

RILEY BRYANT R
Form 4
February 14, 2019

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
01/10/2018

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

Chairman and Co-CEO

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

(Street)

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

WOODLAND HILLS, CA 91367

(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	(A) or (D)	Price
Common Stock	01/10/2018		G	V ⁽¹⁾	1,000	D	\$ 0
							4,321,666 (2)
Common Stock	10/19/2018		G	V ⁽¹⁾	1,100	D	\$ 0
							4,320,566 (2)
Common Stock	02/13/2019		P		12,699	A	\$ 15.6476
							4,333,265 (2)
Common Stock							73,617
						I	By B. Riley Financial, Inc. 401(k) Profit

				Sharing Plan FBO Bryant Riley ⁽³⁾
Common Stock		4,875	I	UTMA account of S.R. ⁽⁴⁾ ⁽⁸⁾
Common Stock		4,875	I	UTMA account of C.R. ⁽⁵⁾ ⁽⁸⁾
Common Stock		4,875	I	UTMA account of A.R. ⁽⁶⁾ ⁽⁸⁾
Common Stock		4,875	I	UTMA account of E.R. ⁽⁷⁾ ⁽⁸⁾
Common Stock		200,000	I	By the Robert Antin Children Irrevocable Trust ⁽⁹⁾

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

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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			
	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

02/14/2019

**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) This gift transaction is being voluntarily reported early on Form 4.
- (2) Bryant R. Riley (the "Reporting Person") beneficially owns these shares directly or jointly with his wife.
- (3) 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."
- (4) 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.
- (5) 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.
- (6) 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.
- (7) 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.
- (8) 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.
- (9) 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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