

B. Riley Financial, Inc.  
Form FWP  
May 02, 2019

**Issuer Free Writing Prospectus**

**Filed pursuant to Rule 433**

**Registration No. 333-228731**

**B. RILEY FINANCIAL, INC.**  
**US \$87,000,000**

**6.75% Senior Notes Due 2024**  
**Final Term Sheet**

Issuer: B. Riley Financial, Inc.  
Securities: 6.75% Senior Notes Due 2024 (the "Notes")  
Type: SEC Registered  
Trade Date: May 2, 2019  
Settlement Date: May 7, 2019  
Listing: Expected NASDAQ "RILYO"  
Size: \$87,000,000  
Overallotment Option: \$13,050,000  
Maturity Date: May 31, 2024

Ratings: The Notes have received a "BBB+" investment-grade rating from Egan-Jones Rating Co., an independent, unaffiliated rating agency. Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agency by the Issuer and information obtained by the rating agency from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the Notes. Each rating should be evaluated independently of any other rating.

Annual Coupon: 6.75%, paid quarterly in arrears  
Interest Payment Dates: January 31, April 30, July 31 and October 31, commencing July 31, 2019  
Price to the Public: 100%  
Day Count: 30/360

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Optional Redemption: The Notes may be redeemed for cash in whole or in part at any time at the issuer's option (i) on or after May 31, 2021 and prior to May 31, 2022, at a price equal to \$25.50 per note, plus accrued and unpaid interest to, but excluding, the date of redemption, (ii) on or after May 31, 2022 and prior to May 31, 2023, at a price equal to \$25.25 per note, plus accrued and unpaid interest to, but excluding, the date of redemption, and (iii) on or after May 31, 2023 and prior to maturity, at a price equal to 100% of their principal amount, plus accrued and unpaid interest to, but excluding, the date of redemption.

Minimum Denomination / Multiples:	\$25.00/\$25.00
CUSIP/ISIN:	05580M 702/US05580M7020
Book-Running Managers:	B. Riley FBR, Inc., Janney Montgomery Scott LLC, Ladenburg Thalmann & Co. Inc., Incapital LLC
Co-Managers:	Boenning & Scattergood, Inc., Wedbush Securities Inc., William Blair & Company, L.L.C.

**This communication is intended for the sole use of the person to whom it is provided by the issuer.**

The issuer has filed a registration statement (including a base prospectus dated December 17, 2018) and a preliminary prospectus supplement dated May 2, 2019 with the Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). **Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and related preliminary prospectus supplement if you request them from B. Riley FBR, Inc. by calling (703) 312-9580 or by emailing [prospectuses@brileyfbr.com](mailto:prospectuses@brileyfbr.com).**

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