

☐ 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>03/04/2022</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 | 03/04/2022 | | J ⁽¹⁾ | | 8,500,524 ⁽¹⁾ | D | \$0.00 | 0 ⁽²⁾ | D | |
| Common Stock | 03/04/2022 | | J ⁽¹⁾⁽³⁾ | | 484,313 ⁽³⁾ | A | \$0.00 | 6,312,765 ⁽⁴⁾ | I | See Footnote ⁽⁴⁾ |
| Common Stock | 03/04/2022 | | J ⁽¹⁾⁽⁵⁾ | | 1,670,043 ⁽⁵⁾ | A | \$0.00 | 7,982,808 ⁽⁶⁾ | I | See Footnote ⁽⁶⁾ |
| Common Stock | 03/04/2022 | | J ⁽¹⁾⁽⁷⁾ | | 139,564 ⁽⁷⁾ | A | \$0.00 | 8,122,372 ⁽⁸⁾ | I | See Footnote ⁽⁸⁾ |
| Common Stock | 03/04/2022 | | J ⁽¹⁾⁽⁹⁾ | | 3,534,534 ⁽⁹⁾ | A | \$0.00 | 11,656,906 ⁽¹⁰⁾ | I | See Footnote ⁽¹⁰⁾ |

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 | | | | | |

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| 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) |

| | | |
|-----------------|---------|-------|
| (Street) | | |
| WEST PALM BEACH | FL | 33407 |
| | | |
| (City) | (State) | (Zip) |

Explanation of Responses:

1. Represents a pro rata in-kind distribution of an aggregate of 8,500,524 shares of the common stock, par value \$0.0001 per share, of PLBY Group, Inc. (the "Issuer") by RT-ICON Holdings LLC ("RT-ICON") to its members for no consideration. As a result of the distribution, RT-ICON no longer beneficially owns shares of the Issuer's common stock and is being removed as a reporting person hereby. RTM-ICON (as defined herein) is also being removed as a reporting person as, following the distribution, RTM-ICON no longer beneficially owns greater than 10% of the Issuer's common stock.
2. Represents shares of common stock held by RT-ICON. RTM-ICON LLC ("RTM-ICON") is the manager of RT-ICON. Rizvi Traverse Management, LLC ("Rizvi Traverse") is the sole member of RTM-ICON. Mr. John Giampetroni is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by RT-ICON, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
3. Represents the receipt of 484,313 shares by RT-ICON FF LLC ("RT-ICON FF") in the distribution referenced in Footnote 1 above.
4. Represents shares of common stock held by funds controlled by RTM-ICON. Rizvi Traverse is the sole member of RTM-ICON. Mr. John Giampetroni is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by RT-ICON, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
5. Represents the receipt of an aggregate of 1,670,043 shares by funds controlled by Rizvi Traverse (the "funds") in the distribution referenced in Footnote 1 above.
6. Represents shares of common stock held by the funds. Mr. John Giampetroni is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by the funds, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
7. Represents the receipt of 139,564 shares of common stock by Rizvi Traverse Partners II, LLC ("RTP II") in the distribution reference in Footnote 1 above.
8. Represents 4,308,714 shares of common stock held by the funds and 279,128 shares of common stock held by RTP II. Rizvi Traverse Management II, LLC ("RTM II") is the manager of RTP II. Mr. John Giampetroni is a manager of RT GP II. Each of RTM II and Mr. Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by RTM II, but each disclaims beneficial ownership of such shares, except to the extent of any pecuniary interest therein.
9. Represents the receipt of 3,534,534 shares by Rizvi Opportunistic Equity Fund II, L.P. ("ROEF II") in the distribution referenced in Footnote 1 above.
10. Represents 7,069,064 shares of common stock held by ROEF II, 4,308,714 shares of common stock held by the funds and 279,128 shares of common stock held by RTP II. Rizvi Traverse GP II, LLC ("RT GP II") is the general partner of ROEF II. Mr. John Giampetroni is a manager of RT GP II. Each of RT GP II and Mr. Giampetroni may be deemed to be the beneficial owner of the shares of common stock beneficially owned by ROEF II, 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 8, 2022 and relates to the same transaction.

[/s/ John Giampetroni](#) [03/08/2022](#)
[Rizvi Traverse Management, LLC, By: /s/ Suhail Rizvi, Name: Suhail Rizvi, Title: Chief Investment Officer](#) [03/08/2022](#)

** 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.