

RILEY BRYANT R

Form 4

February 25, 2019

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
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(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)

02/21/2019

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 Beneficial Ownership (Instr. 4)
Common Stock	02/21/2019		P	19,512 A \$ 16.2794	4,352,777 (1)	D	
Common Stock	02/22/2019		P	1,201 A \$ 16.6306	4,353,978 (1)	D	
Common Stock					73,617	I	By B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant

Common Stock	4,875	I	Riley ⁽²⁾ UTMA account of S.R. ⁽³⁾ ⁽⁷⁾
Common Stock	4,875	I	UTMA account of C.R. ⁽⁴⁾ ⁽⁷⁾
Common Stock	4,875	I	UTMA account of A.R. ⁽⁵⁾ ⁽⁷⁾
Common Stock	4,875	I	UTMA account of E.R. ⁽⁶⁾ ⁽⁷⁾
Common Stock	200,000	I	By the Robert Antin Children Irrevocable Trust ⁽⁸⁾

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.

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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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RILEY BRYANT R
C/O B. RILEY FINANCIAL, INC.
21255 BURBANK BLVD, SUITE 400 X X Chairman and Co-CEO
WOODLAND HILLS, CA 91367

Signatures

/s/ Bryant R. 02/25/2019
Riley

__Signature of Date
Reporting Person

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 these shares directly or jointly with his wife.
- (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 are held 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 are held 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 are held 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 are held for 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.
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