

☐ 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>  3. Date of Earliest Transaction (Month/Day/Year) <u>11/18/2021</u>  4. If Amendment, Date of Original Filed (Month/Day/Year)	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)  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
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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	11/18/2021		S <sup>(1)</sup>		50,000	D	<sup>(1)</sup>	17,001,047 <sup>(2)</sup>	I	See Footnote <sup>(2)</sup>
Common Stock	11/18/2021		J <sup>(3)</sup>		8,500,523 <sup>(3)</sup>	D	\$0.00	8,500,524 <sup>(4)</sup>	I	See Footnote <sup>(4)</sup>
Common Stock	11/18/2021		J <sup>(3)(5)</sup>		484,313 <sup>(5)</sup>	A	\$0.00	8,984,837 <sup>(6)</sup>	I	See Footnote <sup>(6)</sup>
Common Stock	11/18/2021		J <sup>(3)(7)</sup>		1,670,045 <sup>(7)</sup>	A	\$0.00	10,654,882 <sup>(8)</sup>	I	See Footnote <sup>(8)</sup>
Common Stock	11/18/2021		J <sup>(3)(9)</sup>		139,564 <sup>(9)</sup>	A	\$0.00	10,794,446 <sup>(10)</sup>	I	See Footnote <sup>(10)</sup>
Common Stock	11/18/2021		J <sup>(3)(11)</sup>		3,534,530 <sup>(11)</sup>	A	\$0.00	14,328,976 <sup>(12)</sup>	I	See Footnote <sup>(12)</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					

Explanation of Responses:

1. Represents 50,000 shares of common stock (the "PIPE Shares") held by Rizvi Master, LLC, an entity controlled by Mr. Suhail Rizvi, Chairman of PLBY Group, Inc. (the "Issuer"). The price reported in Column 4 is a weighted average price. The Shares were sold in multiple transactions at prices ranging from \$36.65 to \$43.14 per share, at a weighted average price of \$39.43 per share. The Reporting Person undertakes to provide to any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares of Common Stock sold at each separate price within the ranges set forth in the footnotes of this Form 4.

2. Represents shares of common stock held by RT-ICON Holdings LLC ("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. Suhail Rizvi is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Rizvi 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 a pro rata in-kind distribution of an aggregate of 8,500,523 shares of the Issuer's common stock, par value \$0.0001 per share, by RT-ICON to its members for no consideration.

4. Represents shares of common stock held by RT-ICON. RTM-ICON is the manager of RT-ICON. Rizvi Traverse is the sole member of RTM-ICON. Mr. Suhail Rizvi is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Rizvi 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 484,313 shares by RT-ICON FF LLC ("RT-ICON FF") in the distribution referenced in Footnote 3 above.

6. Represents shares of common stock held by funds controlled by RTM-ICON. Rizvi Traverse is the sole member of RTM-ICON. Mr. Suhail Rizvi is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Rizvi 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.

7. Represents the receipt of an aggregate of 1,670,045 shares by funds controlled by Rizvi Traverse (the "funds") in the distribution referenced in Footnote 3 above.

8. Represents shares of common stock held by the funds. Mr. Suhail Rizvi is a manager of Rizvi Traverse. Each of RTM-ICON, Rizvi Traverse and Mr. Rizvi 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.

9. Represents the receipt of 139,564 shares of common stock by Rizvi Traverse Partners II, LLC ("RTP II") in the distribution reference in Footnote 3 above.

10. Represents 10,654,882 shares of common stock held by the funds and 139,564 shares of common stock held by RTP II. Rizvi Traverse Management II, LLC ("RTM II") is the manager of RTP II. Mr. Suhail Rizvi is a manager of RT GP II. Each of RTM II and Mr. Rizvi 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.

11. Represents the receipt of 3,534,530 shares by Rizvi Opportunistic Equity Fund II, L.P. ("ROEF II") in the distribution referenced in Footnote 3 above.

12. Represents 3,534,530 shares of common stock held by ROEF II, 10,654,882 shares of common stock held by the funds and 139,564 shares of common stock held by RTP II. Rizvi Traverse GP II, LLC ("RT GP II") is the general partner of ROEF II. Mr. Suhail Rizvi is a manager of RT GP II. Each of RT GP II and Mr. Rizvi 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.

/s/ Suhail Rizvi

11/22/2021

\*\* 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.**