

B. Riley Financial, Inc.
Form 4
April 15, 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 *
B. Riley Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
Ranger Energy Services, Inc.
[RNGR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
04/11/2019

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

21255 BURBANK BOULEVARD,
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
X 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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Class A Common Stock | 04/11/2019 | | S | 779 | D \$ 8.3872 | 193,681 | I See notes (1) (2) (3) |
| Class A Common Stock | 04/12/2019 | | S | 924 | D \$ 8.3215 | 192,757 | I See notes (1) (2) (3) |
| Class A Common Stock | 04/15/2019 | | S | 3,211 | D \$ 8.26 | 189,546 | I See notes (1) (2) (3) |
| Class A | | | | | | 692,266 | I See notes |

Common
Stock

(1) (2) (4)

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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | 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

B. Riley Financial, Inc.
21255 BURBANK BOULEVARD, SUITE 400
WOODLAND HILLS, CA 91367

X

BRC Partners Opportunity Fund, LP
11100 SANTA MONICA BLVD. SUITE 800
LOS ANGELES, CA 90025

X

BRC Partners Management GP, LLC
11100 SANTA MONICA BLVD SUITE 800
LOS ANGELES, CA 90025

X

B. RILEY CAPITAL MANAGEMENT, LLC
11100 SANTA MONICA BLVD.
SUITE 800
LOS ANGELES, CA 90025

X

Dialectic Antithesis Partners, LP
119 ROWAYTON AVENUE
2ND FLOOR

X

NORWALK, CT 06853

BR Dialectic Capital Management, LLC
 119 ROWAYTON AVENUE, 2ND FLOOR X
 NORWALK, CT 06853

Signatures

| | |
|--|------------|
| B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer | 04/15/2019 |
| __Signature of Reporting Person | Date |
| BRC Partners Opportunity Fund, L.P., by: /s/ Bryant R. Riley, Chief Investment Officer | 04/15/2019 |
| __Signature of Reporting Person | Date |
| BRC Partners Management GP, LLC, by B Riley Capital Management, LLC, its sole member, by: /s/ Bryant R. Riley, Chief Executive Officer | 04/15/2019 |
| __Signature of Reporting Person | Date |
| B. Riley Capital Management, LLC, by: /s/ Bryant R. Riley, Chief Executive Officer | 04/15/2019 |
| __Signature of Reporting Person | Date |
| Dialectic Antithesis Partners, LP, by: /s/ John Fichthorn, Portfolio Manager | 04/15/2019 |
| __Signature of Reporting Person | Date |
| BR Dialectic Capital Management, LLC, by B. Riley Capital Management, LLC, its sole member, by: /s/ Bryant R. Riley, Chief Executive Officer | 04/15/2019 |
| __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).

In addition to B. Riley Financial, Inc., a Delaware corporation ("BRF"), this Form 4 is being filed jointly by BRC Partners Opportunity Fund, L.P., a Delaware limited partnership ("BRPLP"), B. Riley Capital Management, LLC, a New York limited liability company (1) ("BRCM"), BRC Partners Management GP, LLC, a Delaware limited liability company ("BRPGP"), Dialectic Antithesis Partners, LP, a Delaware limited partnership ("Dialectic") and BR Dialectic Capital Management, LLC, a Delaware limited liability company ("BR Dialectic" and collectively, the "Filing Persons").

BRPGP is the general partner of BRPLP, BRCM is an investment advisor to BRPLP and BRF is the parent company of BRCM. As a result, BRPGP, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by BRPLP. BR Dialectic is the general partner and investment manager of Dialectic. BRCM is the parent company of BR Dialectic and BRF is the parent company of BRCM. (2) As a result, BR Dialectic, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by Dialectic. Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock ("Common Stock"), of Ranger Energy Services, Inc., a Delaware corporation (the "Issuer"), reported herein except to the extent of its pecuniary interest therein.

(3) Represents shares of Common Stock owned directly by BRPLP.

(4) Represents shares of Common Stock owned directly by Dialectic.

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.