

B. Riley Principal Sponsor Co., LLC

Form 3

April 08, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â B. Riley Principal Sponsor
Co., LLC

(Last) (First) (Middle)

C/O B. RILEY PRINCIPAL
MERGER CORP.,Â 299 PARK
AVENUE., 21ST FLOOR

(Street)

NEW YORK,Â NYÂ 10171

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
04/08/2019

3. Issuer Name and Ticker or Trading Symbol

B. Riley Principal Merger Corp. [BRPM]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership (Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Class B Common Stock	Â (1)	Â (1)	Class A Common Stock	3,513,750	\$ (1)	I (2)	See footnote.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
B. Riley Principal Sponsor Co., LLC C/O B. RILEY PRINCIPAL MERGER CORP. 299 PARK AVENUE., 21ST FLOOR NEW YORK, NY 10171	Â	Â X	Â	Â
B. Riley Financial, Inc. 21255 BURBANK BOULEVARD, SUITE 400 WOODLAND HILLS, CA 91367	Â	Â X	Â	Â

Signatures

/s/ Daniel Nussen, Attorney-in-Fact for B. Riley Principal Sponsor Co., LLC 04/08/2019

**Signature of Reporting Person

Date

/s/ Daniel Nussen, Attorney-in-Fact for B. Riley Financial, Inc. 04/08/2019

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 shares of Class B common stock are convertible for shares of the Issuer's Class A common stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-230286) (the "Registration Statement") and (1) have no expiration date. The shares of Class B common stock beneficially owned by the Reporting Persons include up to 468,750 shares of Class B common stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.

B. Riley Financial, Inc. ("BRF") is the sole member of the managing member of B. Riley Principal Sponsor Co., LLC (the "Sponsor") and (2) has voting and dispositive power over the securities held by the Sponsor. BRF disclaims beneficial ownership over any securities directly held by the Sponsor other than to the extent of any pecuniary interest it may have therein, directly or indirectly.

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Remarks:

See Exhibits 24.1 and 24.2 - Powers of Attorney

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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