

RILEY BRYANT R  
Form 4  
December 11, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

(Last) (First) (Middle)

C/O B. RILEY FINANCIAL,  
INC., 21255 BURBANK BLVD,  
SUITE 400

(Street)

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
B. Riley Financial, Inc. [RILY]

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/07/2018

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 Co-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 Ownership (Instr. 4)
Common Stock	12/07/2018		P	10,500 A	\$ 17.28 4,322,666 <u>(1)</u>	D	
Common Stock	12/07/2018		P	4,400 A	\$ 17.4 73,617	I	By B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley <sup>(2)</sup>
	12/10/2018		P	4,330 A	4,875	I	

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Common Stock					\$ 17.1491				As custodian for UTMA account of S.R. <u>(3)</u> <u>(7)</u>
Common Stock	12/10/2018		P	4,330	A	\$ 17.1491	4,875	I	As custodian for UTMA account of C.R. <u>(4)</u> <u>(7)</u>
Common Stock	12/10/2018		P	4,330	A	\$ 17.1491	4,875	I	As custodian for UTMA account of A.R. <u>(5)</u> <u>(7)</u>
Common Stock	12/10/2018		P	4,330	A	\$ 17.1491	4,875	I	As custodian for UTMA account of E.R. <u>(6)</u> <u>(7)</u>
Common Stock							200,000	I	By the Robert Antin Children Irrevocable Trust <u>(8)</u>

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

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(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. 6)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R C/O B. RILEY FINANCIAL, INC. 21255 BURBANK BLVD, SUITE 400 WOODLAND HILLS, CA 91367	X	X	Chairman and Co-CEO	

## Signatures

/s/ Bryant R.  
Riley

12/11/2018

\*\*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).
  - (1) Bryant R. Riley (the "Reporting Person") beneficially owns 4,322,666 shares directly or jointly with his wife. Previously, 2,180 shares held in custodial accounts established pursuant to the UTMA (defined below) for the Reporting Person's children were incorrectly reported as shares held directly by the Reporting Person, which is corrected on this Form 4.
  - (2) B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley was formerly known as "B. Riley & Co., LLC 401(k) Profit Sharing Plan FBO Bryant Riley."
  - (3) The shares were purchased for S.R., the child of the Reporting Person, through a custodial account established pursuant to the Uniform Transfer to Minors Act ("UTMA") for which the Reporting Person serves as custodian.
  - (4) The shares were purchased for C.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
  - (5) The shares were purchased for A.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
  - (6) The shares were purchased for by E.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
  - (7) The Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
  - (8) Held of record by the Robert Antin Children Irrevocable Trust Dtd 1/1/01 (the "Trust"). The Reporting Person, as Trustee of the Trust, 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.