

Differential Brands Group Inc.

Form 3/A

February 10, 2016

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

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**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 *Â Tengram Capital Associates,
LLC

(Last) (First) (Middle)

15 RIVERSIDE AVENUE

(Street)

WESTPORT,Â CTÂ 06880

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
01/28/20163. Issuer Name **and** Ticker or Trading Symbol
Differential Brands Group Inc. [DFBG]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)
02/08/20166. Individual or Joint/Group
Filing(Check Applicable Line)
____ Form filed by One Reporting
Person
__X__ 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)

Common Stock, par value \$0.10 per share

1,245,418

I

See Footnote ⁽¹⁾

Common Stock, par value \$0.10 per share

410,345

I

See Footnote ⁽²⁾Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****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 of5. Ownership
Form of
Derivative6. 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	Â	Â X	Â	Â
Tengram Capital Partners Gen2Fund, LP 15 RIVERSIDE AVENUE WESTPORT, CT 06880	Â	Â X	Â	Â
TCP RG, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	Â	Â X	Â	Â

Signatures

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