

Differential Brands Group Inc.
Form 3
February 08, 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, LLC			(Month/Day/Year)		Differential Brands Group Inc. [DFBG]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)	
15 RIVERSIDE AVENUE			(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)	
(Street)			___ Director		_X_ 10% Owner	
WESTPORT,Â CTÂ 06880			___ Officer		_X_ Form filed by One Reporting Person	
(City)	(State)	(Zip)	(give title below)		(specify below)	
					___ 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)

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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		

Signatures

/s/ Matthew Eby as co-managing member of Tengram Capital Associates, LLC

02/08/2016

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 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:

As discussed in footnote (1) above, each of Tengram Capital Partners Gen2 Fund, L.P. and TCP

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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