

GAMCO INVESTORS, INC. ET AL  
Form 8-K  
November 13, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) November 12, 2012

GAMCO INVESTORS, INC.  
(Exact name of registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation)

1-14761  
(Commission File Number)

13-4007862  
(IRS Employer Identification  
No.)

One Corporate Center, Rye, NY  
(Address of principal executive  
offices)

10580  
(Zip Code)

Registrant's telephone number, including area code (914) 921-3700

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01. Other Events.

On November 12, 2012, GAMCO Investors, Inc. announced that its Board of Directors has accelerated the lapse of restrictions on all outstanding restricted stock awards (“RSAs”) effective on November 13, 2012. There are 369,100 RSAs outstanding. GAMCO will incur a fourth quarter non-cash charge of \$10.1 million or \$0.22 per diluted share (after management fee and tax benefit) as a result of the acceleration. GAMCO had previously recorded non-cash charges of \$2.6 million or \$0.06 per diluted share during the first three quarters of 2012 bringing the full amount expensed in 2012 to \$12.7 million or \$0.28 per diluted share. The comparable financial results in 2013 will benefit from the absence of this stock compensation expense.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GAMCO Investors, Inc.

By: /s/ Robert S. Zuccaro

Robert S. Zuccaro  
Executive Vice-President and Chief Financial Officer

Date: November  
13, 2012

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