

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RIZVI SUHAIL</u> (Last) (First) (Middle) <u>801 NORTHPOINT PARKWAY</u> <u>SUITE 129</u> (Street) <u>WEST PALM BEACH</u> <u>FL</u> <u>33407</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PLBY Group, Inc. [PLBY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/21/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock								37,494	D	
Common Stock	03/21/2023		S		7,293,790 ⁽¹⁾⁽²⁾	D	\$2.56	14,471,993	I	See Footnote ⁽⁵⁾
Common Stock	03/21/2023		S		3,674,997 ⁽³⁾	D	\$2.56	10,796,996	I	See Footnote ⁽⁵⁾
Common Stock	03/21/2023		P		7,293,790 ⁽⁴⁾	A	\$2.56	18,090,789 ⁽⁵⁾	I	See Footnote ⁽⁵⁾

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
						(A) (D)			Title Amount or Number of Shares				

Explanation of Responses:

1. Represents shares of the Issuer's common stock transferred to entities controlled by Mr. Suhail Rizvi pursuant to the terms of a Nominee Agreement dated January 23, 2023, including 3,627,296 shares of common stock transferred by Rizvi Opportunistic Equity Fund II, L.P. ("ROEF II"), 238,750 shares of common stock transferred by Rizvi Traverse Partners II, LLC ("RTP II") and 3,427,744 shares of common stock transferred by funds (the "funds") controlled by Rizvi Traverse Management, LLC ("Rizvi Traverse"). Rizvi Traverse GP II, LLC ("RT GP II") is the general partner of ROEF II. Rizvi Traverse Management II, LLC ("RTM II") is the manager of RTP II. Mr. Suhail Rizvi is a manager of RT GP II, RTM II and Rizvi Traverse.

2. (continued from footnote 1) Each of RT GP II, RTM II, Rizvi Traverse and Mr. Suhail Rizvi may be deemed to be the beneficial owner of the shares of common stock beneficially owned by such entities, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

3. Represents shares of the Issuer's common stock transferred to an entity controlled by Mr. John Giampetroni pursuant to the terms of a Nominee Agreement dated January 23, 2023, including 3,627,296 shares transferred by ROEF II and 47,701 shares of common stock transferred by RTP II. RT GP II is the general partner of ROEF II. RTM II is the manager of RTP II. Mr. John Giampetroni is a manager of RT GP II and RTM II. Each of RT GP II, RTM II and Mr. John Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by such entities, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

4. Represents shares acquired by entities controlled by Mr. Suhail Rizvi in the transaction described in Footnotes 1 and 2 above.

5. Represents shares of common stock held by ROEF II, RTP II, the funds and other entities controlled by Mr. Suhail Rizvi. RT GP II is the general partner of ROEF II. RTM II is the manager of RTP II. Mr. Suhail Rizvi is a manager of RT GP II, RTM II and Rizvi Traverse. Each of RT GP II, RTM II, Rizvi Traverse and Mr. Suhail Rizvi may be deemed to be the beneficial owner of the shares of common stock beneficially owned by such entities, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.

Remarks:

This Form 4 is a joint filing with the Form 4 filed by Mr. John Giampetroni, Rizvi Traverse Management, LLC, Rizvi Opportunistic Equity Fund II, L.P. and Rizvi Traverse GP II, LLC on March 21, 2023 and relates to the same transaction.

/s/ Suhail Rizvi 03/23/2023
** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.