

Tengram Capital Associates, LLC
 Form 4
 October 31, 2018

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Tengram Capital Associates, LLC

2. Issuer Name and Ticker or Trading Symbol
 Centric Brands Inc. [DFBG]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 15 RIVERSIDE AVENUE
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 10/29/2018

____ Director 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

WESTPORT, CT 06880
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.10 per share | 10/29/2018 | | C(1)(2) | | 10,803,319 | A | \$ 0 |
| | | | | | 12,321,093 | I | |

See Footnote (3)

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

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SEC 1474 (9-02)

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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 |
| Series A Convertible Preferred Stock | (1) | 10/29/2018 | | C | 50,000 | 01/28/2016 | (4) | Common Stock, par value \$0.10 | 5,852 |
| Series A-1 Convertible Preferred Stock | (2) | 10/29/2018 | | C | 4,587,964 | 01/18/2018 | (4) | Common Stock, par value \$0.10 | 4,951 |

Reporting Owners

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

Signatures

/s/ Matthew Eby, as co-managing member of Tengram Capital Associates II, LLC
 **Signature of Reporting Person
 Date 10/31/2018

s/ Matthew Eby, as co-managing member of Tengram Capital Associates II, LLC, as general partner of Tengram Capital Partners Fund II, L.P.
 **Signature of Reporting Person
 Date 10/31/2018

/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
 **Signature of Reporting Person
 Date 10/31/2018

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).

Reflects the conversion of 50,000 shares of Series A Convertible Preferred Stock of the Company (the "Series A Preferred Stock") held by TCP Denim, LLC into shares of common stock of the Company. The Series A Preferred Stock converted at the option of the holder
(1) without the payment of additional consideration by the holder into a number of shares of Common Stock equal to the quotient of (i) \$1,000 (plus, at the option of the holder thereof, the amount of accrued and unpaid dividends thereon, as of the conversion date) divided by (ii) \$11.16.

Reflects the conversion of 4,587,964 shares of Series A-1 Preferred Stock of the Company (the "Series A-1 Preferred Stock") held by
(2) Tengram Capital Partners Fund II, L.P. into shares of common stock of the Company. The Series A-1 Preferred Stock converted at the option of the holder without the payment of additional consideration by the holder into the number of shares of Common Stock equal to the quotient of (i) \$3.00 (plus the amount of accrued and unpaid dividends thereon, as of the conversion date) divided by (ii) \$3.00.

TCP Denim, LLC is managed by its sole member Tengram Capital Partners Fund II, L.P. ("Tengram Fund II"). Tengram Capital
(3) 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.

(4) The Series A Convertible Preferred Stock and the Series A-1 Preferred Stock had no expiration date or maturity.

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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