Rabin Jason
Form 3
November 08, 2018

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Â Rabin Jason
(Last) (First) (Middle)

C/O CENTRIC BRANDS INC.,Â 350 5TH AVENUE, 6TH FLOOR
(Street)

NEW YORK,Â NYÂ 10118
(City) (State) (Zip)

2. Date of Event Requiring Statement (Month/Day/Year)
10/29/2018

3. Issuer Name **and** Ticker or Trading Symbol
Centric Brands Inc. [CTRC]

4. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
__X__ Director _____ 10% Owner
__X__ Officer _____ Other
(give title below) (specify below)
Chief Executive Officer

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1.Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value $0.10 per share	3,358,000	D	Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)

	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â (1)(2)	Â (1)(2)	Common Stock, par value $0.10 per share	4,100,000	$ (1) (2)	D	Â
Performance Stock Units	Â (3)(4)	Â (3)(4)	Common Stock, par value $0.10 per share	500,000	$ (3) (4)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Rabin Jason C/O CENTRIC BRANDS INC. 350 5TH AVENUE, 6TH FLOOR NEW YORK,Â NYÂ 10118	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Lori Nembirkow, as attorney-in-fact	11/08/2018
**Signature of Reporting Person	Date

Explanation of Responses:

***** If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

****** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Thirty percent (30%) of the restricted stock units ("RSUs") will vest on December 31, 2019, thirty percent (30%) will vest on December 31, 2020, and the remaining forty (40%) percent will vest on December 31 2021, subject to Mr. Rabin's continued employment with Centric Brands Inc., a Delaware corporation (the "Company") through the applicable vesting date; provided, if Mr. Rabin's employment is terminated by the Company without "cause" (and not due to his death or disability) or by him for "good reason" (each such term as defined in his employment agreement with the Company) then any unvested portion of the RSUs will accelerate and become fully vested on the date of termination. (continued on Footnote 2)

(2) Any vested RSUs will be settled through the issuance of common stock, par value $0.10 per share (the "Common Stock") promptly following the applicable vesting date; provided that in the event of the termination of Mr. Rabin's employment without cause or for good reason, the settlement will take place on the date that is thirty (30) days following the date of termination.

(3) 33.33% of the performance stock units ("PSUs") will vest on each of December 31, 2019, 2020 and 2021. The PSUs will vest based on the Company's selling, general and administrative (SG&A) expenses being below a certain target amount for each fiscal year in which the PSUs are scheduled to vest, in all events, subject to Mr. Rabin's continued employment with the Company; provided that, if Mr. Rabin's employment is terminated by the Company without "cause" (and not due to his death or disability) or by him for "good reason" (each such term as defined in his employment agreement with the Company) then any unvested portion of the PSUs with respect to periods not yet ending before the date of termination will become fully vested on the date of termination. (continued on Footnote 4)

(4) Any vested PSUs will be settled through the issuance of Common Stock promptly following the applicable vesting date; provided that in the event of the termination of Mr. Rabin's employment without cause or for good reason, the settlement will take place on the date that is thirty (30) days following the date of termination.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.
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Explanation of Responses: