

Differential Brands Group Inc.
Form 4
January 04, 2017

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN 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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Buckley Michael F

(Last) (First) (Middle)

C/O DIFFERENTIAL BRANDS
GROUP, 1231 S.GERHART AVE.

(Street)

COMMERCE, CA 90022

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Differential Brands Group Inc.
[DFBG]

3. Date of Earliest Transaction
(Month/Day/Year)
12/31/2016

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below) Chief Executive Officer

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 Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock, par value \$0.10 per share	12/31/2016		M		144,588 (1)	A 11	613,736 D
Common Stock, par value \$0.10 per share	12/31/2016		F		54,336 (2)	D \$ 2.7	559,400 D

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Restricted Stock Units	<u>1</u>	12/31/2016		M	144,588	12/31/2016 12/31/2016	Common Stock, par value \$0.10 per share 144,5

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Buckley Michael F C/O DIFFERENTIAL BRANDS GROUP 1231 S.GERHART AVE. COMMERCE, CA 90022	X Chief Executive Officer

Signatures

/s/ Michael

Buckley

01/04/2017

**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).

(1) The reporting person previously received a grant of shares of Restricted Stock Units ("RSUs") that represented a contingent right to 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 3. These RSUs vested in accordance with the terms of the applicable RSU agreement and the Plan.

(2) In accordance with the terms and conditions of the RSU agreement, and as permitted under the Plan, 1/3 of the shares vested and the Company withheld an equivalent amount of RSUs at fair market value to pay the minimum tax withholding requirements for the reporting person. There was no open market sale of common stock by the reporting person.

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- (3) The remaining RSUs will vest on December 31, 2017 and December 31, 2018, subject to Mr. Buckley's continued employment 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.

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