

GAMCO INVESTORS, INC. ET AL  
 Form 4  
 December 31, 2015

**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 \*  
**GABELLI MARIO J**

2. Issuer Name and Ticker or Trading Symbol  
**GAMCO INVESTORS, INC. ET AL [GBL]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**C/O GAMCO INVESTORS, INC, ONE CORPORATE CENTER**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/30/2015**

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chairman & CEO**

**RYE, NY 10580**

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V   | Amount  | (D)  | Price                                      |
| Class B Common Stock            | 12/30/2015                           |  | D <sup>(1)</sup>               |   | 40,000  | D  | \$ 0                                       |
|                                 |                                      |  |                                |   | 303,295   | D  | <sup>(2)</sup>                             |
| Class A Common Stock            | 12/30/2015                           |  | A <sup>(1)</sup>               |   | 40,000  | A  | \$ 0                                       |
| Class A Common Stock            | 12/30/2015                           |  | G                              |   | 40,000  | D  | \$ 0                                       |
| Class A Common Stock            |                                      |  |                                |   | 4,393,055   | I  |  |

By: Gabelli

|                      |  |  |  |            |   |  |                        |
|----------------------|--|--|--|------------|---|--|------------------------|
| Common Stock         |  |  |  |            |   |  | Securities, Inc.       |
| Class B Common Stock |  |  |  | 18,423,741 | I |  | By: GGCP Holdings, LLC |
|                      |  |  |  | <u>(2)</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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date   | Title                                      | Amount or Number of Shares  |
|  |  |                                      |  |                                |   | Code   | V   | (A)  | (D)   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| GABELLI MARIO J<br>C/O GAMCO INVESTORS, INC<br>ONE CORPORATE CENTER<br>RYE, NY 10580 | X             | X         | Chairman<br>& CEO |       |
| GGCP, INC.<br>140 GREENWICH AVENUE<br>GREENWICH, CT 06830                            |               | X         |                   |       |
| GGCP Holdings LLC<br>140 GREENWICH AVENUE<br>GREENWICH, CT 06830                     |               | X         |                   |       |

## Signatures

/s/ Douglas R. Jamieson, Attorney-In-Fact for MARIO J. GABELLI, GGCP, INC., and  
GGCP HOLDINGS, LCC

12/31/2015

\_\_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).

- Mario J. Gabelli exchanged with the Issuer shares of Class B Common Stock ("Class B Stock") for an equal number of shares of Class A
- (1) Common Stock ("Class A Stock"). These transactions were effected pursuant to Rule 16b-3 under the Securities Act of 1934 for the purpose of exempting such acquisition and disposition.
  - (2) Pursuant to a resolution approved by the Issuer's Board of Directors, as of the date of this filing, there are 732,618 shares of Class B Stock that can be converted into Class A Stock.

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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