

B. Riley Financial, Inc.  
Form 4  
December 30, 2014

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2015  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**RILEY BRYANT R**

(Last) (First) (Middle)

**11100 SANTA MONICA BLVD  
STE 800**

(Street)

**LOS ANGELES, CA 90025**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**B. Riley Financial, Inc. [RILY]**

3. Date of Earliest Transaction  
(Month/Day/Year)

**12/29/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify  
below)

Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ 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)
Common Stock <sup>(1)</sup>	12/29/2014		J <sup>(2)</sup>	8,875 D \$ 5	3,744,810	D	
Common Stock <sup>(1)</sup>					100	I	By B. Riley and Co., LLC 401 (k) Profit Sharing Plan <sup>(3)</sup>
Common Stock <sup>(1)</sup>					200,000	I	By the Robert Antin Children Irrevocable

Trust <sup>(4)</sup>

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

**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 control number.**

SEC 1474  
(9-02)

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R 11100 SANTA MONICA BLVD STE 800 LOS ANGELES, CA 90025	X	X	Chairman and CEO	

## Signatures

/s/ Bryant R.  
Riley

12/30/2014

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* 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).

- The Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his
- (1) pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
  - (2) 8,875 shares of common stock were forfeited to the Company and cancelled upon resolution of the working capital adjustment in accordance with the terms of the merger agreement and the escrow agreement for the purchase of B. Riley & Co., LLC. The price per share represents the deemed value of such shares under the merger agreement. Bryant Riley beneficially owns 3,744,410 shares jointly

## Edgar Filing: B. Riley Financial, Inc. - Form 4

with his wife and beneficially owns 400 shares in custodial accounts for his children.

- (3) Held of record by B. Riley and Co., LLC 401(k) Profit Sharing Plan ("Profit Sharing Plan"). Mr. Riley, as Trustee may be deemed to beneficially own the shares held by the Profit Sharing Plan.
- (4) Held of record by the Robert Antin Children Irrevocable Trust Dtd 1/1/01 (the "Trust"). Mr. Riley, as Trustee may be deemed to beneficially own the shares held by the Trust.

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

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