

☐ 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

OMB APPROVAL	
OMB Number:	3235-0287
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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>02/01/2023</u>	
		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

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	02/01/2023		X		11,021,569 ⁽¹⁾⁽²⁾⁽³⁾	A	\$0.00	21,765,783 ⁽⁴⁾⁽⁵⁾⁽⁶⁾	I	See Footnote ⁽⁵⁾⁽⁶⁾

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Subscription Rights (rights to buy)	\$2.56 ⁽⁷⁾	02/01/2023		X			10,739,714 ⁽⁸⁾	12/16/2022	⁽⁹⁾	Common Stock	11,021,569	\$0	0	I	See Footnote ⁽¹⁰⁾

Explanation of Responses:

1. Represents shares of the Issuer's common stock acquired following the exercise of subscription rights in connection with the Issuer's rights offering to holders of common stock, as described in the Issuer's prospectus supplement filed with the SEC on January 9, 2023, and a related prospectus, dated September 2, 2022 (together, the "Prospectus"), filed with the SEC, relating to the Company's registration statement on Form S-3 (File No. 333-267273) (the "Rights Offering").
2. Each holder of common stock of record as of December 16, 2022 received one right for each share of common stock, and each right carried with it a basic subscription right, which entitled the holder to purchase 0.30681187 of a share of common stock, and an over-subscription privilege, which entitled holders that exercised their basic subscription rights in full to subscribe for additional shares of common stock that were not purchased by other stockholders pursuant to their basic subscription rights, subject to certain ownership limitations.
3. Represents 7,254,592 shares of common stock acquired by Rizvi Opportunistic Equity Fund II, L.P. ("ROEF II"), 286,451 shares of common stock acquired by Rizvi Traverse Partners II, LLC ("RTP II"), 3,427,744 shares of common stock acquired by other funds (the "funds") controlled by Rizvi Traverse Management, LLC ("Rizvi Traverse") and 52,782 shares of common stock acquired by Mr. Suhail Rizvi. 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. 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.
4. Represents 14,323,656 shares of common stock held by ROEF II, 565,579 shares of common stock held by RTP II, 6,772,332 shares of common stock held by the funds and 104,216 shares of common stock held by 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.
5. Pursuant to the terms of a Nominee Agreement dated January 23, 2023, (a) 3,618,793 shares of common stock, representing 191,049 shares of common stock acquired by RTP II in the Rights Offering and 3,427,744 shares of common stock acquired by the funds in the Rights Offering, are held by such entities as nominees for RT ICON Holdings II LLC ("RTI Holdings II"), (b) 3,727,779 shares of common stock, representing 3,627,296 shares of common stock acquired by ROEF II in the Rights Offering, 47,701 shares of common stock acquired by RTP II in the Rights Offering and 52,782 shares of common stock acquired by other entities controlled by Mr. Suhail Rizvi in the Rights Offering, are held by such entities as nominees for an entity controlled by Mr. Suhail Rizvi and
6. (continued from footnote 5) (c) 3,727,779 shares of common stock, representing 3,627,296 shares of common stock acquired by ROEF II in the Rights Offering and 47,701 shares of common stock acquired by RTP II in the Rights Offering, are held by such entities as nominees for an entity controlled by Mr. John Giampetroni. Mr. Suhail Rizvi is a manager of Rizvi Traverse CI Manager, LLC ("RTCI") and RTCI is a manager RTI Holdings II. Each of RTI Holdings II, RTCI 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.
7. Represents the exercise price of \$2.5561 per whole share of common stock in the Rights Offering.
8. Represents the number of subscription rights granted to the reporting persons and exercised in the Rights Offering.
9. The stated expiration date of the Rights Offering was January 23, 2023; however, the rights and obligations of the parties in the Rights Offering did not become fixed until February 1, 2023.
10. Represents subscription rights to purchase common stock received by ROEF II, RTP II, the funds and other entities controlled by Mr. Suhail Rizvi in the Rights Offering. Each of RT GP II, RTM II, Rizvi Traverse and Mr. Suhail Rizvi may have been deemed to be the beneficial owner of the rights to purchase common stock granted to such entities in the Rights Offering, but each disclaims beneficial ownership of such rights, 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 February 3, 2023 and relates to the same transaction.

/s/ Suhail Rizvi

02/03/2023

** 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.

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