

Eby Matthew
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 *
Eby Matthew

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)

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

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

C/O TENGRAM CAPITAL ASSOCIATES, LLC, 15 RIVERSIDE AVENUE

(Street)

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

WESTPORT, CT 06880

(City) (State) (Zip)

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)
Common Stock, par value \$0.10 per share					9,058	D	

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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
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
Eby Matthew C/O TENGRAM CAPITAL ASSOCIATES, LLC 15 RIVERSIDE AVENUE WESTPORT, CT 06880	X	X		

Signatures

/s/ Matthew Eby 10/31/2018

**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).

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 (i) 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.

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- 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 Associates II, LLC ("TCA II") is the general partner of Tengram Fund II. The Reporting Person is the co-managing member of TCA II.
- (3) As such, the Reporting Person may be deemed to beneficially own the securities in the Company held directly by Tengram Fund II and TCP Denim, LLC. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his 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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