

☐ 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>Giampetroni John</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)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/16/2022</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 <input type="checkbox"/> Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/16/2022		J <sup>(1)</sup>		964,126 <sup>(1)</sup>	D	\$0.00	10,692,780 <sup>(2)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	03/16/2022		J <sup>(1)(3)</sup>		51,434 <sup>(3)</sup>	A	\$0.00	10,744,214 <sup>(4)</sup>	I	See Footnote <sup>(4)</sup>

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					

1. Name and Address of Reporting Person* <u>Giampetroni John</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)
1. Name and Address of Reporting Person* <u>Rizvi Traverse Management, LLC</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)

1. Name and Address of Reporting Person\*  
[Rizvi Opportunistic Equity Fund II, L.P.](#)

(Last) (First) (Middle)  
[801 NORTHPOINT PARKWAY](#)  
[SUITE 129](#)

(Street)  
[WEST PALM BEACH](#) [FL](#) [33407](#)

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Rizvi Traverse GP II, LLC](#)

(Last) (First) (Middle)  
[801 NORTHPOINT PARKWAY](#)  
[SUITE 129](#)

(Street)  
[WEST PALM BEACH](#) [FL](#) [33407](#)

(City) (State) (Zip)

**Explanation of Responses:**

1. Represents a pro rata in-kind distribution of an aggregate of 964,126 shares of the common stock, par value \$0.0001 per share, of PLBY Group, Inc. (the "Issuer") by RT-ICON FF LLC to its members for no consideration.
2. Represents shares of common stock held by Rizvi Opportunistic Equity Fund II, L.P. ("ROEF II"), shares of common stock by Rizvi Traverse Partners II, LLC ("RTP II") and shares of common stock held by other 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. John Giampetroni is a manager of RT GP II, RTM II and Rizvi Traverse. Each of RT GP II, RTM II, Rizvi Traverse 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.
3. Represents the receipt of 51,434 shares by an entity controlled by Mr. John Giampetroni in the distribution referenced in Footnote 1 above.
4. Represents 7,069,064 shares of common stock held by ROEF II, 279,128 shares of common stock held by RTP II, 3,344,588 shares of common stock held by the funds and 51,434 shares of common stock held by other entities controlled by Mr. John Giampetroni. Each of RT GP II, RTM II, Rizvi Traverse 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.

**Remarks:**

This Form 4 is filed by more than one Reporting Person and is a joint filing with the Form 4 filed by Mr. Suhail Rizvi on March 18, 2022 and relates to the same transaction.

[By: /s/ John Giampetroni](#) [03/18/2022](#)  
[Rizvi Traverse Management,](#)  
[LLC By: /s/ Suhail Rizvi](#) [03/18/2022](#)  
[Name: Suhail Rizvi Title:](#)  
[Chief Investment Officer](#)  
[Rizvi Opportunistic Equity](#)  
[Fund II, L.P. By: Rizvi](#)  
[Traverse GP II, LLC, its](#) [03/18/2022](#)  
[General Partner By: /s/ Suhail](#)  
[Rizvi Name: Suhail Rizvi](#)  
[Rizvi Traverse GP II, LLC](#)  
[By: /s/ Suhail Rizvi Name:](#) [03/18/2022](#)  
[Suhail Rizvi Title: Managing](#)  
[Director](#)

\*\* 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.