Differential Brands Group Inc.
Form 10-Q
November 14, 2016
Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2016

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number: 0-18926

DIFFERENTIAL BRANDS GROUP INC.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	11-2928178 (I.R.S. Employer Identification No.)

1231 South Gerhart Avenue, Commerce, California (Address of principal executive offices)	90022 (Zip Code)

(323) 890-1800

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes No

The number of shares of the registrant's common stock outstanding as of November 14, 2016 was 13,083,923.

Table of Contents

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

INDEX TO QUARTERLY REPORT ON FORM 10-Q

		Page
PART I.	FINANCIAL INFORMATION	3
Item 1.	Financial Statements	3
	Condensed Consolidated Balance Sheets as of September 30, 2016 (unaudited) and December 31, 2015	3
	Unaudited Condensed Consolidated Statements of Operations and Comprehensive (Loss) Income for the Three and Nine Months Ended September 30, 2016 and 2015	4
	Unaudited Condensed Consolidated Statements of Cash Flows for the Nine Months Ended September 30, 2016 and 2015	5
	Unaudited Condensed Consolidated Statements of Equity for the Nine Months Ended September 30, 2016 and 2015	6
	Notes to Unaudited Condensed Consolidated Financial Statements	7
Item 2.	Management’s Discussion and Analysis of Financial Condition and Results of Operations	37
Item 3.	Quantitative and Qualitative Disclosures About Market Risk	56
Item 4.	Controls and Procedures	56
PART II.	OTHER INFORMATION	60
Item 1.	Legal Proceedings	60
Item 1A.	Risk Factors	60
Item 2.	Unregistered Sales of Equity Securities and Use of Proceeds	61
Item 3.	Defaults Upon Senior Securities	61
Item 4.	Mine Safety Disclosure	61
Item 5.	Other Information	61

Item 6. Exhibits 61

SIGNATURES 63

Table of Contents

EXPLANATORY NOTE

Differential Brands Group Inc. and subsidiaries ("we," "us," "our," the "Company" or "Differential") began operations in 1987 as Innovo, Inc. Since our founding, we have evolved from producing craft and accessory products to designing and selling apparel products bearing the Hudson® and Robert Graham® and as of July 18, 2016, the SWIMS® brand names. Prior to the Joe's Asset Sale discussed below, we also designed and sold apparel products bearing the various Joe's ® brand names.

As previously reported, on September 11, 2015, we completed the sale of certain of our operating and intellectual property assets related to the business operated under the brand names "Joe's Jeans," "Joe's," "Joe's JD" and "else" (the "Joe's Business") to GBG USA Inc., a Delaware corporation ("GBG"), and the sale of certain of our intellectual property assets related to the Joe's Business to Joe's Holdings LLC, a Delaware limited liability company ("Joe's Holdings"), for an aggregate purchase price of $80 million (the "Joe's Asset Sale"). The proceeds of the Joe's Asset Sale were used to repay all of our indebtedness outstanding under the term loan credit agreement, dated September 30, 2013 (the "Garrison Term Loan Credit Agreement"), with Garrison Loan Agency Services LLC ("Garrison") and a portion of our indebtedness outstanding under our revolving credit agreement (the "CIT Revolving Credit Agreement"), dated September 30, 2013, as amended, with CIT Commercial Services, Inc. ("CIT"), a unit of CIT Group. In November 2014, we had received an initial notice of default and event of default and demand for payment of default interest from Garrison under the Garrison Term Loan Credit Agreement, which also triggered a default and event of default under the terms of the CIT Revolving Credit Agreement and our separate factoring facility with CIT. On February 10, 2015, we had received additional notices of default and events of default for failure to comply with certain financial and other covenants and a demand for continued payment of default interest from both Garrison and CIT. As a result of the repayment based on the proceeds of the Joe's Asset Sale, the Garrison Term Loan Credit Agreement was paid in full and terminated on September 11, 2015, and we entered into the amended and restated revolving credit agreement (the "CIT Amended and Restated Revolving Credit Agreement"), dated September 11, 2015, which provided for a maximum credit availability of $7.5 million and waived certain defaults that remained in effect until the closing of the RG Merger (as defined below).

Additionally, as previously reported, on January 28, 2016, we completed the acquisition (the "RG Merger") of all of the outstanding equity interests of RG Parent LLC and its subsidiaries ("Robert Graham" or "RG"), a business engaged in the design, development, sales and licensing of apparel products and accessories that bear the brand name Robert Graham® (the "Robert Graham Business"), as contemplated by the Agreement and Plan of Merger, dated as of September 8, 2015 (the "RG Merger Agreement"), by and among RG, JJ Merger Sub, LLC ("RG Merger Sub") and us, for an aggregate of $81.0 million in cash and 8,825,461 shares of our common stock, par value $0.10 per share ("common stock") (after giving effect to the Reverse Stock Split (as defined below)). Pursuant to the RG Merger Agreement, among other things, RG Merger Sub was merged with and into RG, so that RG, as the surviving entity, became our wholly-owned subsidiary. The aggregate cash consideration was used to repay $19.0 million of RG's outstanding loans and indebtedness under its revolving credit agreement with J.P. Morgan Chase Bank, N.A. On the RG Merger's closing date, all outstanding loans under the CIT Amended and Restated Revolving Credit Agreement were repaid and it was terminated in connection with entering into (i) a new credit and security agreement (as later amended, the "ABL Credit Agreement") with Wells Fargo Bank, National Association, as lender, (ii) a new credit and security agreement with TCW Asset Management Company, as agent, and the lenders party thereto (as later amended, the "Term Credit Agreement"), and (iii) an amended and restated deferred purchase factoring agreement with CIT.

Effective upon consummation of the RG Merger, we changed our name from “Joe’s Jeans Inc.” to “Differential Brands Group Inc.” and our trading symbol from “JOEZ” to “DFBG,” and effected a reverse stock split (the “Reverse Stock Split”) of our issued and outstanding common stock such that each 30 shares of our issued and outstanding common stock were reclassified into one share of our issued and outstanding common stock, which Reverse Stock Split did not change the par value or the amount of authorized shares of our common stock. The primary purpose of the Reverse Stock Split was to increase the per-share market price of our common stock in order to maintain our listing on The Nasdaq Capital Market maintained by The Nasdaq Stock Market LLC (“NASDAQ”). Unless otherwise indicated, all share amounts in this Quarterly Report on Form 10-Q (this “Quarterly Report”) have been adjusted to reflect the Reverse Stock Split.

After the closing of the Joe’s Asset Sale on September 11, 2015, we retained and operated 32 Joe’s® brand retail stores, of which we transferred 18 retail stores to GBG on January 28, 2016 for no additional consideration. As of February 29, 2016, the remaining 14 Joe’s® brand retail stores were closed and are reported as discontinued operations.

Table of Contents

GBG supplied Joe's® branded merchandise to the retail stores for resale under a license from Joe's Holdings until the stores were transferred or closed.

The RG Merger has been accounted for as a reverse merger and recapitalization. As a result of the RG Merger, RG is a wholly-owned subsidiary of the Company, the Company no longer owns certain assets and intellectual property of the Joe's Business and the Company retains ownership of the businesses associated with its Hudson® brand (the "Hudson Business"). The former RG members own a majority of our issued and outstanding equity after the RG Merger. Under the acquisition method, RG is deemed the accounting acquirer for financial reporting purposes, with the Company, as the legal acquirer, being viewed as the accounting acquiree. As a result, the assets, liabilities and operations reflected in the historical condensed consolidated financial statements and elsewhere in this Quarterly Report prior to the RG Merger are those of RG and will be recorded at the historical cost basis and the Company's future periodic reports will reflect RG's historical financial condition and results of operations for comparative purposes. For the nine months ended September 30, 2016, the Company's condensed consolidated financial statements include: (i) from January 1, 2016 up to the day prior to the closing of the RG Merger on January 28, 2016, the results of operations and cash flows of RG; (ii) from and after the RG Merger's closing date on January 28, 2016, the results of continuing operations, cash flows and, as applicable, the assets and liabilities of the combined company, comprising the Company's Hudson Business and RG; (iii) from and after the RG Merger's closing date on January 28, 2016, the results of the discontinued operations from the Joe's® brand retail stores that were not transferred to GBG but that closed as of February 29, 2016; and (iv) from and after the acquisition of SWIMS AS ("SWIMS") on July 18, 2016, the results of continuing operations and cash flows and, as applicable, the assets and liabilities of SWIMS.

Prior to the RG Merger, RG and the Company had different fiscal year ends, with RG's fiscal year ending on December 31 and the Company's fiscal year ending on November 30. In connection with the RG Merger, the Company changed its fiscal year end to December 31. The accounting policies of the Company are similar in all material respects to those of RG, except as set forth in our accompanying notes to unaudited condensed consolidated financial statements.

The Company continues to be a "smaller reporting company," as defined under the Securities Exchange Act of 1934, as amended (the "Exchange Act") following the RG Merger.

Table of Contents

PART I — FINANCIAL INFORMATION

Item 1.Financial Statements.

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(in thousands, except per share data)

	September 30, 2016 (unaudited)	December 31, 2015 (note 1)
ASSETS		
Current assets		
Cash and cash equivalents	$ 4,424	$ 1,966
Factored accounts receivable, net	18,856	4,917
Accounts receivable, net	2,937	1,836
Royalties receivable	552	547
Inventories	29,849	15,353
Prepaid expenses and other current assets	2,607	1,351
Total current assets	59,225	25,970
Property and equipment, net	12,897	13,406
Goodwill	10,728	2,286
Trade names and other intangibles, net	91,758	39,823
Other assets	493	1,374
Total assets	$ 175,101	$ 82,859
LIABILITIES AND EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$ 22,168	$ 13,084
Short-term convertible notes	12,777	—
Cash advances from customers	1,705	—
Current portion of long-term debt	1,063	—
Current portion of loan payable	—	1,167
Total current liabilities	37,713	14,251
Long-term debt, net of current portion	47,445	—
Line of credit	13,590	17,013
Convertible notes	12,452	—
Deferred income taxes, net	10,378	—
Deferred rent	3,641	3,568
Other liabilities	81	—
Loan payable, net of current portion	—	486

Total liabilities	125,300	35,318
Commitments and contingencies		
Equity		
Preferred members	—	24,798
Common members	—	22,743
Series A convertible preferred stock, $0.10 par value: 50 and 0 shares authorized, issued and outstanding at September 30, 2016 and December 31, 2015, respectively	5	—
Common stock, $0.10 par value: 100,000 and 0 shares authorized, 13,082 and 0 shares issued and outstanding at September 30, 2016 and December 31, 2015, respectively	1,309	—
Additional paid-in capital	58,616	—
Accumulated other comprehensive income	704	—
Accumulated deficit	(10,833)	—
Total equity	49,801	47,541
Total liabilities and equity	$ 175,101	$ 82,859

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND

COMPREHENSIVE (LOSS) INCOME

(in thousands, except per share data)

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net sales	$ 41,160	$ 17,605	$ 107,248	$ 52,809
Cost of goods sold	20,832	6,634	49,518	20,001
Gross profit	20,328	10,971	57,730	32,808
Operating expenses				
Selling, general and administrative	21,115	9,808	60,262	29,359
Depreciation and amortization	1,593	915	4,456	2,748
Retail store impairment	—	—	279	—
	22,708	10,723	64,997	32,107
Operating (loss) income	(2,380)	248	(7,267)	701
Interest expense, net	2,090	134	5,426	402
Other expense, net	121	—	121	—
(Loss) income before income tax	(4,591)	114	(12,814)	299
Income tax (benefit) provision	(1,770)	78	(1,193)	194
(Loss) income from continuing operations	(2,821)	36	(11,621)	105
Loss from discontinued operations, net of tax	—	—	(1,286)	—
Net (loss) income	$ (2,821)	$ 36	$ (12,907)	$ 105
(Loss) earnings per common share - basic				
(Loss) earnings from continuing operations	$ (0.22)	$ 0.00	$ (0.95)	$ 0.01
Loss from discontinued operations	—	—	(0.11)	—
(Loss) earnings per common share - basic	$ (0.22)	$ 0.00	$ (1.06)	$ 0.01
(Loss) earnings per common share - diluted				
(Loss) earnings from continuing operations	$ (0.22)	$ 0.00	$ (0.95)	$ 0.01
Loss from discontinued operations	—	—	(0.11)	—
(Loss) earnings per common share - diluted	$ (0.22)	$ 0.00	$ (1.06)	$ 0.01
Weighted average shares outstanding				
Basic	12,953	8,825	12,222	8,825
Diluted	12,953	8,825	12,222	8,825
Net (loss) income	$ (2,821)	$ 36	$ (12,907)	$ 105
Other comprehensive income item, net of tax:				

Foreign currency translation	704	—	704	—
Other comprehensive income	704	—	704	—
Comprehensive (loss) income	$ (2,117)	$ 36	$ (12,203)	$ 105

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

	Nine months ended September 30,	
	2016	2015
CASH FLOWS FROM OPERATING ACTIVITIES		
Net cash (used in) provided by continuing operating activities	$ (19,374)	$ 1,768
Net cash used in discontinued operating activities	(1,384)	—
Net cash (used in) provided by operating activities	(20,758)	1,768
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash paid in reverse acquisition with Robert Graham, net of cash acquired	(6,538)	—
(Payment) refund of security deposit	(37)	38
Purchases of property and equipment	(1,337)	(3,362)
Cash paid for the acquisition of SWIMS, net of cash acquired	(11,828)	—
Net cash used in investing activities	(19,740)	(3,324)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of Series A convertible preferred stock, net of offering costs	49,881	—
Proceeds from term debt	50,000	—
Repayment of new term loan	(375)	—
Proceeds from line of credit	14,143	—
Proceeds from short term convertible note	13,000	—
Repayment of terminated line of credit and loan payable	(23,349)	—
Payment of deferred financing costs	(1,584)	—
Redemption of unit holders	(58,218)	—
Proceeds from customer cash advances	812	—
Payment of loan payable	—	(875)
Proceeds from line of credit	—	2,499
Payment of accrued distribution to members	(1,366)	(376)
Net cash provided by financing activities	42,944	1,248
Effect of exchange rate changes on cash	12	—
NET CHANGE IN CASH AND CASH EQUIVALENTS	2,458	(308)
CASH AND CASH EQUIVALENTS, at beginning of period	1,966	792
CASH AND CASH EQUIVALENTS, at end of period	$ 4,424	$ 484

Supplemental disclosures of cash flow information:		
Interest paid	$ 3,038	$ 354
Income taxes paid	$ 2,642	$ 90
Supplemental disclosures of non-cash financing activities:		
Reclassification of other assets to offering costs	$ 812	$ —
Reclassification of other assets to deferred financing costs	$ 349	$ —
Issuance of convertible notes	$ 16,565	$ —
Common stock issued in reverse acquisition with Robert Graham	$ 20,000	$ —
Common stock issued in acquisition of SWIMS	$ 1,750	$ —
Debt discount recorded in connection with short term convertible note	$ 465	$ —
Warrants issued in acquisition of SWIMS	$ 45	$ —

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF EQUITY

(in thousands)

	Common Stock		Preferred Series A		Additional	Accumulated Other Comprehensive	Accumulated	Preferred Members		Common Members	
	Shares	Par Value	Shares	Par Value	Paid-In Capital	Income	Deficit	Units	Amount	Units	Amount
1,											
	—	$ —	—	$ —	$ —	$ —	$ —	5,100	$ 25,375	4,900	$ 23,298
	—	—	—	—	—	—	—	—	13	—	(389)
	—	—	—	—	—	—	—	—	53	—	52
015	—	$ —	—	$ —	$ —	$ —	$ —	5,100	$ 25,441	4,900	$ 22,961
1,											
	—	$ —	—	$ —	$ —	$ —	$ —	5,100	$ 24,798	4,900	$ 22,743
RG											
	—	—	—	—	—	—	—	—	(1,058)	—	(1,016)
nit											
	—	—	—	—	—	—	—	—	(29,313)	—	(28,905
n											
	8,825	883	—	—	(13,634)	—	—	(5,100)	5,573	(4,900)	7,178
on											
am	3,509	351	—	—	19,649	—	—	—	—	—	—
	—	—	—	—	—	—	(10,833)	—	—	—	—
s A											
et											
of											
	—	—	50	5	49,064	—	—	—	—	—	—
	—	—	—	—	849	—	—	—	—	—	—
n											
	45	5	—	—	498	—	—	—	—	—	—
	703	70	—	—	1,680	—	—	—	—	—	—

non											
nts	—	—	—	—	510	—	—	—	—	—	—
	—	—	—	—	—	704	—	—	—	—	—
016	13,082	$ 1,309	50	$ 5	$ 58,616	$ 704	$ (10,833)	—	$ —	—	$ —

See accompanying notes to unaudited condensed consolidated financial statements.

Table of Contents

DIFFERENTIAL BRANDS GROUP INC. AND SUBSIDIARIES

NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

SEPTEMBER 30, 2016

NOTE 1 — BASIS OF PRESENTATION

Our principal business activity involves the design, development and worldwide marketing of apparel products, which include denim jeans, related casual wear and accessories bearing the brand name Hudson®, the design, development, sales and licensing of apparel products and accessories bearing the brand name Robert Graham® and the design, development, sales and licensing of footwear and accessories bearing the brand name SWIMS®. Our primary current operating subsidiaries are Robert Graham, Hudson Clothing, LLC ("Hudson") and as of July 18, 2016, DFBG Swims, LLC ("DFBG Swims") (see "Note 4 –Acquisition of SWIMS"). In addition, we have other non-operating subsidiaries. All significant inter-company transactions have been eliminated in consolidation.

On January 28, 2016, we completed the RG Merger. We refer you to the "Explanatory Note" on page 1 for the definitions of the capitalized terms used in this Quarterly Report. As a result of the RG Merger, RG is a wholly-owned subsidiary of the Company and RG's former members own a majority of our issued and outstanding equity. Additionally, the Company owns the Robert Graham Business, no longer owns the Joe's Business and has retained ownership of the Hudson Business. The RG Merger has been accounted for as a reverse merger and recapitalization, such that, under the acquisition method, RG has been deemed the accounting acquirer for financial reporting purposes, with the Company, as the legal acquirer, viewed as the accounting acquiree. As a result, the assets, liabilities and operations reflected in the historical condensed consolidated financial statements and elsewhere in this Quarterly Report prior to the RG Merger are those of RG and are recorded at the historical cost basis. For the nine months ended September 30, 2016, the Company's condensed consolidated financial statements include: (i) from January 1, 2016 up to the day prior to the closing of the RG Merger on January 28, 2016, the results of operations and cash flows of RG; and (ii) from and after the RG Merger's closing date on January 28, 2016, the results of continuing operations and cash flows and, as applicable, the assets and liabilities of the combined company, comprising the Company's Hudson Business and Robert Graham Business; (iii) from and after the RG Merger's closing date on January 28, 2016, the results of the discontinued operations from the Joe's® brand retail stores that were not transferred to GBG but that closed as of February 29, 2016; (iv) from and after the acquisition of SWIMS (as defined in Note 4) on July 18, 2016, the results of continuing operations and cash flows and, as applicable, the assets and liabilities of SWIMS.

In connection with the RG Merger, we changed our fiscal year end to December 31 and report our results with RG as the accounting acquirer. Certain reclassifications have been made to prior year amounts within the accompanying condensed consolidated balance sheets and unaudited condensed consolidated statements of cash flows to conform to the current period presentation.

Our reportable business segments are Wholesale, Consumer Direct and Corporate and other. Because RG has been accounted for as the accounting acquirer as a result of the RG Merger, we have adopted RG's three subdivisions as our reportable segments for all operations of our combined Company for periods after the RG Merger's closing date. For

periods before the RG Merger's closing date, our discussion of reportable segments reflects only the operations of RG. We manage, evaluate and aggregate our operating segments for segment reporting purposes primarily on the basis of business activity and operation. Our Wholesale segment is comprised of sales of our products to premium department stores, boutiques, retailers, specialty stores and international customers, and records expenses from sales and customer service departments, trade shows, warehouse distribution, product samples and customer service departments. Our Consumer Direct segment is comprised of sales to consumers through our Robert Graham® brand full-price retail stores and outlet stores, through our SWIMS® brand outlet store in Oslo, Norway and through our online retail sites at www.hudsonjeans.com, www.robertgraham.us and www.swims.com. Our Corporate and other segment is comprised of revenue from trademark licensing agreements and expenses from corporate operations, which include the executive, finance, legal, information technology, accounting, human resources, design and production departments and general brand marketing and advertising expenses associated with our brands.

Our unaudited condensed consolidated financial statements, which comprise the accounts of our wholly-owned subsidiaries (including Hudson from the date of the completion of the RG Merger and DFBG Swims from the date of

Table of Contents

acquisition), for the quarterly and year to date periods ended September 30, 2016 and 2015 and the related footnote information have been prepared on a basis consistent with our audited consolidated financial statements as of December 31, 2015 and 2014 and for the three-year period ended December 31, 2015 (filed as Exhibit 99.1 to Amendment No. 1 to our Current Report on Form 8-K/A, filed with the Securities and Exchange Commission (the "SEC") on March 30, 2016).

These unaudited condensed consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles for interim financial information and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. generally accepted accounting principles for complete financial statements. These unaudited condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements as of December 31, 2015 and 2014 and for the three-year period ended December 31, 2015 contained in Exhibit 99.1 to Amendment No. 1 to our Current Report on Form 8-K/A, filed with the SEC on March 30, 2016. In the opinion of management, the accompanying unaudited financial statements contain all adjustments (consisting of normal recurring adjustments), which management considers necessary to present fairly our financial position, results of operations and cash flows for the interim periods presented. The results for the quarterly period ended September 30, 2016 are not necessarily indicative of the results anticipated for the entire year ending December 31, 2016. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the financial statements. Actual results may differ from those estimates.

NOTE 2 — ACCOUNTING POLICIES

Our accounting policies are described in the December 31, 2015 financial statements of RG filed as Exhibit 99.1 to Amendment No. 1 to our Current Report on Form 8-K/A, filed with the SEC on March 30, 2016. The following accounting policies became effective during the nine months ended September 30, 2016:

Discontinued Operations

In accordance with the Financial Accounting Standards Board ("FASB"), Accounting Standards Codification ("ASC"), ASC 205-20, Presentation of Financial Statements – Discontinued Operations, the results of operations of a component of an entity or a group or component of an entity that represents a strategic shift that has, or will have, a major effect on the reporting company's operations that has either been disposed of or is classified as held for sale are required to be reported as discontinued operations in a company's consolidated financial statements. In order to be considered a discontinued operation, both the operations and cash flows of the discontinued component must have been (or will be) eliminated from the ongoing operations of the company and the company will not have any significant continuing involvement in the operations of the discontinued component after the disposal transaction. The accompanying unaudited condensed consolidated financial statements reflect the results of operations of our Joe's Business as discontinued operations.

Stock−Based Compensation

We measure the cost of all employee stock-based compensation awards based on the grant date fair value of those awards and record that cost as compensation expense over the period during which the employee is required to

perform service in exchange for the award (generally over the vesting period of the award). An entity may elect either an accelerated recognition method or a straight-line recognition method for awards subject to graded vesting based on a service condition, regardless of how the fair value of the award is measured. For all stock-based compensation awards that contain graded vesting based on service conditions, we have elected to apply a straight-line recognition method to account for these awards.

Table of Contents

Two−Class Earnings Per Share

We calculate basic and diluted earnings per common share using the two-class method. Under the two-class method, net earnings are allocated to each class of common stock and participating security as if all of the net earnings for the period had been distributed. Our participating securities consist of convertible preferred shares that contain a nonforfeitable right to receive dividends and therefore are considered to participate in undistributed earnings with common stockholders.

Preferred Share Dividend

Cumulative dividends on preferred stock are only accrued for when the board of directors declares a dividend. The board of directors has not declared a dividend through September 30, 2016.

Concentration of Risk

Financial instruments that potentially subject us to significant concentrations of credit risk consist principally of cash, cash equivalents, accounts receivable and factor accounts receivable. We maintain cash and cash equivalents with various financial institutions. The policy is designed to limit exposure to any one institution. We perform periodic evaluations of the relative credit rating of those financial institutions that are considered in our investment strategy.

We do not require collateral for trade accounts receivable. However, we sell a portion of our accounts receivable to CIT on a non-recourse basis (see “Note 7 – Factored and Accounts Receivables, Net”). In that instance, we are no longer at risk if the customer fails to pay. For accounts receivable that are not sold to CIT or sold on a recourse basis, we continue to be at risk if these customers fail to pay. We provide an allowance for estimated losses to be incurred in the collection of accounts receivable based upon the aging of outstanding balances and other account monitoring analysis. The net carrying value approximates the fair value for these assets. Such losses have historically been within management’s expectations. Uncollectible accounts are written off once collection efforts are deemed by management to have been exhausted.

For the three and nine months ended September 30, 2016 and 2015, sales to customers or customer groups representing greater than 10 percent of net sales are as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Customer A	21 %	7 %	22 %	9 %

As of September 30, 2016 and December 31, 2015, this customer represented approximately 36% and 39%, respectively, of our factored accounts receivable in our accompanying condensed consolidated balance sheets.

Comprehensive (Loss) Income

Comprehensive (loss) income represents the change in stockholders' equity resulting from transactions other than stockholder investments and distributions. Accumulated other comprehensive income includes changes in equity that are excluded from our net loss, specifically, unrealized gains and losses on foreign currency translation adjustments and is presented in the consolidated statements of equity. We present the components of comprehensive (loss) income within the consolidated statements of operations and comprehensive (loss) income.

Foreign Currency Translation

Our 100% owned direct foreign operations present their financial reports in the currency used in the economic environment in which they mainly operate, known as the functional currency. Our functional currency consists of the Norwegian Krone for operations in Norway. Assets and liabilities in foreign subsidiaries are translated into U.S. dollars

Table of Contents

at the exchange rate as of September 30, 2016, while the statement of operations is translated at the average exchange rate for the relevant period. Gains and losses from these translations are recognized in foreign currency translation included in accumulated other comprehensive income in the consolidated statements of equity.

Derivative Liabilities

We account for warrants and other derivative financial instruments as either equity or liabilities based upon the characteristics and provisions of each instrument. During the quarter ended September 30, 2016, our warrants that were issued in conjunction with the acquisition of DFBG Swims (see “Note 4 – Acquisition of SWIMS”) were determined to be equity classification. Warrants classified as equity are recorded at fair value as of the date of issuance on our consolidated balance sheets and no further adjustments to their valuation are made. Management estimates the fair value of these warrants using option pricing models and assumptions that are based on the individual characteristics of the warrants or instruments on the valuation date, as well as assumptions for future financings, expected volatility, expected life, yield, and risk-free interest rate.

NOTE 3 — ADOPTION OF ACCOUNTING PRINCIPLES

In July 2015, FASB issued Accounting Standards Update, (“ASU”) 2015-11, Inventory (Topic 330) - Simplifying the Measurement of Inventory, which will require an entity to measure inventory at the lower of cost or net realizable value. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. We adopted this standard in the first quarter of fiscal 2016 and there was no material impact on our condensed consolidated financial statements and related disclosures.

In November 2015, the FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, which will require entities to present deferred tax assets (“DTAs”) and deferred tax liabilities (“DTLs”) as noncurrent in a classified balance sheet. ASU 2015-17 simplifies the current guidance, which requires entities to separately present DTAs and DTLs as current and noncurrent in a classified balance sheet. For public entities, the amendments in ASU 2015-17 are effective for financial statements issued for annual periods beginning after December 15, 2016 and interim periods within those annual periods. Early application is permitted as of the beginning of an interim or annual reporting period. ASU 2015-17 is effective for us beginning January 1, 2017. We adopted this standard in the first quarter of fiscal 2016 and there was no material impact on our condensed consolidated financial statements and related disclosures.

In April and March 2016, the FASB issued ASU 2016-10, Identifying Performance Obligations and Licensing, and ASU 2016-08, Principal versus Agent Considerations (Reporting Revenue Gross versus Net), respectively. ASU 2016-10 clarifies the implementation guidance on licensing and the identification of performance obligations considerations included in ASU 2014-09. ASU 2016-08 provides amendments to clarify the implementation guidance on principal versus agent considerations included in ASU 2014-09. In August 2015, the FASB issued ASU 2015-14, which defers the effective date of ASU 2014-09. ASU 2014-09 outlines a single comprehensive model for entities to

use in accounting for revenue arising from contracts with customers and supersedes most current revenue recognition guidance, including industry-specific guidance. The effective date of this pronouncement is for fiscal years beginning after December 15, 2017 with early adoption permitted as of the original effective date. We have not yet adopted this ASU and we are currently evaluating the impact it may have on our condensed consolidated financial statements and related disclosures.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842), which affects the accounting for leases. The guidance requires lessees to recognize assets and liabilities on the balance sheet for the rights and obligations created by all leases with terms of more than 12 months. The amendment also will require qualitative and quantitative disclosures designed to give financial statement users information on the amount, timing, and uncertainty of cash flows arising from leases. This ASU is effective for fiscal years beginning after December 15, 2018 and interim periods within that reporting period. Early application is permitted. We have not yet adopted this ASU and we are currently evaluating the impact it may have on our condensed consolidated financial statements and related disclosures.

Table of Contents

In March 2016, the FASB issued ASU 2016-09, Compensation—Stock Compensation (Topic 718): Improvements To Employee Share-Based Payment Accounting, which amends ASC Topic 718, relating to employee share-based payment accounting. This guidance simplifies several aspects of the accounting for employee share-based payment transactions, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. This ASU is effective for fiscal years beginning after December 15, 2016, and interim periods within that reporting period. Early application is permitted. We have not yet adopted this ASU and are currently evaluating the impact it may have on our consolidated financial statements and related disclosures.

In April 2015, the FASB issued ASU 2015-03, Interest – Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs, which changes the presentation of debt issuance costs in financial statements. ASU 2015-03 requires an entity to present such costs on the balance sheet as a direct deduction from the related debt liability rather than as an asset. Amortization of the costs is reported as interest expense. The standard's core principle is debt issuance costs related to a note shall be reported in the balance sheet as a direct deduction from the face amount of that note and that amortization of debt issuance costs also shall be reported as interest expense. We adopted this standard in the first quarter of fiscal 2016 and there was no material impact on our condensed consolidated financial statements and related disclosures.

In May 2016, the FASB issued ASU 2016-12, Revenue from Customers with Contracts (Topic 606) Narrow-Scope Improvements and Practical Expedients. ASU 2016-12 amends certain aspects of ASU 2014-09, "Revenue from Customers with Contracts (Topic 606)." The amendments include the following:

- Collectibility – ASU 2016-12 clarifies the objective of the entity's collectibility assessment and contains new guidance on when an entity would recognize as revenue consideration it receives if the entity concludes that collectibility is not probable.
- Presentation of sales tax and other similar taxes collected from customers – Entities are permitted to present revenue net of sales taxes collected on behalf of governmental authorities (i.e., to exclude from the transaction price sales taxes that meet certain criteria).
- Noncash consideration – An entity's calculation of the transaction price for contracts containing noncash consideration would include the fair value of the noncash consideration to be received as of the contract inception date. Further, subsequent changes in the fair value of noncash consideration after contract inception would be subject to the variable consideration constraint only if the fair value varies for reasons other than its form.
- Contract modifications and completed contracts at transition – The ASU establishes a practical expedient for contract modifications at transition and defines completed contracts as those for which all (or substantially all) revenue was recognized under the applicable revenue guidance before the new revenue standard was initially adopted.
- Transition technical correction – Entities that elect to use the full retrospective transition method to adopt the new revenue standard would no longer be required to disclose the effect of the change in accounting principle on the period of adoption (as is currently required by ASC 250-10-50-1(b)(2)); however, entities would still be required to disclose the effects on preadoption periods that were retrospectively adjusted.

ASU 2016-12 is effective for annual and interim periods beginning on or after December 15, 2017, and early adoption is permitted as of the original effective date of December 31, 2016. We are currently evaluating the impact the adoption of ASU 2016-02 will have on our consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU 2016-15, “Classification of Certain Cash Receipts and Cash Payments.” ASU 2016-15 amends the guidance in ASC 230 on the classification of certain cash receipts and payments in the statement of cash flows. The primary purpose of ASU 2016-15 is to reduce the diversity in practice that has resulted from the lack of consistent principles on this topic. The amendments in ASU 2016-15 add or clarify guidance on eight cash flow issues:

- Debt prepayment or debt extinguishment costs.
- Settlement of zero-coupon debt instruments or other debt instruments with coupon interest rates that are insignificant in relation to the effective interest rate of the borrowing.
- Contingent consideration payments made after a business combination.

Table of Contents

- Proceeds from the settlement of insurance claims.
- Proceeds from the settlement of corporate-owned life insurance policies, including bank-owned life insurance policies.
- Distributions received from equity method investees.
- Beneficial interests in securitization transactions.
- Separately identifiable cash flows and application of the predominance principle.

ASU 2016-15 is effective for annual and interim periods beginning after December 15, 2017, and early adoption is permitted for all entities. Entities must apply the guidance retrospectively to all periods presented but may apply it prospectively from the earliest date practicable if retrospective application would be impracticable. We are currently evaluating the impact the adoption of ASU 2016-15 will have on our consolidated financial statements.

NOTE 4 — ACQUISITION OF SWIMS

On July 18, 2016, we completed the acquisition of all of the outstanding share capital of Norwegian private limited company (aksjeselskap) SWIMS AS (“SWIMS”). SWIMS® is a Scandinavian lifestyle brand known for its range of fashion-forward, water-resistant footwear and sportswear. We purchased SWIMS for aggregate consideration of (i) approximately $12.0 million in cash, (ii) 702,943 shares of our common stock and (iii) warrants to purchase an aggregate of 150,000 shares of our common stock with an exercise price of $5.47 per share (the “SWIMS Seller Warrants”). The acquisition was completed pursuant to the Purchase Agreement, dated as of July 18, 2016 (the “SWIMS Purchase Agreement”), between us, our wholly-owned subsidiary DFBG Swims, the shareholders of SWIMS named therein (the “SWIMS Sellers”), Øystein Alexander Eskeland and Atle Søvik, acting jointly as the representatives of the SWIMS Sellers, and, for certain limited purposes, TCP Denim, LLC, TCP RG, LLC and TCP RG II, LLC. Pursuant to the SWIMS Purchase Agreement, DFBG Swims deposited approximately $325,000 of the cash consideration into an escrow account for certain indemnification obligations of the SWIMS Sellers. The SWIMS Purchase Agreement contains customary representations, warranties and covenants of the SWIMS Sellers and us, along with customary post-closing indemnification rights of DFBG Swims. The acquisition qualified as a business combination and was accounted for under the acquisition method of accounting.

To finance the acquisition, we issued the following to our major stockholder Tengram Capital Partners Fund II, L.P. (“Tengram II”): (i) a warrant for the purchase of 500,000 shares of our common stock at an exercise price of $3.00 per share (the “Tengram Warrant”); and (ii) a convertible promissory note with principal of $13.0 million (the “SWIMS Convertible Note”). The SWIMS Convertible Note accrues interest at a rate of 3.75% per annum, compounding on the first day of each month starting August 1, 2016, and will convert, at Tengram II’s option or on the maturity date of January 18, 2017 if not already repaid in cash on or prior to that date, into up to 4,500,000 newly issued shares of our Class A-1 Preferred Stock at a conversion price of $3.00 per share. We are currently evaluating all of our options in order to assess the repayment of the Tengram Warrant at maturity if it is not converted. Additionally, the Class A-1 Preferred Stock will itself be convertible into shares of our common stock at an initial price of $3.00 per share (subject to adjustment), will be entitled to dividends at a rate of 10% per annum payable quarterly in arrears, will be senior to the common stock upon liquidation and will have voting rights on an as-converted basis alongside our common stock. To permit the acquisition, on July 18, 2016, we also entered into (i) a Consent and Amendment No. 1 to our ABL Credit Agreement and accompanying security agreement with Wells Fargo Bank, National Association, as lender, and

(ii) a Consent and Amendment No. 1 to our Term Credit Agreement and accompanying security agreement with TCW Asset Management Company, as agent for the lenders and the lenders party thereto. The Tengram Warrant has an estimated fair value of $465,000, which has been recorded as a debt discount against the proceeds of the SWIMS Convertible Note. Management estimated the fair value of the equity consideration issued with the assistance of a third-party appraisal firm. The estimation of fair value considered key assumptions for discount for lack of marketability and for inputs used in an option pricing model to value warrants.

Business acquisitions are accounted for under the acquisition method by assigning the purchase price to tangible and intangible assets acquired and liabilities assumed. Assets acquired and liabilities assumed are recorded at their fair values and the excess of the purchase price over the amounts assigned is recorded as goodwill. Purchased intangible assets with finite lives are amortized over their estimated useful lives. Goodwill and intangible assets with indefinite

Table of Contents

lives are not amortized but are tested at least annually for impairment or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The purchase price included the issuance of 702,943 shares of common stock that contain restrictions on resale with an estimated fair value of approximately $1,750,000 and the issuance of 150,000 warrants with an estimated fair value of $45,000. Management estimated the fair value of the equity consideration issued with the assistance of a third-party appraisal firm. The estimation of fair value considered key assumptions for discount for lack of marketability and for inputs used in an option pricing model to value warrants. Included in the $13,812,000 is an amount of approximately $325,000 that is being held in escrow to support indemnification obligations. The allocation of the purchase price is in the table below, which is subject to adjustment based upon the completion of purchase price allocations. The following is the total preliminary estimated purchase price allocation based on information available as of September 30, 2016 (in thousands, except share and per share data):

Assets acquired and liabilities assumed:	
Cash and cash equivalents	$ 189
Factored accounts receivable	1,552
Inventories	3,466
Prepaid expenses and other assets	647
Property and equipment	498
Accounts payable and accrued expenses	(1,706)
Deferred income tax liability	(1,995)
Intangible assets acquired:	
Trade name	5,062
Customer relationships	1,964
Non-compete agreements	142
Total	9,819
Excess purchase price over net assets acquired	3,993
Total net assets acquired	$ 13,812

Total purchase price:	
Cash paid to sellers	$ 12,017
Equity consideration issued to sellers (702,943 common shares at $2.49)	1,750
Fair value of warrants issued to sellers	45
Total Purchase Price	$ 13,812

The preliminary purchase price was allocated to the tangible and intangible assets acquired and liabilities assumed based on their preliminary estimated fair values as of the acquisition date. The preliminary fair values of assets acquired and liabilities assumed represent management's estimate of fair value based on information obtained from various sources, including management's historical experience and are subject to change if additional information

becomes available. We expect to finalize the purchase price allocation as soon as practicable within the measurement period, but no later than one year following the acquisition date. More specifically, the purchase price allocation items to be finalized include the allocation of the fair value of the assets acquired.

The preliminary estimated fair value of the acquired tangible and intangible assets and liabilities assumed were determined using multiple valuation approaches depending on the type of tangible or intangible asset acquired, including but not limited to the income approach, the excess earnings method, the with versus without method, net realizable value method and the relief from royalty method approach.

The preliminary amount of goodwill represents the excess of the preliminary purchase price over the preliminary net identifiable assets acquired and liabilities assumed. Goodwill primarily represents, among other factors,

Table of Contents

the value of synergies expected to be realized by integration with our Company and expected positive cash flow and return on capital projections from the integration. Goodwill arising from the acquisition of SWIMS was determined as the excess of the preliminary purchase price over the preliminary net acquisition date fair values of the acquired assets and the liabilities assumed, and is not deductible for income tax purposes subject to certain tax elections that are currently being considered.

We incurred $877,000 and $1,261,000, respectively, in acquisition-related transaction costs, which are included in selling, general, and administrative expense on our condensed consolidated statements of operations and comprehensive (loss) income for the three and nine month periods ended September 30, 2016, respectively.

Total net sales and operating loss from SWIMS since the date of the acquisition included in the accompanying unaudited condensed consolidated financial statements is $3,539,000 and $1,045,000, respectively.

Pro forma financial information

The following table presents our unaudited pro forma results (in thousands, except per share data) for the three and nine months ended September 30, 2016 and 2015, respectively, as if the RG Merger and SWIMS acquisition had occurred on January 1, 2015.

The pro forma financial information presented includes the effects of adjustments related to the amortization of acquired tangible and intangible assets, and excludes other non-recurring transaction costs directly associated with the acquisition such as legal and other professional service fees. Statutory rates were used to calculate income taxes.

	Three months ended September 30,		Nine months ended September 30,	
	2016	2015	2016	2015
Net sales	$ 41,317	$ 38,958	$ 117,509	$ 116,335
Net loss	$ (1,977)	$ (2,345)	$ (4,451)	$ (5,485)
Weighted average common shares outstanding	13,083	13,083	13,083	13,083
Loss per common share - basic and diluted	$ (0.15)	$ (0.18)	$ (0.34)	$ (0.42)

The pro forma financial information as presented above is for information purposes only and is not necessarily indicative of the actual results that would have been achieved had the RG Merger and SWIMS acquisition occurred at

the beginning of the earliest period presented or the results that may be achieved in future period.

NOTE 5 — RG MERGER AND RELATED TRANSACTIONS

Effective upon consummation of the RG Merger, we changed our name to “Differential Brands Group Inc.” and effected the Reverse Stock Split. The Reverse Stock Split did not change the par value or the amount of authorized shares of our common stock. In connection with the RG Merger, on January 28, 2016, we completed the issuance and sale of an aggregate of fifty thousand (50,000) shares of our preferred stock designated as Series A Convertible Preferred Stock (the “Series A Preferred Stock”), for an aggregate purchase price of $50 million in cash, as contemplated by the stock purchase agreement, dated as of September 8, 2015 (the “RG Stock Purchase Agreement”), by and between us and TCP Denim, LLC.

We used the proceeds from the RG Stock Purchase Agreement and the debt financing provided by the credit facilities under the ABL Credit and Term Credit Agreement (see “Note 16 – Debt and Preferred Stock”) to consummate the RG Merger and the transactions contemplated by the RG Merger Agreement.

Table of Contents

Also in connection with the completion of the RG Merger, on January 28, 2016, we completed the exchange of $38.1 million in the aggregate principal amount of outstanding convertible notes for (i) 1,167,317 shares of common stock (after giving effect to the Reverse Stock Split); (ii) a cash payment of approximately $8.6 million; and (iii) an aggregate principal amount of approximately $16.5 million of modified convertible notes (the "Modified Convertible Notes"), as contemplated by the rollover agreement, dated September 8, 2015 (the "Rollover Agreement"), between us and the holders of the convertible notes.

After the sale of our Joe's® brand in September 2015, we retained and operated 32 Joe's® brand retail stores. Pursuant to the terms of a separate agreement, we transferred 18 Joe's® brand retail stores to the purchaser of the operating assets of our Joe's® brand on January 28, 2016 for no additional consideration and closed the remaining 14 Joe's® brand retail stores as of February 29, 2016. The results of operations from the Joe's® brand have been reported as discontinued operations in the accompanying unaudited condensed consolidated financial statements.

In addition, in connection with the consummation of the RG Merger, we entered into (i) the ABL Credit Agreement with Wells Fargo Bank, National Association, as lender, (ii) the Term Credit Agreement with TCW Asset Management Company, and (iii) the A&R Factoring Agreement (as defined below) with CIT. See "Note 16 – Debt and Preferred Stock" for additional information about the ABL Credit Agreement and Term Credit Agreement and "Note 7 – Factored and Accounts Receivables, Net" for additional information about the factoring agreement.

NOTE 6 — RG MERGER CONSIDERATION

We closed the RG Merger on January 28, 2016. The RG Merger has been accounted for under the acquisition method of accounting with RG as the accounting acquirer. Under the acquisition method of accounting, the purchase price and the net assets acquired and liabilities assumed are recorded based on their estimated fair values as of the closing date of the RG Merger. The excess of purchase price over the net assets acquired is recorded as goodwill. The valuations of intangible assets, property and equipment, fair value of leases, income taxes and certain other items are preliminary. Management expects to finalize the purchase price allocations during fiscal 2016. More specifically, the purchase price allocation items to be finalized include the allocation of the fair value of the assets acquired.

Business acquisitions are accounted for under the acquisition method by assigning the purchase price to tangible and intangible assets acquired and liabilities assumed. Assets acquired and liabilities assumed are recorded at their fair values and the excess of the purchase price over the amounts assigned is recorded as goodwill. Purchased intangible assets with finite lives are amortized over their estimated useful lives. Goodwill and intangible assets with indefinite lives are not amortized but are tested at least annually for impairment or whenever events or changes in circumstances indicate that the carrying value may not be recoverable.

The stock price used to determine the preliminary estimated purchase price allocation is based on the closing price of our common stock as of January 28, 2016, which was $5.70. The equity consideration was based upon the assumption that 3,509,000 shares of common stock were outstanding, which included 2,342,000 shares of common stock outstanding and 1,167,000 total aggregate shares of common stock issued to convertible noteholders upon conversion of the convertible notes into shares of our common stock under the Rollover Agreement. As a result of the Rollover Agreement, immediately after giving effect to the RG Merger and related transactions, the holders of the Modified Convertible Notes owned approximately 14% of the combined company on an as-converted, fully diluted basis.

The assets acquired in this acquisition consisted of tangible and intangible assets and liabilities assumed. The differences between the fair value of the consideration paid and the estimated fair value of the assets and liabilities has been preliminarily recorded as goodwill. The significant factors that resulted in recognition of goodwill were: (a) the purchase price was based upon cash flow and return on capital projections assuming integrations of the companies; and (b) the calculation of the fair value of tangible and intangible assets acquired that qualified for recognition. We have determined on a preliminary basis that the useful life of the acquired trade name asset is indefinite, and therefore, no amortization expense will need to be recognized unless the useful life is determined not to be indefinite. The useful life of the acquired customer relationships are finite and will be amortized over their useful lives. However, we intend to test the assets for impairment if events or changes in circumstances indicate that the assets might be impaired. Additionally, a

Table of Contents

deferred tax liability has been established in the allocation of the purchase price with respect to the identified indefinite long-lived intangible assets acquired.

Under the acquisition method of accounting, the total purchase price is allocated to the preliminary assets acquired and liabilities assumed based on their estimated fair values. We may continue to adjust the preliminary estimated purchase price allocation after obtaining more information regarding asset valuations, liabilities assumed, and revision of preliminary estimates. The following is the total preliminary estimated purchase price allocation based on information available as of September 30, 2016 (in thousands, except share and per share data):

Assets acquired and liabilities assumed:	
Cash and cash equivalents	$ 2,092
Factored accounts receivable	6,719
Accounts receivable	336
Inventories	11,378
Prepaid expenses and other current assets	754
Property and equipment	356
Other assets	352
Accounts payable and accrued expenses	(15,417)
Customer cash advances	(893)
Line of credit	(4,683)
Deferred income tax liability	(9,453)
Other liabilities	(81)
Buy-out payable	(1,668)
Intangible assets acquired:	
Trade name	32,300
Customer relationships	14,100
Total	36,192
Excess purchase price over net assets acquired	4,238
Total net assets acquired	$ 40,430

Total purchase price:	
Cash paid to existing holders of convertible notes	$ 8,630
Fair value of Modified Convertible Notes transferred to the existing holders of convertible notes	11,800
Equity consideration to the Company's stockholders and existing holders of convertible notes (3,508,747 common shares at $5.70)	20,000
Total Purchase Price	$ 40,430

The preliminary estimated fair value of the Modified Convertible Notes was determined by a third-party valuation specialist. The face value of the Modified Convertible Notes in the amount of $16,473,000 was discounted by $4,673,000 to arrive at the fair value of the Modified Convertible Notes. The discount was calculated based on the

present values of the contractual cash flows from the Modified Convertible Notes.

In addition, we incurred $38,000 and $3,674,000 of non-recurring expenses related to the RG Merger in the three and nine months ended September 30, 2016, respectively, which are included in selling, general and administrative expense on our condensed consolidated statements of operations and comprehensive (loss) income.

Total net sales and operating income from Hudson since the date of the RG Merger included in the accompanying unaudited condensed consolidated financial statements is $54,144,000 and $6,096,000, respectively.

See “Note 4 – Acquisition of SWIMS” for a presentation of our unaudited pro forma results for the three and nine months ended September 30, 2016 and 2015, respectively, as if the RG Merger and SWIMS acquisition had

Table of Contents

occurred on January 1, 2015. These results are not intended to reflect our actual operations had the acquisition occurred on January 1, 2015.

NOTE 7 — FACTORED AND ACCOUNTS RECEIVABLES, NET

A&R Factoring Agreement

In January 2016, in connection with the RG Merger, we entered into the amended and restated deferred purchase factoring agreement with CIT, through our subsidiaries, Robert Graham Designs LLC and Hudson (the "A&R Factoring Agreement"), which replaced all prior agreements relating to factoring and inventory security. The A&R Factoring Agreement provides that we sell and assign to CIT certain of our accounts receivable, including accounts arising from or related to sales of inventory and the rendition of services. Under the A&R Factoring Agreement, we pay a factoring rate of (i) 0.20 percent for certain major department store accounts, (ii) 0.40 percent for all other accounts for which CIT bears the credit risk, subject to discretionary surcharges and (iii) 0.35 percent for accounts for which we bear the credit risk, but in no event less than $3.50 per invoice. The A&R Factoring Agreement may be terminated by CIT upon 60 days' written notice or immediately upon the occurrence of an event of default as defined in the agreement. The A&R Factoring Agreement may be terminated by us upon 60 days' written notice prior to December 31, 2020 or annually with 60 days' written notice prior to December 31 of each year thereafter.

Prior to the RG Merger, we were also party to a deferred purchase factoring arrangement with CIT, which was terminated in connection with the RG Merger. See "Note 16 – Debt and Preferred Stock" below for further discussion of this and other RG debt arrangements prior to the RG Merger.

Factored and accounts receivables consist of the following (in thousands):

	September 30, 2016	December 31, 2015
Non-recourse receivables assigned to factor	$ 20,355	$ 5,456
Client recourse receivables	3,009	637

Total receivables assigned to factor		23,364		6,093
Allowance for customer credits		(4,508)		(1,176)
Factor accounts receivable, net	$	18,856	$	4,917
Non-factored accounts receivable	$	4,299	$	2,392
Allowance for customer credits		(720)		(484)
Allowance for doubtful accounts		(642)		(72)
Accounts receivable, net of allowance	$	2,937	$	1,836
Total factored and accounts receivable, net	$	21,793	$	6,753

Of the total amount of receivables sold by us as of September 30, 2016 and December 31, 2015, we hold the risk of payment of $3,009,000 and $637,000, respectively, in the event of non-payment by the customers.

Table of Contents

NOTE 8 — INVENTORIES

Inventories are valued at the lower of cost or net realizable value with cost determined by the first-in, first-out method. Inventories consisted of the following (in thousands):

	September 30, 2016	December 31, 2015
Finished goods	$ 28,069	$ 14,979
Finished goods consigned to others	1,266	69
Work in progress	198	—
Raw materials	316	305
Inventories	$ 29,849	$ 15,353

NOTE 9 — LONG-LIVED AND INTANGIBLE ASSETS AND GOODWILL

Valuation of Long-lived and Intangible Assets and Goodwill

We assess the impairment of indefinite-lived intangible assets and goodwill annually. We assess the impairment of finite-lived assets and intangible assets whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Factors considered important that could trigger an impairment review other than on an annual basis include, among others, the following:

- A significant underperformance relative to expected historical or projected future operating results;
- A significant change in the manner of the use of the acquired asset or the strategy for the overall business; or
- A significant negative industry or economic trend.

When we determine that the carrying value of finite-lived assets may not be recoverable based upon the existence of one or more of the aforementioned factors and the carrying value exceeds the estimated undiscounted cash flows expected to be generated by the asset, impairment is measured based on a projected discounted cash flow method using a discount rate determined by management. An asset is considered to be impaired if we determine that the carrying value may not be recoverable based upon our assessment of the asset's ability to generate positive cash flow in future periods or if significant changes our strategic business objectives and utilization of the assets occurred. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, an impairment charge is recognized in the amount by which the carrying amount of the asset exceeds the estimated fair value, which is determined based on discounted future cash flows. The impairment loss calculations require management to apply judgment in estimating future cash flows and the discount rates that reflect the risk inherent in future cash flows. Future expected cash flows for store assets are based on management's estimates of future cash flows over the remaining lease period or expected life, if shorter. We consider historical trends, expected future business trends and other factors when estimating each store's future cash flow. We also consider factors such as: the local environment for each store location, including mall traffic and competition; our ability to successfully implement strategic initiatives; and the ability to control variable costs such as cost of sales and payroll, and in some cases, renegotiate lease costs.

During the nine months ended September 30, 2016, we recorded a store impairment charge of $279,000 related to one of our RG retail stores which was closed prior to the lease end date. We did not record any retail store impairment charges in the three months ended September 30, 2016.

We evaluate goodwill for impairment at least annually or whenever events or changes in circumstances indicate that the carrying value may not be recoverable using a two-step process. Under the first of two steps, we compare the fair value of a reporting unit to its carrying amount, including goodwill, to identify a potential impairment. If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for such reporting unit and

Table of Contents

the enterprise must perform step two of the impairment test to measure the impairment, if any. Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation: the fair value of the reporting unit is allocated to all assets and liabilities of that unit (including any unrecognized intangible assets) and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

We review our other indefinite-lived intangible assets for impairment on an annual basis, or when circumstances indicate their carrying value may not be recoverable. We calculate the value of the indefinite-lived intangible assets using a discounted cash flow method, based on the relief from royalty method.

Our annual impairment testing date is December 31 of each year.

Intangible assets as of September 30, 2016 consisted of the following (in thousands):

	Amortization Period	Gross Amount	Accumulated Amortization	Net Amount
Trade names	Indefinite	$ 63,667	$ —	$ 63,667
Customer relationships	7 to 15 Years	35,968	8,017	27,951
Non-compete agreements	3 Years	150	10	140
Total		$ 99,785	$ 8,027	$ 91,758

Intangible assets as of December 31, 2015 consisted of the following (in thousands):

	Amortization Period	Gross Amount	Accumulated Amortization	Net Amount
Trade names	Indefinite	$ 26,037	$ —	$ 26,037
Customer relationships	15 Years	19,800	6,014	13,786
Total		$ 45,837	$ 6,014	$ 39,823

Amortization expense related to the intangible assets amounted to approximately $755,000 and $330,000 for the three months ended September 30, 2016 and 2015, respectively, and $2,013,000 and $990,000 for the nine months ended September 30, 2016 and 2015, respectively.

As of September 30, 2016, the future amortization expense related to the finite-lived intangible assets is as follows (in thousands):

2016	Remainder of the year	$ 772
2017		3,074
2018		3,074
2019		3,051
2020		3,025
Thereafter		15,095
		$ 28,091

Table of Contents

Goodwill as of September 30, 2016 and December 31, 2015 consisted of the following (in thousands):

	September 30, 2016	December 31, 2015
Balance at January 1	$ 2,286	$ 2,286
Preliminary goodwill created by the RG Merger	4,238	—
Preliminary goodwill created by the acquisition of SWIMS	3,993	—
Impact on the change in foreign currency rates	211	—
Ending balance	$ 10,728	$ 2,286

NOTE 10 — RELATED PARTY TRANSACTIONS

Peter Kim

We entered into several agreements, including a stock purchase agreement, a convertible note, a registration rights agreement, an employment agreement and a non-competition agreement with Peter Kim, the Chief Executive Officer of our subsidiary, Hudson, in connection with the acquisition of Hudson. Additionally, in connection with the RG Merger, we entered into a Rollover Agreement pursuant to which the convertible notes were exchanged for a combination of cash, stock and Modified Convertible Notes, and a new employment and non-competition agreement with Mr. Kim. Mr. Kim also has rights under the Registration Rights Agreement described below with respect to shares of our common stock issuable upon conversion of his Modified Convertible Notes.

Under the new non-competition agreement with us and Hudson, which became effective as of the closing date of the RG Merger, Mr. Kim has agreed not to engage in, compete with or permit his name to be used by or in connection with any premium denim apparel business outside his role with Hudson that is competitive to us, Hudson or our respective subsidiaries for a period of up to three years from January 28, 2016. See “Note 16 – Debt and Preferred Stock.”

Registration Rights Agreement

On the closing date of the RG Merger, we entered into a registration rights agreement (the “Registration Rights Agreement”) with TCP Denim, LLC and certain of its affiliates, who are our major stockholders, the noteholder party to the Rollover Agreement and Michael Buckley, our Chief Executive Officer. Pursuant to the Registration Rights Agreement, and subject to certain limitations described therein, we are required to provide certain demand and piggyback registration rights to the parties to the Registration Rights Agreement. In particular, we are required to prepare and file a registration statement on Form S-1 or S-3 (or any similar form or successor thereto) for the registration under the Securities Act of shares of our common stock (i) issued to the parties to the Registration Rights Agreement in connection with the RG Merger Agreement and the Rollover Agreement and (ii) issuable upon

conversion of the Series A Preferred Stock and the Modified Convertible Notes. Prior to the closing date of the RG Merger, we had a substantially similar registration rights agreement with the holders of the original convertible notes, which included Mr. Kim.

Employment Agreements with Officers

We have entered into employment agreements with Mr. Buckley, Mr. Kim and Hamish Sandhu, our Chief Financial Officer. The agreements have varying initial terms, but all contain automatic one-year renewals, unless terminated by either party, and provide for minimum base salaries adjusted for annual increases, incentive bonuses based upon the attainment of specified goals, and severance payments in the event of termination of employment, as defined in the employment contracts.

Payments to Tengram Capital Partners, LP

From time to time, we expect to reimburse Tengram Capital Partners, LP, an entity that is one of our stockholders, for certain travel and other related expenses of its employees related to services performed on our behalf

Table of Contents

and at our request. For the three months ended September 30, 2016, we have recorded expenses of $76,000. For the nine months ended September 30, 2016, we recorded expense of $952,000, which included (i) $751,000 of reimbursement for legal fees incurred by TCP Denim, LLC, in connection with the purchase of the Series A Preferred Stock and RG Merger; and (ii) $41,000 of pre-RG Merger management fees that were paid by RG that are non-recurring as a result of the RG Merger. For the three months and nine months ended September 30, 2015, RG paid $235,000 and $485,000, respectively, related to annual management fees and expenses that are non-recurring as a result of the RG Merger.

SWIMS® Transaction

In connection with the acquisition of SWIMS® in July 2016, we entered into certain financing arrangements with Tengram Partners Fund II, L.P., an entity affiliated with the holder of our Series A Preferred Stock, TCP Denim, LLC. See “Note 4 – Acquisition of SWIMS.”

Table of Contents

NOTE 11 — (LOSS) EARNINGS PER SHARE

(Loss) earnings per share are computed using weighted average common shares and dilutive common equivalent shares outstanding. Potentially dilutive shares consist of outstanding options, shares issuable upon the assumed conversion of Modified Convertible Notes, Series A Preferred Stock and unvested restricted stock units ("RSUs"). A reconciliation of the numerator and denominator of basic (loss) earnings per share and diluted earnings per share is as follows:

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Basic (loss) earnings per share computation:				
Numerator:				
(Loss) income from continuing operations	$ (2,821)	$ 36	$ (11,621)	$ 105
Loss from discontinued operations	-	-	(1,286)	-
Net (loss) income	(2,821)	36	(12,907)	105
Denominator:				
Weighted average common shares outstanding	12,953	8,825	12,222	8,825
(Loss) earnings per common share - basic				
(Loss) income from continuing operations	(0.22)	0.00	(0.95)	0.01
(Loss) income from discontinued operations	-	-	(0.11)	-
(Loss) earnings per common share - basic	$ (0.22)	$ 0.00	$ (1.06)	$ 0.01
Diluted (loss) earnings per share computation:				
Numerator:				
(Loss) income from continuing operations	$ (2,821)	$ 36	$ (11,621)	$ 105
(Loss) from discontinued operations	-	-	(1,286)	-
Net (loss) income	(2,821)	36	(12,907)	105
Denominator:				
Weighted average common shares outstanding	12,953	8,825	12,222	8,825
Effect of dilutive securities:				
RSUs, convertible securities and options	-	-	-	-
Dilutive potential common shares	12,953	8,825	12,222	8,825
(Loss) earnings per common share - diluted				

(Loss) income from continuing operations	(0.22)	0.00	(0.95)	0.01
Loss from discontinued operations	-	-	(0.11)	-
(Loss) earnings per common share - diluted	$ (0.22)	$ 0.00	$ (1.06)	$ 0.01

For the three and nine months ended September 30, 2016, outstanding options, the Modified Convertible Notes, Series A Preferred Stock and unvested RSUs in the aggregate of 6,378,280 have been excluded from the calculation of the diluted loss per share as their effect would have been anti-dilutive.

Table of Contents

For the three and nine months ended September 30, 2015, weighted average shares represent the number of shares issued to RG members in connection with the RG Merger.

(Loss) Earnings Per Share under Two– Class Method

Our Series A Preferred Stock has the non-forfeitable right to participate on an as converted basis at the conversion rate then in effect in any common stock dividends declared and as such, is considered a participating security. The Series A Preferred Stock is included in the computation of basic and diluted loss per share pursuant to the two-class method. Holders of the Series A Preferred Stock do not participate in undistributed net losses because they are not contractually obligated to do so.

The computation of diluted (loss) earnings per share attributable to common stockholders reflects the potential dilution that could occur if securities or other contracts to issue shares of common stock that are dilutive were exercised or converted into shares of common stock (or resulted in the issuance of shares of common stock) and would then share in our earnings. During the periods in which we record a loss from continuing operations attributable to common stockholders, securities would not be dilutive to net loss per share and conversion into shares of common stock is assumed not to occur.

The following table provides a reconciliation of net (loss) income to preferred shareholders and common stockholders for purposes of computing net (loss) income per share for the three and nine months ended September 30, 2016 and 2015 (in thousands, except per share amounts):

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net (loss) income	$ (2,821)	$ 36	$ (12,907)	$ 105
Less: preferred dividends	1,314	-	3,445	-
Net (loss) income attributable to stockholders	(4,135)	36	(16,352)	105
Participating securities - Series A Preferred Stock	-	-	-	-
Net (loss) income attributable to common stockholders	$ (4,135)	$ 36	$ (16,352)	$ 105
Denominator:				
Weighted average common shares outstanding	12,953	8,825	12,222	8,825
	$ (0.32)	$ 0.00	$ (1.34)	$ 0.01

(Loss) earnings per common share - basic and
diluted under two-class method

Shares Reserved for Future Issuance

As of September 30, 2016, shares reserved for future issuance include: (i) 444 shares of common stock issuable upon the exercise of stock options granted under the incentive plans; (ii) 700,431 shares of common stock issuable upon the vesting of RSUs; and (iii) 1,197,119 shares of common stock issuable pursuant to the Modified Convertible Notes.

NOTE 12 — INCOME TAXES

We utilize the liability method of accounting for income taxes in accordance with ASC 740. Under the liability method, deferred taxes are determined based on the temporary differences between the financial statements and tax bases of assets and liabilities using enacted tax rates. Until the RG Merger on January 28, 2016, the Company was treated as a partnership for tax purposes. Pursuant to this status, taxable income or loss of the Company is included in the income

Table of Contents

tax returns of its owners. Consequently, no federal income tax provision is recorded through the RG Merger date. However, under state laws, certain taxes are imposed upon limited liability companies and are provided for through the RG Merger date.

A valuation allowance is required if, based on the weight of available evidence, it is more likely than not that all or a portion of a deferred tax asset will not be realized. Quarterly, management reassesses the need for a valuation allowance. Realization of deferred income tax assets is dependent upon taxable income in prior carryback years, estimates of future taxable income, tax planning strategies and reversals of existing taxable temporary differences. In determining the need for a valuation allowance, we reviewed all available evidence pursuant to the requirements of ASC 740. Pursuant to ASC 740, we excluded the deferred income tax liabilities associated with identified indefinite long lived intangible assets as a source of income. For the third quarter of fiscal 2016, based upon our assessment of all available evidence, we have concluded that it is more likely than not that the net deferred tax assets will not be realized, with the exception of current year domestic losses that can be carried back to prior periods. In addition, we determined that the deferred tax assets associated with SWIMS are not subject to a valuation allowance due to its earning history and other positive evidence. We plan to permanently reinvest any earnings from SWIMS into the foreign entity. If we choose to repatriate some or all of the earnings designated as indefinitely reinvested outside the U.S., the amount repatriated would be subject to U.S. income taxes. We considered all available evidence, both positive and negative, in our assessment of the valuation allowance needed as of the RG Merger date on January 28, 2016 and as of September 30, 2016. In calculating the amount of deferred tax assets subject to a valuation allowance, we have excluded the deferred tax liabilities associated with our trademarks from that amount. These intangible assets have an indefinite life and therefore, we cannot expect that the associated deferred tax liabilities will reverse over the same periods as our other net deferred tax assets.

Certain limitations may be placed on net operating loss carryforwards as a result of a “change in control” as defined in Section 382 of the Internal Revenue Code. In the event a “change in control” occurs, it will have the effect of limiting the annual usage of the carryforwards in future years. Additional changes in control in future periods could result in further limitations of our ability to offset taxable income. Management believes that certain changes in control have occurred during the nine months ended September 30, 2016 which may have resulted in significant limitations on our net operating loss carryforwards. As all of net operating carryforwards subject to these limitations have been reduced by a valuation allowance, there was no material impact on our condensed consolidated financial statements and related disclosures as a result of any limitation.

We apply the FASB guidance on accounting for uncertainty in income taxes. The guidance clarifies the accounting for uncertainty in income taxes recognized in an enterprise’s financial statements in accordance with other authoritative GAAP and prescribes a recognition threshold and measurement process for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. The guidance also addresses derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. At September 30, 2016, we had $0.1 million of certain unrecognized tax benefits, included as a component of long-term liabilities. We expect to reverse these unrecognized tax benefits during fiscal year 2017. Interest and penalties related to uncertain tax positions, if any, are recorded in income tax expense. Tax years that remain open for assessment for federal and state tax purposes include the years ended November 30, 2012 and November 30, 2013, respectively, through December 31, 2015.

Table of Contents

NOTE 13 —EQUITY

Stock Incentive Plans

On June 3, 2004, Differential adopted the 2004 Stock Incentive Plan (the “2004 Incentive Plan”) and in October 2011, Differential adopted an Amended and Restated 2004 Stock Incentive Plan (the “Restated Plan”) to update the 2004 Incentive Plan with respect to certain provisions and changes in the tax code since its original adoption. Under the Restated Plan, the number of shares authorized for issuance is 227,500 shares of common stock after giving effect to the Reverse Stock Split. After the adoption of the Restated Plan in October 2011, we no longer grant awards pursuant to the 2004 Incentive Plan. Under the Restated Plan, grants may be made to employees, officers, directors and consultants under a variety of awards based upon underlying equity, including, but not limited to, stock options, restricted common stock, restricted stock units or performance shares. The Restated Plan limits the number of shares that can be awarded to any employee in one year to 41,667. The exercise price for incentive options may not be less than the fair market value of our common stock on the date of grant and the exercise period may not exceed ten years. Vesting periods, terms and types of awards are determined by the board of directors and/or our compensation committee. The Restated Plan includes a provision for the acceleration of vesting of all awards upon a change of control as well as a provision that allows forfeited or unexercised awards that have expired to be available again for future issuance. Since fiscal 2008, we have issued both restricted common stock and RSUs to our officers, directors and employees pursuant to our various plans. The RSUs represent the right to receive one share of common stock for each unit on the vesting date provided that the employee continues to be employed by us. On the vesting date of the RSUs, we expect to issue the shares of common stock to each participant upon vesting and expect to withhold an equivalent number of shares at fair value on the vesting date to fulfill tax withholding obligations. Any RSUs withheld or forfeited will be shares available for issuance in accordance with the terms of the Restated Plan.

The shares of common stock issued upon exercise of a previously granted stock option or a grant of RSUs are considered new issuances from shares reserved for issuance under our various incentive plans. We require that the option holders provide a written notice of exercise in accordance with the applicable incentive plan and option agreement thereunder to the plan administrator and that full payment for the shares be made prior to issuance. All issuances are made under the terms and conditions set forth in the applicable plan.

As of September 30, 2016, shares reserved for future issuance under our 2004 Incentive Plan and our Restated Plan include: (i) 444 shares of common stock issuable upon the exercise of stock options granted under our incentive plans; and (ii) 700,431 shares of common stock issuable upon the vesting of RSUs. As of September 30, 2016, no shares remained available for grant under the Restated Plan. See “Note 19 – Subsequent Events” for a discussion of the adoption of a new stock incentive plan.

Exercise prices for all options outstanding as of September 30, 2016 were as follows (in actual amounts):

	Options Outstanding and Exercisable	
Exercise Price	Number of Shares	Weighted-Average Remaining Contractual Life (Years)
$ 11.40	444	8.3
	444	8.3

The following table summarizes stock option activity by incentive plan for the nine months ended September 30, 2016 (in actual amounts):

Table of Contents

	Total Number of Shares	2004 Incentive Plan	Restated Plan
Outstanding at January 1, 2016	—	—	—
Legacy Joe's stock options assumed	2,944	2,500	444
Granted	—	—	—
Exercised	—	—	—
Forfeited / Expired	(2,500)	(2,500)	—
Outstanding and exercisable at September 30, 2016	444	—	444

The following table summarizes stock option activity for all incentive plans for the nine months ended September 30, 2016 (in actual amounts):

	Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding at January 1, 2016	—	$ —	—	$ —
Legacy Joe's stock options assumed	2,944	27.70	1.4	—
Granted	—	—	—	—
Exercised	—	—	—	—
Expired	—	—	—	—
Forfeited	(2,500)	30.60	—	—
Outstanding and exercisable at September 30, 2016	444	$ 11.40	8.3	$ —

The following table summarizes RSU activity for the nine months ended September 30, 2016 (in actual amounts):

	Restricted Stock Units	
	Number Of Units	Weighted Average Grant Date Fair Value

Outstanding at January 1, 2016	—	$ —
Granted	745,938	5.84
Vested	(45,507)	11.16
Cancelled	—	—
Forfeited	—	—
Outstanding at September 30, 2016	700,431	$ 5.49

During the three months ended September 30, 2016, we did not grant any shares of RSUs and did not issue any shares of common stock to holders of RSUs. During the nine months ended September 30, 2016, we granted 745,938 shares of RSUs and issued 45,507 shares of common stock to holders of RSUs that vested during the period.

Stock-Based Compensation Cost

For all stock compensation awards that contain graded vesting with time-based service conditions, we have elected to apply a straight-line recognition method to account for all of these awards. There was a total of $333,000 of stock-based compensation expense recognized during the three months ended September 30, 2016 and $1,352,000 during the nine months ended September 30, 2016. There were no stock options, RSUs or stock-based compensation awards granted or outstanding during fiscal year 2015, although in connection with the RG Merger, we assumed certain stock options granted by Joe’s which were outstanding during fiscal year 2015.

Table of Contents

As of September 30, 2016, there was $3,003,000 of total unrecognized compensation cost related to nonvested stock-based compensation arrangements. That unrecognized compensation cost is expected to be recognized over a weighted-average period of 2.3 years.

Warrants

We have issued warrants in conjunction with the acquisition and financing of SWIMS (see “Note 4 – Acquisition of SWIMS”) that are currently exercisable.

The Tengram warrants have an estimated fair value of $465,000. We determined the fair value of the warrants at the date of grant using the Black-Scholes option pricing model based on the market value of the underlying common stock, an exercise price of $3.00 per share, an expected life (term) of 5 years, a volatility rate of 50%, based upon the expected volatility in market traded stock over the same period as the remaining term of the warrants, zero dividends, and a risk free interest rate of 1.14%. In addition, a 20% discount for lack of marketability was applied based upon the Rule 144 one year restriction period.

The SWIMS warrants have an estimated fair value of $45,000. We determined the fair value of the warrants at the date of grant using the Black-Scholes option pricing model based on the market value of the underlying common stock, an exercise price of $5.47 per share, an expected life (term) of 3 years, a volatility rate of 45%, based upon the expected volatility in market traded stock over the same period as the remaining term of the warrants, zero dividends, and a risk free interest rate of 0.85% In addition, a 10% discount for lack of marketability was applied based upon the Rule 144 six month restriction period.

NOTE 14 — COMMITMENTS AND CONTINGENCIES

Operating Leases

We lease retail store locations and our corporate offices and warehouse under operating lease agreements expiring on various dates through 2026. Some of these leases require us to make periodic payments for property taxes, utilities and common area operating expenses. Certain retail store leases provide for rents based upon the minimum annual rental amount and a percentage of annual sales volume, generally ranging from 6 percent to 8 percent, when specific sales volumes are exceeded. Some leases include lease incentives, rent abatements and fixed rent escalations, which are amortized and recorded over the initial lease term on a straight-line basis.

As of September 30, 2016, the future minimum rental payments under non-cancelable operating leases with lease terms in excess of one year were as follows (in thousands):

2016	Remainder of the year	$ 1,793
2017		7,359
2018		6,755
2019		6,456
2020		6,520
Thereafter		25,600
		$ 54,483

Modified Convertible Notes and Credit Agreements

See “Note 16 – Debt and Preferred Stock” below for a further discussion on the commitments related to the RG Merger, which included the issuance of the Modified Convertible Notes and the providing of the ABL Credit Agreement and Term Credit Agreement.

Table of Contents

Advertising Agreements

In 2014, RG entered into certain agreements with an unrelated third party for advertising and sponsorship during 2015 and 2016. The 2016 portion has subsequently been cancelled. There were no amounts charged to expense for these commitments for the three months ended September 30, 2016 and 2015, respectively. For the nine months ended September 30, 2016 and 2015, the amounts charged to expense for these commitments were $750,000 and $700,000, respectively.

Letter of Credit

We maintained an irrevocable standby letter of credit for approximately $130,000 representing the deposit on RG's New York City retail store. In April 2016, the letter of credit was terminated.

Litigation

We are a party to legal proceedings and claims in the ordinary course of business, including proceedings to protect our intellectual property rights. As part of our monitoring program for our intellectual property rights, from time to time, we file lawsuits in the United States and abroad for acts of trademark counterfeiting, trademark infringement, trademark dilution, patent infringement or breach of other state or foreign laws. These actions often result in seizure of counterfeit merchandise and negotiated settlements with defendants. Defendants sometimes raise the invalidity or unenforceability of our proprietary rights as affirmative defenses or counterclaims. In the opinion of management, based upon advice of legal counsel, the likelihood is remote that the impact of any pending proceedings and claims, either individually or in the aggregate, would have a material adverse effect on our consolidated financial condition, results of operations or cash flows. However, because the ultimate outcome of legal proceedings and claims involves judgments, estimates and inherent uncertainties, actual outcomes of these proceedings and claims may materially differ from our current estimates. It is possible that resolution of one or more of the proceedings currently pending or threatened could result in losses material to our consolidated results of operations, liquidity or financial condition.

On a quarterly basis, we review our legal proceedings and claims and determine if an unfavorable outcome to us is considered "remote," "reasonably possible" or "probable" as defined by U.S. GAAP. Where we determine an unfavorable outcome is probable and is reasonably estimable, we accrue for potential litigation losses. The liability we may ultimately incur with respect to such litigation matters, in the event of a negative outcome, may be in excess of amounts we accrue, if at all. Where we determine an unfavorable outcome is not probable or reasonably estimable, we do not accrue for any potential litigation loss.

28

Table of Contents

NOTE 15 — SEGMENT INFORMATION

See “Note 1 – Basis of Presentation” for more information about our reportable segments. The following table contains summarized financial information concerning our reportable segments:

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Net sales:				
Wholesale	$ 31,993	$ 10,823	$ 80,325	$ 31,122
Consumer Direct	8,725	6,356	25,461	20,119
Corporate and other	442	426	1,462	1,568
	$ 41,160	$ 17,605	$ 107,248	$ 52,809
Gross profit:				
Wholesale	$ 13,601	$ 5,744	$ 37,297	$ 15,876
Consumer Direct	6,285	4,801	18,971	15,364
Corporate and other	442	426	1,462	1,568
	$ 20,328	$ 10,971	$ 57,730	$ 32,808
Operating (loss) income:				
Wholesale	$ 7,165	$ 3,618	$ 21,918	$ 11,903
Consumer Direct	(362)	(677)	(1,386)	473
Corporate and other	(9,183)	(2,693)	(27,799)	(11,675)
	$ (2,380)	$ 248	$ (7,267)	$ 701
Capital expenditures:				
Wholesale			$ 344	$ 139
Consumer Direct			885	3,076
Corporate and other			108	147
			$ 1,337	$ 3,362

	September 30, 2016	December 31, 2015
Total assets:		
Wholesale	$ 70,020	$ 39,007
Consumer Direct	11,194	11,303
Corporate and other	93,887	32,549
	$ 175,101	$ 82,859

Table of Contents

NOTE 16 — DEBT AND PREFERRED STOCK

The five-year payment schedule of our term debt and line of credit (both of which are classified as long-term debt) and our Modified Convertible Notes is as follows (in thousands):

	Payments due by period (in thousands)									
	Remainder of 2016	2017	2018	2019	2020	Thereafter	Total	Deferred Financing Costs, net	Original Issue Discount, net	Carrying Value
Convertible notes - short term	$ —	$ 13,057	$ —	$ —	$ —	$ —	$ 13,057	$ —	$ 280	$ 12,777
Long-term debt	125	1,250	2,500	3,750	5,000	37,000	49,625	1,117	—	48,508
Line of credit	—	—	—	—	14,143	—	14,143	553	—	13,590
Convertible notes	—	—	—	—	—	16,700	16,700	—	4,248	12,452
Total	$ 125	$ 14,307	$ 2,500	$ 3,750	$ 19,143	$ 53,700	$ 93,525	$ 1,670	$ 4,528	$ 87,327

JPM Credit Facility and Capex Loan of RG

On December 23, 2013, our subsidiary RG entered into a $30 million revolving credit facility with JP Morgan Chase Bank (the “JPM Loan Agreement”), which was later amended such that $3.5 million of the revolving credit facility was reclassified to the Capex Loan, a term loan. Interest on the amounts borrowed pursuant to the JPM Loan Agreement was charged based on RG’s average balance and, at our management’s election, at the bank’s prevailing prime rate plus 0.75% or at LIBOR plus 2.25%, which was 2.6% at December 31, 2015. As a result of the Capex Loan, the maximum amount available under the JPM Loan Agreement’s revolving credit facility was reduced to $26.5 million. The remaining revolving credit facility under the JPM Loan Agreement provided for borrowings based on an amount not to exceed the sum of (i) 85% of eligible accounts receivable, (ii) 90% of eligible credit card receivables, (iii) 70% of eligible wholesale inventory, (iv) 75% of eligible retail inventory and (v) the trademark component, as defined in the JPM Loan Agreement, minus outstanding principal amount of Capex Loan, and minus reserves. In January 2016, RG used the aggregate cash consideration received in the RG Merger to repay all of RG’s outstanding loans and indebtedness under the JPM Loan Agreement, including the Capex Loan.

RG’s Former Factoring Agreement with CIT

In December 2013, our subsidiary RG entered into a deferred purchase factoring arrangement and loan agreement with CIT. Under the agreement, RG assigned trade accounts receivable to a commercial factor with recourse, while retaining ownership of the assigned accounts receivable until the occurrence of a specified triggering event. RG paid fees ranging from 0.20% to 0.50% of the gross amount of the accounts receivable assigned, with an annual floor amount of $100,000. In January 2016, in connection with the RG Merger, we terminated our deferred purchase factoring arrangement and loan agreement and entered into our A&R Factoring Agreement. See "Note 7 – Factored and Accounts Receivables, Net."

ABL Credit Agreement and Term Credit Agreement

On January 28, 2016, in connection with consummation of the RG Merger, we and certain of our subsidiaries entered into (i) the ABL Credit Agreement; (ii) the Term Credit Agreement; and (iii) the A&R Factoring Agreement. See "Note 7 – Factored and Accounts Receivables, Net" for a discussion of the A&R Factoring Agreement.

The ABL Credit Agreement provides for a senior secured asset-based revolving credit facility (the "Revolving Facility") with commitments in an aggregate principal amount of $40 million. The Term Credit Agreement provides for a senior secured term loan credit facility (the "Term Facility") in an aggregate principal amount of $50 million. The Term Facility matures on January 28, 2021. The Revolving Facility matures on October 30, 2020. The amount available to be drawn under the Revolving Facility will be based on the borrowing base values attributed to eligible accounts receivable and eligible inventory. Our availability under the Revolving Facility as of September 30, 2016 was $17,905,000.

Table of Contents

Certain of our subsidiaries are co-borrowers under the ABL Credit Agreement and the Term Credit Agreement. The obligations under the ABL Credit Agreement and the Term Credit Agreement are guaranteed by all of our domestic subsidiaries and are secured by substantially all of our assets, including the assets of our domestic subsidiaries.

There are no scheduled payments under the Revolving Facility. The Term Facility is subject to quarterly payments of principal as follows: (i) 0.25% for each of the first four fiscal quarters; (ii) 0.625% for each of the four fiscal quarters thereafter; (iii) 1.25% for each of the next following four fiscal quarters; (iv) 1.875% for each of the next following four fiscal quarters; and (v) 2.50% for each fiscal quarter thereafter, with the balance payable at maturity.

The Term Facility includes mandatory prepayments customary for credit facilities of its nature, including, subject to certain exceptions: (i) 100% of the net cash proceeds from issuances of debt that is not permitted and certain equity issuances; (ii) 100% of the net cash proceeds from certain non-ordinary course asset sales, subject to customary exceptions and reinvestment rights; (iii) 100% of certain insurance proceeds and condemnation recoveries, subject to customary exceptions and reinvestment rights; (iv) 100% of the net cash proceeds from certain extraordinary receipts; and (v) a variable percentage of excess cash flow, ranging from 50% to 0% depending on our senior leverage ratio. Outstanding loans under the Term Facility may be prepaid at any time at our option subject to customary “breakage” costs with respect to LIBOR loans. Subject to certain exceptions, prepayments of loans under the Term Facility are subject to a prepayment premium of (i) 2.00% during the first year after the closing date and (ii) 1.00% during the second year after the closing date. The Revolving Facility is required to be prepaid to the extent extensions of credit thereunder exceed the applicable borrowing base. Outstanding loans under the Revolving Facility may be prepaid at any time at our option without premium or penalty, other than customary "breakage" costs with respect to LIBOR loans.

The ABL Credit Agreement provides that, subject to customary conditions, we, and certain of our subsidiaries that are borrowers, may seek to obtain incremental commitments under the Revolving Facility in an aggregate amount not to exceed $10 million. The Term Credit Agreement provides that, subject to customary conditions, we, and certain of our subsidiaries that are borrowers, may seek to obtain incremental term loans under the Term Facility in an aggregate amount not to exceed $50 million. We do not currently have any commitments for such incremental loans under either facility.

Borrowings under the ABL Credit Agreement and Term Credit Agreement bear interest at a rate equal to either, at our option, an adjusted base rate or the LIBOR (subject to a 0.50% floor for borrowings under the Term Facility), in each case plus an applicable margin. The applicable margins for borrowing under the Term Facility (which varies based on our senior leverage ratio) range from 8.00% to 6.00% for base rate loans and 9.00% to 7.00% for LIBOR loans. The applicable margin for borrowings under the Revolving Facility is 0.50% for base rate loans and 1.75% for LIBOR loans. An unused commitment fee equal to 0.25% per annum of the average daily amount by which the total commitments under the Revolving Facility exceeds the outstanding usage under the Revolving Facility will be payable monthly in arrears.

The ABL Credit Agreement and Term Credit Agreement contain customary representations and warranties, events of default and covenants, including, among other things and subject to certain exceptions, covenants that restrict the ability of us and our subsidiaries, to incur additional indebtedness, create or permit liens on assets, engage in mergers or consolidations, dispose of assets, make prepayments of certain indebtedness, pay certain dividends and other restricted payments, make investments, and engage in transactions with affiliates. The Term Credit Agreement requires us to comply with financial maintenance covenants to be tested quarterly (beginning with the second fiscal quarter ending after the RG Merger's closing date), consisting of a maximum senior leverage ratio, a maximum net senior rent adjusted leverage ratio and a minimum fixed charge coverage ratio. The ABL Credit Agreement requires us to comply with a minimum fixed charge coverage ratio to be tested monthly if excess availability under the Revolving Facility is less than 10% of the lesser of the commitments under the Revolving Facility and the borrowing base or during specified events of defaults. If an event of default under a credit agreement occurs and continues, the commitments may be terminated and the principal amount outstanding, together with all accrued and unpaid interest and other amounts owed may be declared immediately due and payable.

In connection with entering into the ABL Credit Agreement and the Term Credit Agreement, we incurred deferred financing costs totaling $1,930,000, of which $346,000 was accrued for as of December 31, 2015. As of

Table of Contents

September 30, 2016, we were in compliance with the financial and non-financial covenants in our ABL Credit Agreement and our Term Credit Agreement.

To permit the acquisition of SWIMS, on July 18, 2016, we also entered into (i) a Consent and Amendment No. 1 to our ABL Credit Agreement and accompanying security agreement with Wells Fargo Bank, National Association, as lender, and (ii) a Consent and Amendment No. 1 to our Term Credit Agreement and accompanying security agreement with TCW Asset Management Company, as agent for the lenders and the lenders party thereto.

RG Stock Purchase Agreement

In connection with the RG Merger, we entered into the RG Stock Purchase Agreement with TCP Denim, LLC pursuant to which we issued and sold to TCP Denim, LLC an aggregate of 50,000 shares of the Series A Preferred Stock, for an aggregate purchase price of $50 million in cash. The proceeds from the sale of Series A Preferred Stock were used to consummate the RG Merger. Under the form of certificate of designation for the Series A Preferred Stock, each share of Series A Preferred Stock entitles the holder to receive dividends when, as and if declared by the Board of Directors or a duly authorized committee thereof, to receive cumulative cash dividends, payable quarterly, at an annual rate of 10%, plus accumulated and accrued dividends thereon through such date. To date, the Board of Directors or a duly authorized committee thereof has not declared any dividends on our Series A Preferred Stock. Additionally, if our Board of Directors declares or pays a dividend on the common stock, then each holder of the Series A Preferred Stock will be entitled to receive a cash dividend on an as-converted basis. Each holder of the Series A Preferred Stock is entitled to vote on an as-converted basis and together with the holders of common stock as a single class, subject to certain limitations. For so long as a to-be-determined percentage of the shares of the Series A Preferred Stock remains outstanding, the holders of the Series A Preferred Stock, exclusively and as a separate class, will be entitled to elect three members of the Board of Directors, each of whom may only be removed without cause by the affirmative vote of the holders of a majority of the shares of Series A Preferred Stock. The holders of the Series A Preferred Stock have separate class voting rights with respects to certain matters affecting their rights. Upon any liquidation event, holders of the Series A Preferred Stock are entitled to receive the greater of the liquidation preference on the date of determination and the amount that would be payable to the holders of the Series A Preferred Stock had such holders converted their shares of Series A Preferred Stock into shares of common stock immediately prior to such liquidation event. Each share of the Series A Preferred Stock is convertible, at the option of the holder thereof, at any time and without the payment of additional consideration by the holder, at an initial conversion price of $11.16 (after taking into account the Reverse Stock Split).

Hudson Convertible Notes

On September 8, 2015, the Company entered into the Rollover Agreement with the holders of convertible notes originally issued in connection with the acquisition of the Hudson Business, pursuant to which, on January 28, 2016, the holders of the notes contributed the notes to the Company in exchange for the following:

- 1,167,317 shares of common stock;

- a cash payment of approximately $8.6 million, before expenses; and

- an aggregate principal amount of approximately $16.5 million of Modified Convertible Notes.

The Modified Convertible Notes are structurally and contractually subordinated to our senior debt and will mature on July 28, 2021. The Modified Convertible Notes accrue interest quarterly on the outstanding principal amount at a rate of 6.5% per annum (to be increased to 7% as of October 1, 2016 with respect to the Modified Convertible Notes issued to Fireman Capital CPF Hudson Co-Invest LP (“Fireman”)), which is payable 50% in cash and 50% in additional paid-in-kind notes; provided, however, that the Company may, in its sole discretion, elect to pay 100% of such interest in cash. Beginning on January 28, 2016, the Modified Convertible Notes are convertible by each of the holders into shares of our common stock, cash, or a combination of cash and common stock, at our election.

Table of Contents

If we elect to issue only shares of common stock upon conversion of the Modified Convertible Notes, each of the Modified Convertible Notes would be convertible, in whole but not in part, into a number of shares equal to the conversion amount divided by the market price. The conversion amount is (a) the product of (i) the market price, multiplied by (ii) the quotient of (A) the principal amount, divided by (B) the conversion price, minus (b) the aggregate optional prepayment amounts paid to the holder. The market price is the average of the closing prices for our common stock over the 20 trading day period immediately preceding the notice of conversion. If we elect to pay cash with respect to a conversion of the Modified Convertible Notes, the amount of cash to be paid per share will be equal to the conversion amount. We will have the right to prepay all or any portion of the principal amount of the Modified Convertible Notes at any time so long as we make a pro rata prepayment on all of the Modified Convertible Notes.

The following table (in thousands) is a summary of the recorded value of the Modified Convertible Notes as of September 30, 2016. The value of the convertible note reflects the present value of the contractual cash flows from the Modified Convertible Notes and resulted in an original issue discount of $4,673,000 that was recorded on January 28, 2016, the issuance date.

	Balance September 30, 2016
Modified Convertible Notes - Face value	$ 16,473
Less: original issue discount	(4,673)
Modified Convertible Notes recorded value on issue date	11,800
PIK interest issued January 29, 2016 - September 30, 2016	227
Accumulated accretion of original issue debt discount	425
Modified Convertible Notes value	$ 12,452

Tengram Convertible Note

In connection with the acquisition of SWIMS® in July 2016, we entered into certain financing arrangements with Tengram Partners Fund II, L.P., an entity affiliated with the holder of our Series A Preferred Stock, TCP Denim, LLC. See “Note 4 – Acquisition of SWIMS” and “Note 13 – Equity” for a discussion on the warrants issued in connection with the acquisition of SWIMS. The following table (in thousands) is a summary of the recorded value of the convertible note as of September 30, 2016. The value of the convertible note reflects the present value of the contractual cash flows and resulted in an original issue discount of $465,000 that was recorded on July 18, 2016, the issuance date.

	Balance September 30, 2016
Short-term convertible notes - Face value	$ 13,000
Less: Original issue discount	(465)
Short-term convertible notes recorded value on issue date	12,535
PIK interest issued July 19, 2016 - September 30, 2016	57
Accumulated accretion of original issue debt discount	185
Short-term convertible notes value	$ 12,777

SWIMS Overdraft Agreement and Factoring Agreement

In connection with the acquisition of SWIMS, SWIMS has maintained two preexisting external financing agreements, each between SWIMS and DNB Bank ASA (“DNB”): an Overdraft Facility Agreement, dated January 27, 2016 (the “Overdraft Agreement”) and a Credit Assurance and Factoring Agreement, dated August 26, 2013 (the “SWIMS Factoring Agreement”).

The Overdraft Agreement is an overdraft facility that provides SWIMS with access to up to NOK 6,000,000 (approximately $725,000 as of September 30, 2016) in total, divided between (a) an ordinary credit of NOK 3,500,000 at an interest rate of 7.4% plus an additional quarterly fee of 0.4% on the outstanding principal in frame commissions and

Table of Contents

(b) an additional credit of NOK 2,500,000 at an interest rate of 4.9% plus an additional quarterly fee of 0.5% on the outstanding principal in frame commissions. The Overdraft Agreement is secured with (a) first-priority liens on SWIMS' (i) machinery and plant (up to NOK 10,000,000) and (ii) inventory (up to NOK 10,000,000) and (b) additional liens on SWIMS' factoring in the amount of NOK 1,000,000 (first lien), NOK 4,000,000 (second lien), NOK 7,000,000 (third lien) and NOK 2,500,000 (fourth lien). The Overdraft Agreement may be terminated by SWIMS upon fourteen days' prior written notice for any reason and by DNB upon fourteen days' prior written notice for just cause. DNB may also terminate the Overdraft Agreement without any prior written notice in the event of a material breach by SWIMS. As of September 30, 2016, there was no outstanding balance on the facility governed by the Overdraft Agreement.

The Factoring Agreement is a combined credit assurance and factoring agreement, pursuant to which SWIMS is granted financing of up to 80% of its preapproved outstanding invoiced receivables. DNB receives a 0.19% annual commission based on invoiced revenues and a 0.25% quarterly commission of the maximum financing amount plus other administrative costs. The Factoring Agreement is secured with (a) first-priority liens on SWIMS' (i) machinery and plant (up to NOK 10,000,000) and (ii) inventory (up to NOK 10,000,000) and (b) additional liens on SWIMS' factoring in the amount of NOK 1,000,000 (first lien), NOK 4,000,000 (second lien), NOK 7,000,000 (third lien) and NOK 2,500,000 (fourth lien). The Factoring Agreement may be terminated by SWIMS upon fourteen days' prior written notice for any reason and by DNB upon fourteen days' prior written notice for just cause. DNB may also terminate the Factoring Agreement without any prior written notice in the event of a material breach by SWIMS. As of September 30, 2016, SWIMS had outstanding financing commitments on NOK 15,076,000 (approximately $1,825,000 as of September 30, 2016) of its preapproved outstanding invoiced receivables pursuant to the SWIMS Factoring Agreement.

Total Interest Expense

The following table (in thousands) is a summary of our total interest expense as follows:

	Three months ended		Nine months ended	
	September 30, 2016	September 30, 2015	September 30, 2016	September 30, 2015
Contractual coupon interest	$ 1,723	$ 134	$ 4,446	$ 402
Amortization of discounts and deferred financing costs	367	—	980	—
Total interest expense	$ 2,090	$ 134	$ 5,426	$ 402

NOTE 17 — FAIR VALUE MEASUREMENT OF FINANCIAL INSTRUMENTS

The financial instruments recorded in the accompanying condensed consolidated balance sheets include cash and cash equivalents, factored accounts receivable, trade receivables (including credit card receivables), royalty receivables, accounts payable, revolving credit facilities, senior secured notes, convertible notes and term loans discussed elsewhere in this Quarterly Report. Due to their short-term maturity, the carrying values of cash and cash equivalents, factored accounts receivable, trade receivables (including credit card receivables), royalty receivables, accounts payable, revolving credit facilities, senior secured notes and term loans approximate their fair market values. In addition, the carrying amounts of the ABL Credit Agreement and Term Credit Agreement approximate their fair value because of the variable market interest rate charged to us.

Fair value is defined as the exit price, or the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants as of the measurement date. Accounting guidance also establishes a hierarchy for inputs used in measuring fair value that maximizes the use of observable inputs and minimizes the use of unobservable inputs by requiring that the most observable inputs be used when available. Observable inputs are inputs market participants would use in valuing the asset or liability and are developed based on market data obtained from sources independent of us. Unobservable inputs are inputs that reflect our assumptions about the factors market participants would use in valuing the asset or liability. The guidance establishes three levels of inputs that may be used to measure fair value:

Table of Contents

Level 1—Quoted prices in active markets for identical assets or liabilities.

Level 2—Inputs other than Level 1 that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Assets and liabilities are classified in their entirety based on the lowest level of input that is significant to the fair value measurements. We review the fair value hierarchy classification on a quarterly basis. Changes in the observability of valuation inputs may result in a reclassification of levels for certain securities within the fair value hierarchy.

The following table presents our fair value hierarchy for liabilities measured at fair value on a recurring basis as of September 30, 2016 and December 31, 2015 (in thousands):

		Carrying Value		Fair Value	
Financial Instrument	Level	September 30, 2016	December 31, 2015	September 30, 2016	December 31, 2015
Convertible notes - short term	3	$ 12,777	$	$ 12,777	
Convertible notes - long term	3	12,452	—	12,000	$ —
Loan payable	3	—	1,653	—	1,653
		$ 25,229	$ 1,653	$ 24,777	$ 1,653

The key assumptions for determining the fair value at September 30, 2016 included the remaining time to maturity of 4.83 years, volatility of 60 percent, and the risk-free interest rate of 1.12 percent.

NOTE 18 — DISCONTINUED OPERATIONS

On February 29, 2016, we completed the closure of 14 of our Joe's® brand retail stores. In accordance with ASC 205-20, Presentation of Financial Statements – Discontinued Operations, the results of operations of our former Joe's Business are reported as discontinued operations in the accompanying unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2016 because those operations were disposed of as of March 31, 2016. Due to the timing of the RG Merger, there were no discontinued operations prior to the three months ended March 31, 2015 or nine months ended September 30, 2015. The operations and cash flows of the 14 Joe's® brand retail stores that were part of the Joe's Business have been eliminated from the ongoing operations of the Company since the Company does not have any continuing involvement in the operations of such retail stores that were closed after the disposal transaction. There were no assets or liabilities from the discontinued operations at September 30, 2016.

Table of Contents

The operating results of discontinued operations for the three and nine months ended September 30, 2016 are as follows (in thousands):

	Three months ended September 30, 2016	Nine months ended September 30, 2016
Net sales from discontinued operations	$ —	$ 1,208
Loss from discontinued operations before income tax	$ —	$ (1,286)
Income tax provision	—	—
Loss from discontinued operations	$ —	$ (1,286)

NOTE 19 — SUBSEQUENT EVENTS

Following the end of the period covered by this Quarterly Report, our Board of Directors adopted, subject to stockholder approval, and our stockholders approved at our annual meeting of stockholders held on November 7, 2016 the Differential Brands Group Inc. 2016 Stock Incentive Plan (“2016 Plan”). Under the 2016 Plan, as a post balance sheet date event, we have reserved up to 3,529,109 shares of common stock for issuance in connection with grants of nonqualified stock options, stock options, stock appreciation rights, restricted stock, RSUs, performance compensation awards and other stock-based awards.

Table of Contents

Item 2.Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

This Quarterly Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of Exchange Act, which represent our management's beliefs and assumptions concerning future events based on information currently available to us. When used in this Quarterly Report and in documents incorporated herein by reference, the words and phrases "may," "will," "expect," "anticipate," "intend," "estimate," "continue," "believe," "plan," "project," "will be," "will continue," "indicates," "forecast," "guidance," "outlook," "targets" and similar expressions and the negatives of such words and phrases a intended to identify forward-looking statements. Similarly, statements that describe our future expectations, objectives and goals or contain projections of our future results of operations or financial condition are also forward-looking statements.

These statements are not guarantees of future performance and are subject to certain risks and uncertainties, which are difficult to predict and which could cause actual results to differ materially, including, without limitation: the risk that we incurred substantial indebtedness in connection with the acquisition of RG, and, to a lesser extent, SWIMS, and it may be necessary to refinance or extend our indebtedness, which may decrease our business flexibility and adversely affect our financial results; the risk that we may default on the indebtedness we incurred to finance the acquisition of RG; the risk that we will be unsuccessful in integrating Hudson, RG and SWIMS and achieving our intended results as a result of such acquisitions; the risk that our foreign sourcing of our products and the implementation of foreign production for Hudson's products may adversely affect our business; the risk that we will be unsuccessful in gauging fashion trends and changing customer preferences; the risk that changes in general economic conditions, consumer confidence or consumer spending patterns, including consumer demand for denim and premium lifestyle apparel, will have a negative impact on our financial performance or strategies and our ability to generate cash flows from our operations to service our indebtedness; the risks associated with leasing retail space and operating our own retail stores; the highly competitive nature of our denim and premium lifestyle apparel businesses in the United States and internationally and our dependence on consumer spending patterns, which are influenced by numerous other factors; our ability to respond to the business environment and fashion trends; continued acceptance of our brands in the marketplace; our reliance on a small number of large customers; our ability to implement successfully any growth or strategic plans; our ability to manage our inventory effectively; the risk of cyber attacks and other system risks; our ability to continue to have access on favorable terms to sufficient sources of liquidity necessary to fund ongoing cash requirements of our operations or new acquisitions; competitive factors, including the possibility of major customers sourcing products overseas in competition with our products; the risk that acts or omissions by our third-party vendors, including those to whom we license our brands, could have a negative impact on our reputation; the effect of the RG Merger and the acquisition of SWIMS on our financial results, business performance and product offerings; the risk that our credit ratings or those of our subsidiaries may be different from what we expect; the risk that our existing stockholders may be diluted if we choose to settle our Modified Convertible Notes by issuing shares of our common stock; risks associated with the restatement of our unaudited condensed consolidated financial statements as of and for the three months ended March 31, 2016; the identification of material weaknesses in our internal control over financial reporting and our ability to maintain effective internal control over financial reporting; and the risk

factors contained in our reports filed with the SEC pursuant to the Exchange Act, including our annual report on Form 10-K for the year ended November 30, 2015 (the “2015 Form 10-K”), and in “Part II, Item 1A, Risk Factors” of this Quarterly Report.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Since we operate in a rapidly changing environment, new risk factors can arise and it is not possible for our management to predict all such risk factors, nor can our management assess the impact of all such risk factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Our future results, performance or achievements could differ materially from those expressed or implied in these forward-looking statements. We do not undertake any obligation to publicly revise these forward-looking statements to reflect events or circumstances occurring after the date hereof or to reflect the occurrence of unanticipated events, except as may be required by law.

Table of Contents

Introduction

This management's discussion and analysis summarizes the significant factors affecting our results of operations and financial condition during the quarterly periods ended September 30, 2016 and 2015. This discussion should be read in conjunction with our consolidated financial statements as of December 31, 2015 and 2014 and for the three-year period ended December 31, 2015 and the notes thereto (filed as Exhibit 99.1 to Amendment No. 1 to our Current Report on Form 8-K/A, filed with the SEC on March 30, 2016), as well as the unaudited condensed consolidated financial statements and notes thereto and information contained in this Quarterly Report.

Executive Overview

Our principal business activity is the design, development and worldwide marketing of apparel products, which include denim jeans, related casual wear and accessories bearing the brand Hudson®, the design, development, sales and licensing of apparel products and accessories bearing the brand name Robert Graham®, and as of July 18, 2016, the design, development, sales and licensing of shoes, accessories and apparel products bearing the brand name SWIMS®. Until the closing of the Joe's Asset Sale in September 2015 and the transfer of the remaining Joe's brand retail stores that we closed in February 2016 as part of our discontinued operations, we also sold apparel products bearing the Joe's® brand name. Hudson® was established in 2002, and is similarly recognized as a premier designer and marketer of women's and men's premium branded denim apparel. Robert Graham® can be described as "American Eclectic" and received the 2014 "Menswear Brand of the Year" award from the American Apparel & Footwear Association. Since its launch in 2001, Robert Graham® was created based upon the premise of introducing sophisticated, eclectic style to the fashion market as an American-based company with an intention of inspiring a global movement. We completed the acquisition of our Robert Graham® business on January 28, 2016, when we acquired all of the outstanding equity interests of RG. SWIMS is a Scandinavian lifestyle brand best known for its range of fashion-forward, water-resistant footwear and sportswear that artfully balances performance, comfort and style. We completed the acquisition of SWIMS on July 18, 2016.

Our Hudson® product line includes women's, men's and children's denim jeans, pants, jackets and other bottoms. We sell our products under our Hudson® brand through our website and to numerous retailers, which include major department stores, specialty stores and international customers around the world. We continue to evaluate offering a range of products under the Hudson® brand name.

Robert Graham® offers a cohesive lifestyle collection that includes premium priced men's knits, polos, t-shirts, sweaters, sport coats, outerwear, jeans, pants, shorts, swimwear, sport shirts and accessories. We also offer a line of women's apparel, mainly in our Robert Graham® brand retail stores. Additionally, under our Robert Graham® product line, men's shoes, belts, small leather goods, dress shirts, neckwear, tailored clothing, headwear, eyeglasses and sunglasses, jewelry, hosiery, underwear, loungewear and fragrances are produced by third parties under various license agreements and we receive royalty payments based upon net sales from licensees. We sell our Robert Graham® brand in a limited manner in the international market.

SWIMS distributes its full range of footwear, swimwear, outerwear, ready-to-wear and accessories worldwide through high-end department stores, independent specialty stores and luxury resorts, and sells products through its own website and through eight licensed SWIMS-branded stores and one company owned outlet store (the “SWIMS Business”). Because these businesses focus on design, development and marketing, we rely on third parties to manufacture our products for Hudson®, Robert Graham® and SWIMS®.

Asset Sale Relating to Joe’s Business and Merger with RG

During fiscal 2014 and 2015, we believed that our growth potential relied on the integration of the Hudson Business and Joe’s Business. However, we did not achieve the desired level of integration on our original timetable, and failed to meet certain financial covenants set forth in the Garrison Term Loan Credit Agreement. On November 6, 2014, we received a notice of default and demand for payment of default interest from Garrison under the Garrison Term Loan Credit Agreement, which resulted in our default under the terms of the CIT Revolving Credit Agreement and our separate factoring facility with CIT and prohibited us from making payments under other indebtedness. On February 10,

Table of Contents

2015, we received additional notices of default and events of default for failure to comply with certain financial and other covenants and a demand for continued payment of default interest from both Garrison and CIT.

Additionally, during the first half of fiscal 2015, our business was impacted by a decrease in overall sales in both our wholesale and retail segments. During fiscal 2014, our business was impacted by a decline in our overall Joe's Business, but offset by the addition of sales from the acquisition of Hudson. On a comparative basis, sales of our men's and women's denim bottoms were, and continue to be, impacted by a weakening in the overall denim market, as consumer preference shifts to non-denim bottoms. Our Hudson® brand has been focused on designing new products in a variety of fits and washes with new and innovative fabrics to give the customer a reason to purchase a new pair of jeans.

On January 19, 2015, our then-President and Chief Executive Officer, Marc B. Crossman, resigned. As a result of the defaults under the various credit agreements and the resignation of our Chief Executive Officer, our board of directors determined that it was in the best interests of the Company and our stockholders to explore strategic alternatives to remedy the defaults with our lenders and to find a new chief executive officer to lead us. On September 8, 2015, we entered into various definitive agreements intended to provide a total solution to resolving the Company's operational, financial and management issues, pursuant to which we agreed to the following: (i) the Joe's Asset Sale, later completed September 11, 2015, whereby we sold certain of our operating and intellectual property assets related to the Joe's Business for a total of $80 million; (ii) the RG Merger Agreement, under which we agreed to combine our remaining business operated under the Hudson® brand with RG; (iii) the RG Stock Purchase Agreement, under which we agreed to issue and sell $50 million of our Series A Preferred Stock in a private placement to an affiliate of Tengram Capital Partners; (iv) the exchange of certain outstanding convertible notes for a combination of cash, shares of our common stock and certain Modified Convertible Notes; and (v) the appointment of a chief executive officer with public company experience.

On September 11, 2015, we completed the Joe's Asset Sale of (i) certain of our intellectual property assets used or held for use in the Joe's Business for an aggregate purchase price of $67 million pursuant to that certain asset purchase agreement, dated as of September 8, 2015, by and among us, Joe's Holdings, and solely for the purpose of its related guarantee, Sequential Brands Group, Inc., a Delaware corporation (the "Joe's IP Asset Purchase Agreement"), and (ii) among other things, certain inventory and other assets and liabilities related to the Joe's Business for an aggregate purchase price of $13 million pursuant to that certain asset purchase agreement, dated as of September 8, 2015, by and between us and GBG (the "Joe's Operating Asset Purchase Agreement"). The proceeds of the Joe's Asset Sale were used to repay all of our indebtedness outstanding under the Garrison Term Loan Credit Agreement and a portion of our indebtedness outstanding under our revolving credit agreement. As a result, the Garrison Term Loan Credit Agreement was paid in full and terminated on September 11, 2015 and we entered into the CIT Amended and Restated Revolving Credit Agreement, which provided for a maximum credit availability of $7.5 million and waived certain defaults. On January 28, 2016, all outstanding loans under the CIT Amended and Restated Revolving Credit Agreement were repaid and it was terminated in connection with our entering into (i) the ABL Credit Agreement and security agreement with Wells Fargo Bank, National Association, as lender, and (ii) the Term Credit Agreement and security agreement with TCW Asset Management Company, as agent, and the lenders party thereto. The aggregate cash consideration received was reduced by $19.0 million to repay all of RG's outstanding loans and indebtedness under its revolving credit agreement with J.P. Morgan Chase Bank, N.A.

On January 28, 2016, we completed the acquisition of all of the outstanding equity interests of RG, as contemplated by the RG Merger Agreement, by and among RG, RG Merger Sub and us, for an aggregate of $81.0 million in cash and 8,825,461 shares of our common stock (after giving effect to the Reverse Stock Split (as defined above and discussed below)). Pursuant to the RG Merger Agreement, among other things, our RG Merger Sub was merged with and into RG, so that RG, as the surviving entity, became our wholly-owned subsidiary.

Effective upon consummation of the RG Merger, we changed our name to “Differential Brands Group Inc.” and completed the Reverse Stock Split, such that each 30 shares of our issued and outstanding common stock were reclassified into one share of our issued and outstanding common stock. The Reverse Stock Split did not change the par value or the amount of authorized shares of our common stock. The primary purpose of the Reverse Stock Split was to increase the per-share market price of our common stock in order to maintain our listing on NASDAQ.

Table of Contents

In connection with the RG Merger, on January 28, 2016, we completed the issuance and sale of an aggregate of 50,000 shares of our Series A Preferred Stock for an aggregate purchase price of $50 million in cash, as contemplated by our RG Stock Purchase Agreement with TCP Denim, LLC. We used the proceeds from the RG Stock Purchase Agreement and the debt financing provided by the credit facilities under the ABL Credit Agreement and Term Credit Agreement to, among other things, consummate the RG Merger and the transactions contemplated by the RG Merger Agreement.

After the closing of the Joe's Operating Asset Purchase Agreement and the Joe's IP Asset Purchase Agreement on September 11, 2015, we retained and operated 32 Joe's® brand retail stores, of which we transferred 18 retail stores to GBG on January 28, 2016 for no additional consideration. As of February 29, 2016, the remaining 14 Joe's® brand retail stores were closed. GBG supplied Joe's® branded merchandise to the retail stores for resale under a license from Joe's Holdings. The Joe's® retail stores which Differential retained after the RG Merger until their closure later in the first quarter of fiscal 2016 are reported as part of the discontinued operations of the post-RG Merger combined Company in this management's discussion and analysis.

Reportable Segments

We view our business and measure performance based on three primary segments: Wholesale, Consumer Direct and Corporate and other. Before its Merger with RG, Differential operated its Hudson Business and Joe's Business using Wholesale and Retail (which we have renamed Consumer Direct) as its two reportable segments. Because RG has been accounted for as the accounting acquirer as a result of the RG Merger, we have adopted RG's three subdivisions as our reportable segments for all operations of our combined Company for periods after the RG Merger's closing date. For periods before the RG Merger's closing date, our discussion of reportable segments reflects only the operations of RG. In addition, the information presented reflects the integration of the SWIMS® brand since its acquisition on July 18, 2016.

Wholesale

As of September 30, 2016 and 2015, our Wholesale segment was comprised of sales of (i) Robert Graham® products to leading nationwide premium department stores, specialty retailers and boutiques and select off-price retailers ("Off-Price"), (ii) following the closing of the RG Merger Agreement on January 28, 2016 and as of September 30, 2016, Hudson® products to retailers, specialty stores and international and Off-Price customers, and (iii) following the closing of the SWIMS acquisition on July 18, 2016, SWIMS products to retailers, specialty stores and international and Off-Price customers, including international licensed store operators. Additionally, our Wholesale segment included expenses from our sales and customer service departments, trade shows, warehouse distribution and product samples associated with, as of September 30, 2015 and 2016, our Robert Graham® product line, following the closing of the RG Merger Agreement on January 28, 2016 and as of September 30, 2016, our Hudson® product line, and following the closing of the SWIMS acquisition on July 18, 2016, our SWIMS® product line. Domestically, we sell our Hudson® and SWIMS® products through our own showrooms, as well as, in the case of our Robert Graham®

products, with independent sales representatives who may have their own showrooms. At the showrooms, retailers review the latest collections offered and place orders. The showroom representatives provide us with purchase orders from the retailers and other specialty store buyers. Internationally, we sell our products to customers in various countries.

We measure performance of our Wholesale segment primarily based on the diversity of product classifications and number of retail “doors” that sell our products within existing accounts as well as our ability to selectively expand into new accounts having retail customers carrying similar premium-priced products. While growth in our Wholesale segment has been relatively flat since the beginning of 2013 as we have focused on growing our higher margin Consumer Direct segment, our go-forward strategy includes driving sales by improving productivity in existing accounts/doors within existing accounts, selectively expanding into new accounts and continued installation of shop-in-shops. International expansion largely through wholesale distributors and licensees is also a strategy that we are pursuing.

Table of Contents

Consumer Direct

As of September 30, 2016 and 2015, our Consumer Direct segment was comprised of sales of our Robert Graham® products directly to consumers in the United States through full-price retail stores, outlet stores and through our retail internet site located at www.robertgraham.us. As this segment generates higher gross margins and provides us greater control of our brand, product mix and distribution, we have grown from one Robert Graham® brand retail store in 2011 to 30 retail stores as of September 30, 2016, including 18 full price stores and 12 outlet stores. We have signed a lease for a store we expect to open in early 2017. We have expanded the ecommerce part of the Consumer Direct segment by creating a larger customer database and generating repeat customer sales through our Collector's Club Loyalty Program. Additionally, following the closing of the RG Merger Agreement on January 28, 2016 and as of September 30, 2016, our Consumer Direct segment was comprised of sales of our Hudson® products to consumers through our online retail site at www.hudsonjeans.com and following the acquisition of SWIMS® on July 18, 2016, sales of our SWIMS® products to consumers through our online retail site at www.swims.com and our one Company operated outlet store in Oslo, Norway. Revenues from the 14 Joe's® brand retail stores which we owned and operated until they closed as of February 29, 2016 are reported as discontinued operations.

We measure performance of our Consumer Direct segment primarily based on the profitability of our stores, as well as our ability to attract and retain customers in our ecommerce business and the conversion rates on our website. The opening of new stores requires significant capital investment prior to generating revenue. Given our plans to continue to expand our retail footprint, near-term operating results could be adversely affected and we will need to closely manage our liquidity and capital resources.

Corporate and other

As of September 30, 2016 and 2015, our Corporate and other segment was comprised of licenses to third parties for the right to use our various trademarks in connection with the manufacture and sale of designated Robert Graham® products in specified geographical areas for specified periods. Our licensing revenues for our Robert Graham® products stem primarily from the following product categories and geographical areas: men's shoes, belts, small leather goods, dress shirts, neckwear, tailored clothing, headwear, eye and sun glasses, jewelry, hosiery, underwear, loungewear and fragrances, and distribution in Canada. Following the closing of the RG Merger on January 28, 2016, our Corporate and other segment also included licensing revenue from the sale by our licensee of our Hudson® children's product line. Our Corporate and other segment also encompassed our corporate operations, including the design, production, general brand marketing and advertising, operations, information technology, accounting, executive, legal and human resources departments associated with, as of September 30, 2016 and September 30, 2015, our Robert Graham® product line and, following the closing of the RG Merger Agreement on January 28, 2016 and as of September 30, 2016, our Hudson® product line. Similar to our Wholesale segment, we measure performance of our Corporate and other segment primarily based on our licensees' ability to sell our products in multiple categories to their existing wholesale customers and to add new licensees in brand relevant categories.

Seasonality

Our business is partly seasonal. For our Robert Graham® products, the fourth quarter is the strongest quarter for sales within our Consumer Direct segment, and the greatest volume of shipments are made in late summer through early fall and again in late winter and early spring. For our Hudson® products, historically, the majority of the marketing and sales orders have taken place from late fall to late spring, and the greatest volumes of shipments and actual sales have generally been made from summer through early fall. Accordingly, the cash flows of our Robert Graham Business and Hudson Businesses may be strongest in those respective periods. Due to the partial seasonality of our business, as well as the evolution and changes in our business and product mix, including the sale of the Joe's Business and the Company's acquisition of the Robert Graham Business and SWIMS Business, our quarterly results are not necessarily indicative of the results for the next quarter or year. Furthermore, because of the growing number of full-price retail and outlet stores opened at different points during the past few fiscal years, we continue to assess the seasonality of our business on our retail segment and the potential impact of our retail stores on our financial results. Since we have opened most of our Robert Graham® brand stores in the last three years, we are still evaluating their performance.

For the remainder of 2016, we believe that our growth drivers will be dependent upon successful integration of the Robert Graham Business with the Hudson Business as a result of the RG Merger, which includes reducing expenses

Table of Contents

and achieving synergies as a result of the RG Merger. In addition, we may face increased costs as we attempt to integrate the technology, personnel, customer base and business practices and to realize the anticipated efficiencies of our recently-acquired SWIMS Business. We also expect to grow our SWIMS Business in the North American and international markets. Overall, we see opportunities for continued margin enhancement if we are successful in growing our Wholesale, Consumer Direct and Corporate and other segments. In particular, we see opportunity to improve product sourcing through growing economies of scale and to further enhance gross margins as we continue to increase the proportion of our business derived from our Consumer Direct segment. No assurances can be given that these or other actions will result in increased profitability.

Results of Operations

Comparison of Three Months Ended September 30, 2016 to Three Months Ended September 30, 2015

	Three months ended (in thousands, except percentages, unaudited)			
	September 30, 2016	September 30, 2015	$ Change	% Change
Net sales	$ 41,160	$ 17,605	$ 23,555	134 %
Cost of goods sold	20,832	6,634	14,198	214 %
Gross profit	20,328	10,971	9,357	85 %
Gross margin	49 %	62 %	40 %	
Selling, general and administrative	21,115	9,808	11,307	115 %
Depreciation and amortization	1,593	915	678	74 %
Operating (loss) income from continuing operations	(2,380)	248	(2,628)	(1,060) %
Interest expense, net	2,090	134	1,956	1,460 %
Other expense, net	121	—	121	N/A %
(Loss) income from continuing operations before income taxes	(4,591)	114	(4,705)	(4,127) %
Income tax (benefit) provision	(1,770)	78	(1,848)	(2,369) %
(Loss) income from continuing operations	(2,821)	36	(2,857)	(7,936) %
Net (loss) income from discontinued operations, net of tax	—	—	—	N/A
Net (loss) income	$ (2,821)	$ 36	$ (2,857)	(7,936) %

Table of Contents

Three Months Ended September 30, 2016 and 2015 Overview

The following table sets forth certain statements of operations data by our reportable segments for the periods as indicated:

	Three months ended (in thousands, except percentages, unaudited)			
	September 30, 2016	September 30, 2015	$ Change	% Change
Net sales:				
Wholesale	$ 31,993	$ 10,823	$ 21,170	196 %
Consumer Direct	8,725	6,356	2,369	37 %
Corporate and other	442	426	16	4 %
	$ 41,160	$ 17,605	$ 23,555	134 %
Gross profit:				
Wholesale	$ 13,601	$ 5,744	$ 7,857	137 %
Consumer Direct	6,285	4,801	1,484	31 %
Corporate and other	442	426	16	4 %
	$ 20,328	$ 10,971	$ 9,357	85 %
Operating (loss) income:				
Wholesale	$ 7,165	$ 3,618	$ 3,547	98 %
Consumer Direct	(362)	(677)	315	(47) %
Corporate and other	(9,183)	(2,693)	(6,490)	241 %
	$ (2,380)	$ 248	$ (2,628)	(1,060) %

For the three months ended September 30, 2016, or the third quarter of fiscal 2016, our net sales increased to $41,160,000 from $17,605,000 for the three months ended September 30, 2015, or the third quarter fiscal 2015, a 134 percent increase. We had an operating loss from continuing operations of $2,380,000 compared to operating income from continuing operations of $248,000 for the third quarter of fiscal 2015.

Net Sales

Our overall net sales increased to $41,160,000 for the third quarter of fiscal 2016 from $17,605,000 for the third quarter of fiscal 2015, a 134 percent increase. This increase in our net sales was primarily attributed to the addition of $19,463,000 in sales from our Hudson® brand and $3,539,000 in sales from our SWIMS® brand.

Wholesale net sales increased to $31,993,000 for the third quarter of fiscal 2016 from $10,823,000 for the third quarter of fiscal 2015, a 196 percent increase. This increase in our Wholesale net sales was primarily attributed to the addition of $18,516,000 in Wholesale sales from our Hudson® brand and $3,205,000 in wholesale sales from our SWIMS® brand. These increases were offset by a decrease in Wholesale sales from Robert Graham during the comparative period.

Consumer Direct net sales increased to $8,725,000 for the third quarter of fiscal 2016 from $6,356,000 for the third quarter of fiscal 2015, a 37 percent increase. This increase in our Consumer Direct net sales was attributed to the addition of $754,000 in sales from our Hudson® ecommerce business and $334,000 in sales from our SWIMS® Consumer Direct business. Our Robert Graham Consumer Direct net sales also increased for the third quarter of fiscal 2016 due to the opening of two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016.

Our net sales also include $442,000 of licensing revenue in our Corporate and other segment for the third quarter of fiscal 2016 compared to $426,000 for the third quarter of fiscal 2015, representing a four percent increase.

Table of Contents

This increase was attributable to $193,000 in licensing revenue from our Hudson business, which was offset by a decrease in licensing revenue from Robert Graham's existing licensees.

Gross Profit

Our gross profit increased to $20,328,000 for the third quarter of fiscal 2016 from $10,971,000 for the third quarter of fiscal 2015, an 85 percent increase. This increase in our gross profit was primarily attributed to the addition of $10,275,000 in gross profit from our Hudson® brand and $1,570,000 in gross profit from our SWIMS® brand. Our gross profit was offset by a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016 and a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory.

Our overall gross margin was 49 percent for the third quarter of fiscal 2016, compared to 62 percent for the third quarter of fiscal 2015, which was due to the addition of Hudson's and SWIMS' wholesale businesses, and whose products generate a lower gross margin than Robert Graham.

Our Wholesale gross profit increased to $13,601,000 for the third quarter of fiscal 2016 from $5,744,000 for the third quarter of fiscal 2015, a 137 percent increase. This increase was primarily driven by an additional $9,505,000 in gross profit from the Hudson wholesale business and $1,344,000 in gross profit from the SWIMS wholesale business. Our Wholesale gross profit was offset by a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016, a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory, and a decrease in Robert Graham wholesale gross profit for the period.

Our Consumer Direct gross profit increased to $6,285,000 for the third quarter of fiscal 2016, compared to $4,801,000 for the third quarter of fiscal 2015, a 31 percent increase, driven primarily by the increase in sales as a result of opening two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016 and the addition of $577,000 from our Hudson® ecommerce business and $226,000 from our SWIMS® Consumer Direct business.

Our Corporate and other gross profit increased to $442,000 for the third quarter of fiscal 2016, compared to $426,000 for the third quarter of fiscal 2015, a 4 percent increase. This increase was attributable to $193,000 in licensing revenue from our Hudson business, which was offset by a decrease in licensing revenue from Robert Graham's existing licensees.

Selling, General and Administrative Expense, including Depreciation and Amortization

Selling, general and administrative, or SG&A, expenses increased to $22,708,000 for the third quarter of fiscal 2016 from $10,723,000 for the third quarter of fiscal 2015, a 112 percent increase. Our SG&A expense increase was mainly attributable to the addition of the Hudson® brand as a result of the RG Merger and the acquisition of SWIMS. In addition, we incurred $877,000 of transaction expenses related to the acquisition of SWIMS in July 2016.

Our SG&A expense includes expenses related to employee and employee related benefits, sales commissions, warehousing and freight, advertising, sample production, facilities and distribution related costs, acquisition related costs, professional fees, stock-based compensation, factor and bank fees, depreciation and amortization and retail store impairment.

Our Wholesale SG&A expense increased to $6,436,000 for the third quarter of fiscal 2016 from $2,126,000 for the third quarter of fiscal 2015, or a 203 percent increase. Our Wholesale SG&A expense increase was mainly attributable to the addition of $4,530,000 in SG&A expense relating to Hudson's Wholesale operations and $485,000 from SWIMS.

Our Consumer Direct SG&A expense increased to $6,647,000 for the third quarter of fiscal 2016 from $5,478,000 for the third quarter of fiscal 2015, a 21 percent increase. Our Consumer Direct SG&A expense increased

Table of Contents

mostly due to costs associated with the opening of two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016, as well as $490,000 of expenses from Hudson's ecommerce business and $228,000 of expenses from our SWIMS® Consumer Direct business.

Our Corporate and other SG&A expense increased to $9,625,000 for the third quarter of fiscal 2016 from $3,119,000 for the third quarter of fiscal 2015, a 209 percent increase. Our Corporate and other SG&A expense includes general overhead associated with our operations as well as professional advisor fees incurred in connection with the RG Merger. Our increase in SG&A expense was attributable to the addition of $3,565,000 in Hudson's corporate operating expenses, $625,000 in SWIMS' corporate operating expense and $877,000 of transaction expenses related to the acquisition of SWIMS in July 2016.

Operating (Loss) Income from Continuing Operations

We had operating loss from continuing operations of $2,380,000 for the third quarter of fiscal 2016, compared to operating income from continuing operations of $248,000 for the third quarter of fiscal 2015. This shift from income to a loss was primarily due to $877,000 in transaction expenses related to the SWIMS acquisition, a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016 and a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory.

Our Wholesale operating income increased to $7,165,000 in the third quarter of fiscal 2016 from $3,618,000 for the third quarter of fiscal 2015, a 98 percent increase, primarily due to the addition of operating income of $4,975,000 attributable to the Hudson Business, which was offset by an operating loss of $418,000 attributable to the SWIMS business primarily due to the non-cash inventory expense described above.

Our Consumer Direct segment had an operating loss of $362,000 for the third quarter of fiscal 2016, compared to $677,000 for the third quarter of fiscal 2015, a 47 percent decrease, primarily due to the addition of $87,000 of income from Hudson's ecommerce business and the improved performance of our Robert Graham® brand retail stores and ecommerce business.

Corporate and other operating loss increased to $9,183,000 for the third quarter of fiscal 2016 from $2,693,000 for the third quarter of fiscal 2015, a 241 percent increase, mainly due to the additional costs related to Corporate and other SG&A expense described above.

Interest Expense

Our interest expense increased to $2,090,000 for the third quarter of fiscal 2016 from $134,000 for the third quarter of fiscal 2015. Our interest expense for the third quarter of fiscal 2016 is primarily associated with interest expense from our credit facilities, convertible notes and amortization of debt discounts and deferred financing costs.

Income Tax (Benefit) Provision

Our effective tax rate from operations was a benefit of 39 percent for the third quarter of fiscal 2016 compared to an expense of 68 percent for the third quarter of fiscal 2015. The decreased tax expense for the third quarter of fiscal 2016 was primarily due to the foreign, realizable deferred tax benefit from the losses of the operations of SWIMS and the reversal of uncertain tax positions which statute of limitations expired during this quarter. For domestic jurisdictions, the projected tax expense for the year predominately consists of current tax expenses, deferred taxes associated with our deferred tax liability for indefinite lived intangible assets and a deferred tax asset for current year losses that can be carried back to a prior period.

As our subsidiary RG is a limited liability company, until the RG Merger on January 28, 2016, it paid taxes only in some jurisdictions, since income was generally taxed directly to its members and most taxes were paid directly by its members on the income of RG. However, since some jurisdictions do not recognize the limited liability company

Table of Contents

status, they required taxes to be paid by RG. After the transaction, all of our entities are subject to corporate entity level taxes as the transaction resulted in a status change.

(Loss) Income from Discontinued Operations

We did not have any discontinued operations in the third quarter of fiscal 2016 or 2015.

Net (Loss) Income

We generated a net loss of $2,821,000 for the third quarter of fiscal 2016, compared to operating income of $36,000 for the third quarter of fiscal 2015. The primary reason for the shift to a net loss for the third quarter of fiscal 2016 from net income in the third quarter of fiscal 2015 was due to the increase in Corporate and other expenses as a result of the RG Merger, transaction expenses associated with the RG Merger and transaction expenses incurred during the third quarter in preparation for the July 2016 with the acquisition of SWIMS.

Results of Operations

Comparison of Nine Months Ended September 30, 2016 to Nine Months Ended September 30, 2015

	Nine months ended (in thousands, except percentages, unaudited)			
	September 30, 2016	September 30, 2015	$ Change	% Change
Net sales	$ 107,248	$ 52,809	$ 54,439	103 %
Cost of goods sold	49,518	20,001	29,517	148 %
Gross profit	57,730	32,808	24,922	76 %
Gross margin	54 %	62 %	46 %	
Selling, general and administrative	60,262	29,359	30,903	105 %
Depreciation and amortization	4,456	2,748	1,708	62 %
Retail store impairment	279	—	279	N/A
Operating (loss) income from continuing operations	(7,267)	701	(7,968)	(1,137) %

Interest expense, net	5,426	402	5,024	1,250	%
Other expense, net	121	—	121	N/A	%
(Loss) income from continuing operations before income taxes	(12,814)	299	(13,113)	(4,386)	%
Income tax (benefit) provision	(1,193)	194	(1,387)	(715)	%
(Loss) income from continuing operations	(11,621)	105	(11,726)	(11,168)	%
Loss from discontinued operations, net of tax	(1,286)	-	(1,286)	N/A	
Net (loss) income	$ (12,907)	$ 105	$ (13,012)	(12,392)	%

Table of Contents

Nine Months Ended September 30, 2016 and 2015 Overview

The following table sets forth certain statements of operations data by our reportable segments for the periods as indicated and excludes results from discontinued operations:

	Nine months ended (in thousands, except percentages, unaudited)			
	September 30, 2016	September 30, 2015	$ Change	% Change
Net sales:				
Wholesale	$ 80,325	$ 31,122	$ 49,203	158 %
Consumer Direct	25,461	20,119	5,342	27 %
Corporate and other	1,462	1,568	(106)	(7) %
	$ 107,248	$ 52,809	$ 54,439	103 %
Gross profit:				
Wholesale	$ 37,297	$ 15,876	$ 21,421	135 %
Consumer Direct	18,971	15,364	3,607	23 %
Corporate and other	1,462	1,568	(106)	(7) %
	$ 57,730	$ 32,808	$ 24,922	76 %
Operating (loss) income:				
Wholesale	$ 21,918	$ 11,903	$ 10,015	84 %
Consumer Direct	(1,386)	473	(1,859)	(393) %
Corporate and other	(27,799)	(11,675)	(16,124)	138 %
	$ (7,267)	$ 701	$ (7,968)	(1,137) %

For the nine months ended September 30, 2016, our net sales increased to $107,248,000 from $52,809,000 for the nine months ended September 30, 2015, a 103 percent increase. We had an operating loss from continuing operations of $7,267,000 for the nine months ended September 30, 2016, compared to operating income from continuing operations of $701,000 for the nine months ended September 30, 2015.

Net Sales

Our overall net sales increased to $107,248,000 for the nine months ended September 30, 2016 from $52,809,000 for the nine months ended September 30, 2015, a 103 percent increase. This increase in our net sales was primarily attributed to the addition of $54,144,000 in sales from our Hudson® brand and $3,539,000 in sales from our SWIMS® brand, which was offset by a decline in sales from our Robert Graham® brand.

Wholesale net sales increased to $80,325,000 for the nine months ended September 30, 2016 from $31,122,000 for the nine months ended September 30, 2015, a 158 percent increase. This increase in our Wholesale net sales was primarily attributed to the addition of $51,682,000 in Wholesale sales from our Hudson® brand and $3,205,000 in wholesale revenue from our SWIMS® brand. These increases were offset by a decrease in Wholesale sales from our Robert Graham Business relative to the comparative period.

Consumer Direct net sales increased to $25,461,000 for the nine months ended September 30, 2016 from $20,119,000 for the nine months ended September 30, 2015, a 27 percent increase. This increase in our Consumer Direct net sales was primarily attributed to the addition of $2,133,000 from our Hudson® ecommerce business and $334,000 from our SWIMS Consumer Direct business. Our Robert Graham Consumer Direct net sales also increased for the nine months ended September 30, 2016 due to the opening of two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016.

Our net sales also include $1,462,000 of licensing revenue in our Corporate and other segment for the nine months ended September 30, 2016, compared to $1,568,000 for the nine months ended September 30, 2015, a seven

Table of Contents

percent decrease. This includes $329,000 in licensing revenue from our Hudson business, which was offset by a decrease in licensing revenue from Robert Graham's existing licensees.

Gross Profit

Our gross profit increased to $57,730,000 for the nine months ended September 30, 2016 from $32,808,000 for the nine months ended September 30, 2015, a 76 percent increase. This increase in our gross profit was primarily attributed to the addition of $27,257,000 in gross profit from our Hudson® brand and $1,570,000 in gross profit from our SWIMS® brand. Our gross profit was offset by a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016 and a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory.

Our overall gross margin was 54 percent for the nine months ended September 30, 2016 compared to 62 percent for the nine months ended September 30, 2015, which was due to the addition of Hudson's and SWIMS' Wholesale business, and whose products generate a lower gross margin than Robert Graham.

Our Wholesale gross profit increased to $37,297,000 for the nine months ended September 30, 2016 from $15,876,000 for the nine months ended September 30, 2015, a 135 percent increase. This increase was primarily driven by an additional $25,298,000 in gross profit from the Hudson Wholesale business and $1,344,000 in gross profit from our SWIMS Wholesale business. Our Wholesale gross profit was offset by a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016, a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory, and a decrease in Robert Graham wholesale gross profit for the period.

Our Consumer Direct gross profit increased to $18,971,000 for the nine months ended September 30, 2016 compared to $15,364,000 for the nine months ended September 30, 2015, a 23 percent increase, driven primarily by the increase in sales as a result of our opening two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016 and the addition of $1,630,000 from our Hudson® ecommerce business and $266,000 in gross profit from our SWIMS Consumer Direct business.

Our Corporate and other gross profit decreased to $1,462,000 for the nine months ended September 30, 2016 compared to $1,568,000 for the nine months ended September 30, 2015, a seven percent decrease. This decrease was due to a decline in licensing revenue from Robert Graham's existing licensees, which was offset by $329,000 in licensing revenue from our Hudson business.

Selling, General and Administrative Expense, including Depreciation and Amortization and Retail Store Impairment

Our SG&A expense increased to $64,997,000 for the nine months ended September 30, 2016 from $32,107,000 for the nine months ended September 30, 2015, a 102 percent increase. Our SG&A expense increase was mainly attributable to the addition of the Hudson® brand as a result of the RG Merger. In addition, we incurred $5,854,000 of transaction and merger related expenses in connection with the RG Merger in January 2016 and the acquisition of SWIMS in July 2016.

Our SG&A includes expenses related to employee and employee related benefits, sales commissions, warehousing and freight, advertising, sample production, facilities and distribution related costs, acquisition related costs professional fees, stock-based compensation, factor and bank fees, depreciation and amortization and retail store impairment.

Our Wholesale SG&A expense increased to $15,379,000 for the nine months ended September 30, 2016 from $3,973,000 for the nine months ended September 30, 2015, or a 287 percent increase. Our Wholesale SG&A expense increase was mainly attributable to the addition of $11,004,000 in SG&A expense stemming from Hudson's wholesale operations and $485,000 from SWIMS wholesale operations.

Table of Contents

Our Consumer Direct SG&A expense increased to $20,357,000 for the nine months ended September 30, 2016 from $14,891,000 for the nine months ended September 30, 2015, a 37 percent increase. Our Consumer Direct SG&A expense increased mostly due to costs associated with the opening of two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016. In addition, we added $1,292,000 of expenses from Hudson's ecommerce business and $228,000 from SWIMS Consumer Direct business for the nine months ended September 30, 2016.

Our Corporate and other SG&A expense increased to $29,261,000 for the nine months ended September 30, 2016 from $13,243,000 for the nine months ended September 30, 2015, a 121 percent increase. Our Corporate and other SG&A expense includes general overhead associated with our operations as well as professional advisor fees incurred in connection with the RG Merger and acquisition of SWIMS. Our increase in SG&A expense was attributable to the addition of $8,865,000 in Hudson's corporate operating expenses and $5,854,000 of transaction and merger related expenses in connection with the RG Merger and the acquisition of SWIMS.

Operating (Loss) Income from Continuing Operations

We had operating loss from continuing operations of $7,267,000 for the nine months ended September 30, 2016, compared to operating income from continuing operations of $701,000 for the nine months ended September 30, 2015. The current period loss was primarily attributable to $5,854,000 of transaction and merger related expenses in connection with the RG Merger and the acquisition of SWIMS in July 2016 and a $1,276,000 non-cash inventory expense of the SWIMS® inventory acquired and stepped up to fair value that was sold in the third quarter of fiscal 2016 and a markdown reserve of $650,000, which represents the net realizable value of certain aged Robert Graham inventory.

Our Wholesale operating income increased to $21,918,000 in the nine months ended September 30, 2016, from $11,903,000 for the nine months ended September 30, 2015, a 84 percent increase, primarily due to the addition of operating income of $14,294,000 attributable to the Hudson Business, which was offset by an operating loss of $418,000 attributable to the SWIMS business due to the non-cash inventory expense described above.

Our Consumer Direct segment had operating loss of $1,386,000 for the nine months ended September 30, 2016, compared to operating income of $473,000 for nine months ended September 30, 2015, a 393 percent decrease, primarily due to costs related to the termination of a lease for one Robert Graham® brand retail store during the quarter, costs associated with the opening of two new Robert Graham® brand retail stores during the fourth quarter of fiscal 2015 and one new store during fiscal 2016 and lower traffic and sales at Robert Graham® brand retail stores during the nine month period.

Our Corporate and other operating loss increased to $27,799,000 for the nine months ended September 30, 2016 from $11,675,000 for the nine months ended September 30, 2015, a 138 percent increase, mainly due to the additional costs related to Corporate and other SG&A expenses described above.

Interest Expense

Our interest expense increased to $5,426,000 for the nine months ended September 30, 2016 from $402,000 for the nine months ended September 30, 2015. Our interest expense for the nine months ended September 30, 2016 is primarily associated with interest expense from our credit facilities, convertible notes and amortization of debt discounts and deferred financing costs.

Income Tax (Benefit) Provision

Our effective tax rate from operations was a benefit of 9 percent for the nine months ended September 30, 2016 compared to an expense of 65 percent for the nine months ended September 30, 2015. The difference in effective tax rate for the nine months ended September 30, 2016 as compared to the nine months ended September 30, 2015 was primarily due to us becoming subject to entity level income tax during the nine months ended September 30, 2016 as a consequence of the RG Merger, increased estimated current year taxes, an increase to our deferred tax liabilities associated with indefinite lived intangible assets and the loss before income tax of $12,814,000 incurred during the nine

Table of Contents

months ended September 30, 2016. This tax expense consisted of current tax expenses and deferred taxes associated with our deferred tax liability for indefinite lived intangible assets, a benefit of the current loss from operations that can be carried back to prior periods, a benefit from the loss from the operations of SWIMS and the reversal of uncertain tax positions as a result of expiring statutes of limitations.

As our subsidiary RG is a limited liability company, until the RG Merger on January 28, 2016, it paid taxes only in some jurisdictions, since income was generally taxed directly to its members and most taxes were paid directly by its members on the income of RG. However, since some jurisdictions do not recognize the limited liability company status, they required taxes to be paid by RG. After the transaction, all of our entities are subject to corporate entity level taxes as the transaction resulted in a status change.

Loss from Discontinued Operations

We had a loss from discontinued operations of $1,286,000 in the nine months ended September 30, 2016 due to the operation of the Joe's® brand retail stores, which we operated until their assignment in January 2016 or closure in February 2016.

Net (Loss) Income

We generated a net loss of $12,907,000 for the nine months ended September 30, 2016, compared to net income of $105,000 for the nine months ended September 30, 2015. The primary reason for our net loss for the nine months ended September 30, 2016 was transaction expenses associated with the RG Merger in January 2016 and the acquisition of SWIMS in July 2016, expenses related to certain Joe's® branded retail stores until their closure on February 29, 2016 as part of our discontinued operations and expenses of $718,000 related to the lease termination for one Robert Graham retail store that we closed in June 2016.

Liquidity and Capital Resources

Sources of Liquidity and Outlook

Our primary sources of liquidity are: (i) cash from the collection of Wholesale accounts receivable, both factored and non-factored; (ii) collections from sales through our Consumer Direct segment by payment either in cash or credit; (iii) licensee fees collected from licensees; and (iv) the proceeds of our various credit facilities described below. Cash

is used to make payments on our credit facilities, pay interest on our Modified Convertible Notes and pay for inventories, all other cash expenses of the Company's business and the purchase of property and equipment.

For the remainder of fiscal 2016, our primary capital needs are for: (i) operating expenses; (ii) payments, including principal and interest required to be made under our existing credit facilities and our Modified Convertible Notes; (iii) working capital necessary to fund inventory purchases; (iv) integration and other costs associated with the RG Merger and the acquisition of SWIMS; and (v) financing extensions of trade credit to our customers. We anticipate funding our operations through working capital by: (i) generating cash flows from sales of our products from the combined companies; (ii) managing our operating expenses and inventory levels; (iii) maximizing trade payables with our domestic and international suppliers; (iv) increasing collection efforts on existing accounts receivables; and (v) utilizing the proceeds from our existing credit facilities.

At September 30, 2016 and December 31, 2015, our cash and cash equivalent balances were $4,424,000 and $1,966,000, respectively. Based on our cash on hand, cash flows from operations, the expected borrowing availability under our existing credit facilities and other financing arrangements, and sales forecasts, we believe that we have the working capital resources necessary to meet our projected operational needs for the next 12 months. However, if we require more capital for growth and integration or if we experience a decline in sales and/or operating losses, we believe that it will be necessary to obtain additional working capital through additional credit arrangements.

We believe that the rate of inflation over the past few years has not had a significant adverse impact on our net sales or income from continuing operations. Significant changes in the rate of inflation in the future may, however, affect

Table of Contents

certain expenses, including employee compensation, and we may not be able to successfully recover such increased costs from customers.

On July 18, 2016, we completed the acquisition of all of the outstanding share capital of Norwegian private limited company (aksjeselskap) SWIMS. We purchased SWIMS for aggregate consideration of (i) approximately $12.0 million in cash, (ii) 702,943 shares of our common stock and (iii) warrants to purchase an aggregate of 150,000 shares of our common stock with an exercise price of $5.47 per share, which we refer to as the SWIMS Seller Warrants. Pursuant to the SWIMS Purchase Agreement, DFBG Swims deposited approximately $325,000 of the cash consideration into an escrow account for certain indemnification obligations of the SWIMS Sellers. The SWIMS Purchase Agreement contains customary representations, warranties and covenants of the SWIMS Sellers and us, along with customary post-closing indemnification rights of DFBG Swims.

To finance the acquisition, we issued the following to our major stockholder Tengram Capital Partners Fund II, L.P.: (i) a warrant for the purchase of 500,000 shares of our common stock at an exercise price of $3.00 per share, referred to as the Tengram Warrant; and (ii) a convertible promissory note with principal of $13.0 million, referred to as the SWIMS Convertible Note. The SWIMS Convertible Note accrues interest at a rate of 3.75% per annum, compounding on the first day of each month starting August 1, 2016, and will convert, at Tengram II's option or on the maturity date of January 18, 2017 if not already repaid in cash on or prior to that date, into up to 4,500,000 newly issued shares of our Class A-1 Preferred Stock at a conversion price of $3.00 per share. We are currently evaluating all of our options in order to assess the repayment of the Tengram Warrant at maturity if it is not converted. Additionally, the Class A-1 Preferred Stock will itself be convertible into shares of our common stock at an initial price of $3.00 per share (subject to adjustment), will be entitled to dividends at a rate of 10% per annum payable quarterly in arrears, will be senior to the common stock upon liquidation and will have voting rights on an as-converted basis alongside our common stock. To permit the acquisition, on July 18, 2016, we also entered into (i) a Consent and Amendment No. 1 to our ABL Credit Agreement and accompanying security agreement with Wells Fargo Bank, National Association, as lender, and (ii) a Consent and Amendment No. 1 to our Term Credit Agreement and accompanying security agreement with TCW Asset Management Company, as agent for the lenders and the lenders party thereto.

The effect of the acquisition of SWIMS, the payment of the various forms of consideration therefor, and the issuance of the Tengram Warrant and SWIMS Convertible Note on our financial condition and results of operations are reflected in these unaudited condensed consolidated financial statements or elsewhere in the notes to those financial statements, as of the transaction date of July 18, 2016, which was during the period covered by this Quarterly Report.

Cash Flows for the Nine Months Ended September 30, 2016 and September 30, 2015

For the nine months ended September 30, 2016, we used $20,758,000 of cash flows from operating activities to fund our working capital, pay for costs related to the RG Merger and SWIMS acquisition that were incurred through September 30, 2016 and wind down our discontinued operations. Cash flows from financing activities during the nine months ended September 30, 2016 totaled $42,944,000. These cash flows consisted of $50,000,000 from the issuance of Series A Preferred Stock, $13,000,000 from the issuance of the SWIMS Convertible Note and $62,559,000 in funds from our credit facilities, net of the following financing costs: (i) $23,349,000 for the repayment in full of our CIT

Amended and Restated Revolving Credit Agreement and the JPM Loan Agreement; (ii) $58,218,000 for the redemption of the units held by our RG members; (iii) $1,366,000 as a distribution to RG members, which was accrued at the prior year end; and (iv) $375,000 of principal payments under our Term Loan Credit Agreement. Additionally, in investing activities, we used cash flows of: (i) $1,337,000 for the purchase of property and equipment; (ii) $8,630,000 to pay the existing holders of convertible notes pursuant to the Rollover Agreement, net of cash on hand as of the date of the RG Merger of $2,092,000; and (iii) $11,828,000 to pay the former stockholders of SWIMS, net of cash on hand as of the acquisition date. At September 30, 2016, the JPM Loan Agreement and the CIT Amended and Restated Revolving Credit Agreement were each fully repaid using the proceeds of the cash consideration given to RG in the Merger in January 2016.

For the nine months ended September 30, 2015, we generated $1,768,000 of cash flows from operating activities to fund our working capital needs. Cash flows generated from financing activities totaled $1,248,000, net of financing costs, and consisted of $2,499,000 of proceeds from our line of credit, which was offset by $875,000 of

Table of Contents

payments against our loan payable and $376,000 of accrued distributions to our members. During the nine months ended September 30, 2015, we used $3,324,000 in investing activities primarily for the purchase of property and equipment.

Credit Agreements and Other Financing Arrangements

JPM Credit Facility and Capex Loan of RG

On December 23, 2013, our subsidiary RG entered into the JPM Loan Agreement, which was later amended such that $3.5 million of the revolving credit facility was reclassified to the Capex Loan, a term loan. Interest on the amounts borrowed pursuant to the JPM Loan Agreement was charged based on RG's average balance and, at our management's election, at the bank's prevailing prime rate plus 0.75% or at LIBOR plus 2.25%, which was 2.6% at December 31, 2015. As a result of the Capex Loan, the maximum amount available under the JPM Loan Agreement's revolving credit facility was reduced to $26.5 million. The remaining revolving credit facility under the JPM Loan Agreement provided for borrowings based on an amount not to exceed the sum of (i) 85% of eligible accounts receivable, (ii) 90% of eligible credit card receivables, (iii) 70% of eligible wholesale inventory, (iv) 75% of eligible retail inventory and (v) the trademark component, as defined in the JPM Loan Agreement, minus outstanding principal amount of Capex Loan, and minus reserves. In January 2016, RG used the aggregate cash consideration received in the RG Merger to repay all of RG's outstanding loans and indebtedness under the JPM Loan Agreement, including the Capex Loan.

Hudson Convertible Notes

On September 8, 2015, the Company entered into the Rollover Agreement with the holders of convertible notes originally issued in connection with the acquisition of the Hudson Business, pursuant to which, on January 28, 2016, the holders of the notes contributed the notes to the Company in exchange for the following:

- 1,167,317 shares of common stock;
- a cash payment of approximately $8.6 million, before expenses; and
- an aggregate principal amount of approximately $16.5 million of Modified Convertible Notes.

The Modified Convertible Notes are structurally and contractually subordinated to our senior debt and will mature on July 28, 2021. The Modified Convertible Notes accrue interest quarterly on the outstanding principal amount at a rate of 6.5% per annum (to be increased to 7% as of October 1, 2016 with respect to the Modified Convertible Notes issued to Fireman), which is payable 50% in cash and 50% in additional paid-in-kind notes; provided, however, that the Company may, in its sole discretion, elect to pay 100% of such interest in cash. Beginning on January 28, 2016, the Modified Convertible Notes are convertible by each of the holders into shares of our common stock, cash, or a combination of cash and common stock, at our election.

If we elect to issue only shares of common stock upon conversion of the Modified Convertible Notes, each of the Modified Convertible Notes would be convertible, in whole but not in part, into a number of shares equal to the conversion amount divided by the market price. The conversion amount is (a) the product of (i) the market price, multiplied by (ii) the quotient of (A) the principal amount, divided by (B) the conversion price, minus (b) the aggregate optional prepayment amounts paid to the holder. The market price is the average of the closing prices for our common stock over the 20 trading day period immediately preceding the notice of conversion. If we elect to pay cash with respect to a conversion of the Modified Convertible Notes, the amount of cash to be paid per share will be equal to the conversion amount. We will have the right to prepay all or any portion of the principal amount of the Modified Convertible Notes at any time so long as we make a pro rata prepayment on all of the Modified Convertible Notes.

RG’s Former Factoring Agreement with CIT

Table of Contents

In December 2013, our subsidiary RG entered into a deferred purchase factoring arrangement and loan agreement with CIT. Under the agreement, RG assigned trade accounts receivable to a commercial factor with recourse, while retaining ownership of the assigned accounts receivable until the occurrence of a specified triggering event. RG paid fees ranging from 0.20% to 0.50% of the gross amount of the accounts receivable assigned, with an annual floor amount of $100,000. In January 2016, in connection with the RG Merger, we terminated our deferred purchase factoring arrangement and loan agreement and entered into our A&R Factoring Agreement pursuant to which we sell or assign to CIT certain of our accounts receivable, including accounts arising from or related to sales of inventory and the rendition of services. Under the A&R Factoring Agreement, we pay a factoring rate of (i) 0.20 percent for certain major department store accounts, (ii) 0.40 percent for all other accounts for which CIT bears the credit risk, subject to discretionary surcharges, and (iii) 0.35 percent for accounts for which we bear the credit risk, but in no event less than $3.50 per invoice. The A&R Factoring Agreement may be terminated by CIT upon 60 days' written notice or immediately upon the occurrence of an event of default as defined in the agreement. The A&R Factoring Agreement may be terminated by us upon 60 days' written notice prior to December 31, 2020 or annually with 60 days' written notice prior to December 31 of each year thereafter.

ABL Credit Agreement and Term Credit Agreement

On January 28, 2016, in connection with the closing of the RG Merger Agreement, we and certain of our subsidiaries entered into (i) the ABL Credit Agreement and accompanying security agreement with Wells Fargo Bank, National Association, as lender, and (ii) the Term Credit Agreement and accompanying security agreement with TCW Asset Management Company, as agent, and the lenders party thereto.

The ABL Credit Agreement provides for the Revolving Facility with commitments in an aggregate principal amount of $40 million. The Term Credit Agreement provides for the Term Facility in an aggregate principal amount of $50 million. The Term Facility matures on January 28, 2021. The Revolving Facility matures on October 30, 2020. The amount available to be drawn under the Revolving Facility will be based on the borrowing base values attributed to eligible accounts receivable and eligible inventory. Our availability under the Revolving Facility as of September 30, 2016 was $17,905,000.

Certain domestic subsidiaries of the Company are co-borrowers under the ABL Credit Agreement and the Term Credit Agreement. The obligations under the ABL Credit Agreement and Term Credit Agreement are guaranteed by all of our domestic subsidiaries and are secured by substantially all of our assets, including the assets of our domestic subsidiaries. For additional information on the ABL Credit Agreement and Term Credit Agreement, see "Note 16 – Debt and Preferred Stock" to our unaudited condensed consolidated financial statements in "Part I, Item 1" of this Quarterly Report.

To permit the acquisition of SWIMS, on July 18, 2016, we also entered into (i) a Consent and Amendment No. 1 to our ABL Credit Agreement and accompanying security agreement with Wells Fargo Bank, National Association, as lender, and (ii) a Consent and Amendment No. 1 to our Term Credit Agreement and accompanying security

agreement with TCW Asset Management Company, as agent for the lenders and the lenders party thereto.

As of September 30, 2016, we were in compliance with the financial and non-financial covenants in our ABL Credit Agreement and our Term Credit Agreement.

Contractual Obligations

As a “smaller reporting company” as defined in Item 10 of Regulation S-K, we are not required to provide this information.

Off Balance Sheet Arrangements

We do not have any off-balance sheet arrangements.

Table of Contents

Critical Accounting Policies and Estimates

We believe that the accounting policies discussed below are important to an understanding of our condensed consolidated financial statements because they require management to exercise judgment and estimate the effects of uncertain matters in the preparation and reporting of financial results. Accordingly, we caution that these policies and the judgments and estimates they involve are subject to revision and adjustment in the future. While they involve less judgment, management believes that the accounting policies discussed in Note 3 to our audited consolidated financial statements as of December 31, 2015 and 2014 and for the three-year period ended December 31, 2015 (filed as Exhibit 99.1 to Amendment No. 1 to our Current Report on Form 8-K/A, filed with the SEC on March 30, 2016) and in “Note 2 – Accounting Policies” to our unaudited condensed consolidated financial statements above are also important to an understanding of our financial statements. We believe that the following critical accounting policies affect our more significant judgments and estimates used in the preparation of our unaudited condensed consolidated financial statements.

Revenue Recognition

Sales from our wholesale operations are recorded when the title to the goods is transferred to the customer, which is generally when we ship products to our customers. Provisions for product returns, allowances and other adjustments are recorded in the period the related sales are recognized.

Sales from our retail operations are recognized at the time the customer takes possession of the related merchandise. Sales from our ecommerce business are recognized when the merchandise is received by the customer. We record retail sales net of sales taxes collected from retail customers and estimates for future returns.

We earn royalties on the licensing of the use of our intellectual property in connection with certain products produced and sold by outside vendors. Royalties from licensing, including those pursuant to guaranteed minimum royalty obligations, are recognized when earned and deemed collectible, and are included in net sales.

Accounts Receivable, and Allowance for Doubtful Accounts and Reserves

Accounts receivable, including royalties, are stated at the amount we expect to collect. We maintain reserves for customer returns and markdowns and estimated losses resulting from the inability of our customers to make required payments. Management considers the following factors when determining the collectability of specific customer accounts: customer creditworthiness, past transaction history with the customer, current economic industry trends and changes in customer payment terms. If the financial conditions of our customers deteriorate, adversely affecting their

ability to make payments, additional allowances would be required. Based on management's assessment, we provide for an allowance for doubtful accounts. Balances that remain outstanding after we have made reasonable collection efforts are written off.

Inventories

Inventories are stated at the lower of cost or net realizable value, with cost determined by the first-in, first-out method. Inventory cost components consist of purchase price of finished product plus duties, freight, purchase commissions, brokerage and cartage. Inventory reserves have been established for excess and obsolete items, if necessary.

Valuation of Goodwill and Other Finite-lived and Intangible Assets

Goodwill represents the excess of the purchase price over the fair value of net assets acquired, including intangible assets. Indefinite-lived intangible assets consist of trademarks. Goodwill and trademarks are not being amortized in accordance with the provisions of the FASB's guidance, which requires these assets to be tested for impairment annually and whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Our annual impairment testing date is December 31.

Table of Contents

We assess qualitative factors to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying basis for determining whether it is necessary to perform goodwill impairment testing.

The quantitative goodwill impairment test, if necessary, is a two-step process. Under the first of two steps, we compare the fair value of a reporting unit to its carrying amount, including goodwill, to identify a potential impairment. If the fair value of the reporting unit is less than its carrying value, an indication of goodwill impairment exists for such reporting unit and the enterprise must perform step two of the impairment test to measure the impairment, if any. Under step two, an impairment loss is recognized for any excess of the carrying amount of the reporting unit's goodwill over the implied fair value of that goodwill. The implied fair value of goodwill is determined by allocating the fair value of the reporting unit in a manner similar to a purchase price allocation: the fair value of the reporting unit is allocated to all assets and liabilities of that unit (including any unrecognized intangible assets) and the residual fair value after this allocation is the implied fair value of the reporting unit goodwill.

We primarily use discounted expected future cash flows ("DCF") (Level 3 input), to test goodwill. Indefinite-lived intangible assets are tested for impairment through an income approach known as the relief from royalty method. A discounted cash flow analysis calculates the fair value by estimating the after-tax cash flows attributable to a reporting unit or asset and then discounting the after-tax cash flows to a present value using a risk-adjusted discount rate. Assumptions used in DCF and the relief from royalty method require the exercise of significant judgment including judgment about appropriate royalty rates, discount rates and terminal values, growth rates and the amount and timing of expected future cash flows. Although we believe the historical assumptions and estimates made are reasonable and appropriate, different assumptions and estimates could materially impact its reported financial results.

We review our other indefinite-lived intangible assets for impairment on an annual basis, or when circumstances indicate their carrying value may not be recoverable. We calculate the value of the indefinite-lived intangible assets using a discounted cash flow method, based on the relief from royalty method. Amortization of our customer relationships is computed using the straight-line method over an estimated useful life of 15 years.

Income Taxes

As part of the process of preparing our consolidated financial statements, management is required to estimate income taxes in each of the jurisdictions in which we operate. The process involves estimating actual current tax expense along with assessing temporary differences resulting from differing treatment of items for book and tax purposes. These timing differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheet. Management records a valuation allowance to reduce its deferred tax assets to the amount that is more likely than not to be realized. Management has considered future taxable income and ongoing tax planning strategies in assessing the need for the valuation allowance. Increases in the valuation allowance result in additional expense to be reflected within the tax provision in the consolidated statement of operations. Reserves are also estimated for ongoing audits regarding federal and state issues that are currently unresolved. We routinely monitor the potential impact of these situations.

Recent Accounting Pronouncements

See “Note 3 – Adoption of Accounting Principles” to our unaudited condensed consolidated financial statements above regarding new accounting pronouncements.

Where You Can Find Other Information

Our corporate website is www.differentialbrandsgroup.com. Information contained on our website is not incorporated into this Quarterly Report. We make available on or through our website, without charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act, as soon as reasonably practicable after such reports are electronically submitted to the SEC. Our SEC filings, including exhibits filed or furnished therewith, are also available for at the SEC’s website at www.sec.gov. In addition, any materials filed with, or furnished to, the SEC may be read and copied at the SEC’s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549 or viewed online at www.sec.gov. Information regarding the operation of the Public Reference Room can be obtained by calling the SEC at

Table of Contents

1-800-SEC-0330. You may request copies of these documents, upon payment of a duplicating fee, by writing to the SEC at its principal office at 100 F Street, NE, Room 1580, Washington, D.C. 20549.

Item 3.Quantitative and Qualitative Disclosure About Market Risk.

As a “smaller reporting company” as defined in Item 10 of Regulation S-K, we are not required to provide this information.

Item 4.Controls and Procedures.

Disclosure Controls and Procedures

We maintain disclosure controls and procedures as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Exchange Act. Disclosure controls and procedures are those controls and procedures designed to ensure that information required to be disclosed in our reports under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC’s rules and forms. In addition, disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that the information required to be disclosed by us in our reports under the Exchange Act is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

As of the end of the period covered by this Quarterly Report, our management carried out an evaluation, with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures. In making this evaluation, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission in Internal Control-Integrated Framework (2013). Based on that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, due to the material weaknesses in internal control previously disclosed in our Quarterly Reports on Form 10-Q/A for the quarterly period ended March 31, 2016 and on Form 10-Q for the quarterly period ended June 30, 2016, our disclosure controls and procedures were not effective as of September 30, 2016.

Previously Reported Material Weaknesses in Internal Control Over Financial Reporting

As reported in “Part I. Item 4. Controls and Procedures” of our Quarterly Reports on Form 10-Q/A for the quarterly period ended March 31, 2016 and on Form 10-Q for the quarterly period ended June 30, 2016, our management

previously determined that our internal control over financial reporting was not effective as of March 30, 2016 and June 30, 2016 due to material weaknesses in internal control over financial reporting. In particular, we did not have adequately designed and documented management review controls to properly detect or prevent errors and omissions of certain required disclosures within our unaudited condensed consolidated financial statements, financial data and related disclosures for the quarterly period ended March 31, 2016 (the "Q1 2016 Financial Statements").

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. The errors were identified in the course of preparing our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016. The errors and omissions, which are discussed further below, related to the following: (i) the classification and accounting treatment of the closure of 14 Joe's® brand retail stores as of February 29, 2016 as discontinued operations; (ii) the accounting treatment for the dividend payable on the Company's Series A Preferred Stock; (iii) the effect of modified convertible notes on the calculation of basic and diluted weighted average shares outstanding; and (iv) the financial statement disclosures did not include disclosures for the calculation of earnings per share under the two-class method, non-cash supplemental cash flow information, certain accounting policies, pro forma financial information, certain related party disclosures and information relating to goodwill and intangible assets and the fair value of financial instruments.

As a result of the identification of such errors, as reported in our Current Report on Form 8-K filed on August 16, 2016 and our Quarterly Reports on Form 10-Q/A for the quarterly period ended March 31, 2016 and on Form 10-Q for the quarterly period ended June 30, 2016, our board of directors (the "Board"), in consultation with management, concluded

Table of Contents

that: (i) our previously issued Q1 2016 Financial Statements should no longer be relied upon due to the errors identified therein; and (ii) such financial statements required restatement. On August 16, 2016, we filed our Quarterly Report on Form 10-Q/A for the period ended March 31, 2016 containing such amended and restated Q1 2016 Financial Statements.

As reported in “Part I. Item 4. Controls and Procedures” of our Quarterly Reports on Form 10-Q/A for the quarterly period ended March 31, 2016 and on Form 10-Q for the quarterly period ended June 30, 2016, management determined that these errors and omissions resulted from two material weaknesses in our internal control over financial reporting.

Material Weakness Related to Complex, Non-Routine Transactions

We did not have adequately designed internal controls and technical expertise to ensure the timely identification, preparation and review of our accounting for certain complex, non-routine transactions, which was necessary to provide reasonable assurance that our financial statements and related disclosures would be prepared in accordance with U.S. GAAP.

Material Weakness Related to Required Disclosures in Notes to Financial Statements

We did not have adequately designed and documented management review controls to ensure that all relevant required disclosures under U.S. GAAP were identified and properly reflected in the notes to our financial statements.

These material weaknesses in our internal control over financial reporting led to errors being identified on the balance sheet as of March 31, 2016, the statements of operations, equity and cash flows for the three months ended March 31, 2016 and the related footnotes thereto.

Notwithstanding the material weaknesses and the restatement discussed above, the Company’s Chief Executive Officer and Chief Financial Officer have concluded that the financial statements included in this Quarterly Report present fairly, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Remediating the Material Weaknesses

Our management team is dedicated to evaluating, designing and implementing, with the support of external advisors and oversight of the audit committee of the Company's Board (the "Audit Committee"), the appropriate remedial actions to address the material weaknesses and strengthen the Company's internal control environment. We have implemented steps to improve our controls and remediate the material weaknesses identified. The specific actions taken and planned additional actions are described below.

Material Weakness Related to Complex, Non-Routine Transactions

- We have engaged a third-party expert consulting firm specializing in technical accounting and financial reporting issues to assist our management with the review of the accounting treatment and the financial reporting and disclosure of complex and non-recurring transactions.

- We have collaborated, and intend to continue collaborating, with this firm on complex transactions similar to the transactions that gave rise to the previously disclosed errors in accounting treatment and disclosures in our Q1 2016 Financial Statements and our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2016 filed with the SEC on May 16, 2016.

- This firm has enhanced the technical capabilities of our accounting staff by providing an additional layer of review and expertise with regard to the application of U.S. GAAP to complex and significant transactions.

Table of Contents

o Because our arrangement with this third-party expert consulting firm is on a retainer basis, we are able to seek its advice on an as-needed basis as our business continues to grow and we pursue our acquisition strategy.

Material Weakness Related to Disclosures in Notes to Financial Statements

· We have formed a disclosure committee to adopt a more proactive approach to reviewing our SEC filings.

o The disclosure committee is currently composed of Kent Savage, the chairperson of our Audit Committee, our vice presidents of finance from our Hudson subsidiary and our RG subsidiary, our Senior Vice President, Legal & General Counsel and our Chief Financial Officer. This committee reports to our Chief Executive Officer.

o The committee is charged with reviewing our SEC filings, financial reporting and disclosure of recurring and routine transactions on a quarterly basis and overseeing our evaluation of the accounting treatment and financial statement disclosure of such transactions.

o In preparation for the filing of this Quarterly Report, the disclosure committee met, discussed and completed a detailed review of the report, including the financial data and disclosures.

· With a view to developing a more robust financial statement close process, we have increased our reliance on and have worked to improve controls over the use of our existing financial reporting checklists.

o These checklists assist our accounting staff and management in more clearly identifying the specific review procedures over our financial statements and related disclosures during and after quarterly and annual financial close.

o Implementation of the checklists has also strengthened our documentation process and communication between management and our independent registered public accounting firm.

· We have worked to enhance segregation of duties over and technical expertise concerning financial reporting, in part by hiring a new director of SEC and financial reporting who began working for us in October 2016. This employee is a certified public accountant who is familiar with financial reporting and audit review processes, and formerly worked as a senior manager at a globally recognized accounting firm.

This remediation plan has been approved by management, including our Chief Executive Officer and Chief Financial Officer, who have been involved with the reassessment and analysis of our internal control over financial reporting. Additionally, as part of its evaluation of disclosure controls and procedures as of September 30, 2016, management reviewed the results of the above-described assessment of the Company's internal control over financial reporting with the Audit Committee, and the Audit Committee agreed with the conclusions. The Audit Committee will

continue to meet regularly with management and our independent registered accounting firm to review accounting, reporting, auditing, disclosure control and internal control matters, and will continue to test collectively the ongoing operating effectiveness of the new and existing controls. We are committed to enhancing our internal control processes and will continue to diligently and vigorously review our financial reporting controls and procedures.

Although we plan to complete this remediation process as quickly as possible, we cannot, at this time, estimate when that may occur, and our current initiatives may not prove successful in remediating these material weaknesses. Management may determine to enhance other existing controls and/or implement additional controls as the implementation progresses. It will take time to determine whether the additional controls we are implementing will be sufficient to accomplish their intended purpose; accordingly, these material weaknesses may continue for a period of time. While the Audit Committee and senior management are closely monitoring this implementation, until the remediation efforts discussed in this section, including any additional remediation efforts that our senior management identifies as necessary, are completed, tested and determined to be effective, we will not be able to conclude that these material weaknesses have been remediated.

Table of Contents

Changes in Internal Control Over Financial Reporting

Except for the matters discussed above, there were no changes in our internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the third quarter of fiscal 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents

PART II — OTHER INFORMATION

Item 1.Legal Proceedings.

We are party to legal proceedings and claims in the ordinary course of business, including proceedings to protect our intellectual property rights. For more information, see “Note 14 – Commitments and Contingencies” to our unaudited condensed consolidated financial statements in “Part I, Item 1” of this Quarterly Report.

Item 1A.Risk Factors.

There have been no material changes to our risk factors from those disclosed in “Part I, Item 1A. Risk Factors” of our 2015 Form 10-K, except as noted below.

Matters arising out of the restatement of our Q1 2016 Financial Statements and the identification of material weaknesses in our internal control over financial reporting, such as decreased confidence among investors, limited ability to raise capital, potential regulatory inquiries and enforcement actions or litigation, could materially adversely affect our business or the trading price of our common stock. Additionally, we cannot assure you that further material weaknesses will not be identified in the future or that we will be able to address fully the existing material weaknesses.

As discussed in “Part I, Item 4. Controls and Procedures” of this Quarterly Report, on August 10, 2016, our Board, in consultation with management, concluded that our Q1 2016 Financial Statements should no longer be relied upon due to various errors identified therein and required restatement. On August 16, 2016, we filed our Quarterly Report on Form 10-Q/A for the quarterly period ended March 31, 2016 containing amended and restated Q1 2016 Financial Statements. Furthermore, as first disclosed in that report and subsequently in our Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2016 and this Quarterly Report, our management identified two material weaknesses in our internal control over financial reporting as of March 31, 2016, June 30, 2016 and September 30, 2016, which did not adequately address errors in the Q1 2016 Financial Statements and contributed to the restatement.

Since our management first concluded that there were material weaknesses in our internal control over financial reporting, we have begun improving our controls and have taken certain measures to remediate the identified material weaknesses. In particular, we have engaged on a retainer basis a third-party expert consulting firm specializing in technical accounting and financial reporting issues to assist our management with the review of the accounting treatment and the financial reporting and disclosure of complex and non-recurring transactions, akin to those which gave rise to the errors in our Q1 2016 Financial Statements. We have also formed a five member disclosure committee, which met to discuss and review this Quarterly Report, and which is charged with reviewing our financial reporting and disclosure of recurring and routine transactions and overseeing our evaluation of accounting treatment

of such transactions. We have increased our reliance on and have worked to improve, and plan to continue improving, controls over the use of our existing financial reporting checklists during our financial statement close. We have worked to enhance segregation of duties over and technical expertise concerning financial reporting, in part by hiring a new director of SEC and financial reporting who began working for us in October 2016. We may also implement additional appropriate measures as part of this effort. For more information, see “Part I. Item 4. Controls and Procedures—Addressing the Material Weakness.”

With respect to the material weaknesses in our internal control over financial reporting, despite our ongoing remediation plan, there can be no assurance that we will be able to mitigate fully our existing material weaknesses or that our internal control will not suffer in the future from other material weaknesses. The effectiveness of our internal control over financial reporting is subject to various inherent limitations, including judgments used in decision-making, the nature and complexity of the transactions we undertake, assumptions about the likelihood of future events, the soundness of our systems and cost limitations. Even if they are ultimately made effective, our controls may become inadequate as conditions change or our compliance with policies and procedures evolves over time. If we fail to remediate these material weaknesses or to maintain otherwise effective internal control in the future, our financial statements may contain one or more material misstatements and may not be available on a timely basis, or we may discover additional material weaknesses.

Table of Contents

Item 2.Unregistered Sales of Equity Securities and Use of Proceeds.

None.

Item 3.Defaults Upon Senior Securities.

None.

Item 4.Mine Safety Disclosure.

Not applicable.

Item 5.Other Information.

(a)None.

(b)There have been no material changes to the procedures by which security holders may recommend nominees to our board of directors, including adoption of procedures by which our stockholders may recommend nominees to our board of directors.

Item 6.Exhibits.

Exhibit No.	Description	Document if Incorporated by Reference
2.1	Purchase Agreement, dated as of July 18, 2016, by and among Differential Brands Group, Inc., DFBG Swims LLC, each shareholder of SWIMS AS signatory thereto and set forth in Exhibit A thereto, Øystein Alexander Eskeland and Atle Søvik, acting jointly as the representatives of the Sellers named therein,	Exhibit 2.1 to the Current Report on Form 8-K filed on July 19, 2016

	and, for certain limited purposes, TCP Denim, LLC, TCP RG, LLC, and TCP RG II, LLC	
3.1	Amended and Restated By-laws of Differential Brands Group Inc., Adopted as of July 6, 2015, As amended through November 7, 2016	Exhibit 10.1 to the Current Report on Form 8-K filed on November 10, 2016
3.2	Amended and Restated By-laws of Differential Brands Group Inc., Adopted as of July 6, 2015, As amended through November 7, 2016 (marked)	Exhibit 10.1 to the Current Report on Form 8-K filed on November 10, 2016
4.1	Form of Common Stock Purchase Warrant Issued in Connection with Purchase Agreement	Exhibit 4.1 to the Current Report on Form 8-K filed on July 19, 2016
4.2	Form of Common Stock Purchase Warrant Issued to Tengram Capital Partners Fund II, L.P.	Exhibit 4.2 to the Current Report on Form 8-K filed on July 19, 2016
4.3	Form of Convertible Promissory Note	Exhibit 4.3 to the Current Report on Form 8-K filed on July 19, 2016

Table of Contents

10.1	Consent and Amendment No. 1, dated as of July 18, 2016, to Credit and Security Agreement, dated as of January 28, 2016, by and among Differential Brands Group Inc. and certain of its subsidiaries party thereto, each as Borrower or Guarantor, and Wells Fargo Bank National Association, as lender	Exhibit 4.4 to the Current Report on Form 8-K filed on July 19, 2016
10.2	Consent and Amendment No. 1, dated as of July 18, 2016, to Credit and Security Agreement, dated as of January 28, 2016, by and among Differential Brands Group Inc. and certain of its subsidiaries party thereto, each as Borrower or Guarantor, each of the lenders party thereto, and TCW Asset Management Company, as agent	Exhibit 4.5 to the Current Report on Form 8-K filed on July 19, 2016
10.3	Differential Brands Group Inc. 2016 Stock Incentive Compensation Plan.	Exhibit 10.1 to the Current Report on Form 8-K filed on November 10, 2016
31.1	Certification of Principal Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
31.2	Certification of Principal Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002	
32.1**	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002	
101.INS	XBRL Instance Document	
101.SCH	XBRL Taxonomy Extension Schema	
101.CAL	XBRL Taxonomy Extension Calculation Linkbase	
101.DEF	XBRL Taxonomy Extension Definition Linkbase	
101.LAB	XBRL Taxonomy Extension Label Linkbase	
101.PRE	XBRL Taxonomy Extension Presentation Linkbase	

** Furnished herewith.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DIFFERENTIAL BRANDS GROUP INC.

November 14, 2016 /s/ Michael Buckley
Michael Buckley
Chief Executive Officer
(Principal Executive Officer)

November 14, 2016 /s/ Hamish Sandhu
Hamish Sandhu
Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

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Table of Contents

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