A

Form 4
April 03, 2018

| RM 4 |  | OMB APPROVAL |
| :---: | :---: | :---: |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | OMB Number: 3235-0287 |
| Check this box if no longer |  | Expires: $\quad \begin{array}{r}\text { January 31, } \\ 2005\end{array}$ |
| subject to Section 16 | SECURITIES | Estimated average |
| Form 4 or |  | $\text { response... } 0.5$ |
| Form 5 <br> obligations may continue. | 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 |  |
| See Instruction | 30(h) of the Investment Company Act of 1940 |  |
| 1 (b). |  |  |

(Print or Type Responses)

| 1. Name and Address of Reporting Person *SAVAGE KENT A | 2. Issuer Name and Ticker or Trading Symbol |
| :---: | :---: |
|  | Differential Brands Group Inc. [DFBG] |
| (Last) (First) (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) |
| C/O DIFFERENTIAL BRANDS | 03/31/2018 |
| GROUP INC., 1231 S. GERHART |  |
| AVE. |  |
| (Street) | 4. If Amendment, Date Original Filed(Month/Day/Year) |

COMMERCE, CA 90022
5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_X_D Director
below)
6. Individual or Joint/Group Filing(Check

Applicable Line)
_X_Form filed by One Reporting Person _ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
 value $\$ 0.10$
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) required to respond unless the form displays a currently valid OMB control number.

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. <br> Transactio | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount o Underlying Securities |
| :---: | :---: | :---: | :---: | :---: | :---: | :---: | :---: |
| Security | or Exercise |  |  | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |
| (Instr. 3) | Price of |  | (Month/Day/Year) | (Instr. 8) | Acquired (A) |  |  |
|  | Derivative |  |  |  | or Disposed of |  |  |
|  | Security |  |  |  | (D) |  |  |
|  |  |  |  |  | (Instr. 3, 4, and 5) |  |  |



## Reporting Owners

Reporting Owner Name / Address

## Relationships

Director 10\% Owner Officer Other

## SAVAGE KENT A

C/O DIFFERENTIAL BRANDS GROUP INC.
1231 S. GERHART AVE.
COMMERCE, CA 90022

## Signatures

| /s/ Kent Savage | $04 / 03 / 2018$ |
| :---: | :---: |
| $* *$ <br> 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. $78 \mathrm{ff}(\mathrm{a})$.
The reporting person previously received a grant of shares of Restricted Stock Units ("RSUs") that represented a contingent right to
(1) receive one share of the Company's common stock pursuant to the Differential Brands Group Inc. 2016 Stock Incentive Plan (the "Plan") and previously reported on Table II of a Form 4. These RSUs vested in accordance with the terms of the applicable RSU agreement and the Plan.
(2) (3) These shares are held for the account of Savage Interests LP, a limited partnership of which the reporting person and his spouse are two of the five limited partners. Savage Interests LP has two general partners with which it must act jointly with respect to the voting and investment control of the shares: (i) KAS Interests GP LLC, of which the reporting person is the sole managing member and (ii) CKS


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Interests GP, LLC of which the reporting person's spouse is the sole managing member. The limited partners of Savage Interests LP have no voting or investment control over the shares. The reporting person disclaims beneficial ownership of common stock held in the account of the LP except to the extent of his pecuniary interest therein. The filing of this statement shall not be deemed to be an admission that the reporting person is the beneficial owner of any securities not held directly for his account for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise.

The remaining restricted stock units will vest as follows: (i) 12,887 shares shall vest on June 30, 2018; (ii) 12,886 shares shall vest on (3) September 30, 2018; and (iii) 12,886 shares shall vest on December 31 , 2018, subject to continued service as a member of our Board of Directors through the applicable vesting dates.
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.

