

GAMCO INVESTORS, INC. ET AL
Form 10-Q
November 06, 2013
SECURITIES & EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission File No. 001-14761

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

New York 13-4007862
(State of other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

One Corporate Center, Rye, NY 10580-1422
(Address of principle executive offices) (Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer

Non-accelerated filer Smaller reporting company

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Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of the latest practical date.

| Class | Outstanding at October 31, 2013 |
|--------------------------------------|---------------------------------|
| Class A Common Stock, .001 par value | 6,586,649 |
| Class B Common Stock, .001 par value | 19,424,174 |

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF INCOME
 UNAUDITED

(Dollars in thousands, except per share data)

| | Three Months Ended | | Nine Months Ended | |
|--|-----------------------|----------|-----------------------|-----------|
| | September 30, 2013 | 2012 | September 30, 2013 | 2012 |
| Revenues | | | | |
| Investment advisory and incentive fees | \$80,438 | \$67,790 | \$230,488 | \$202,783 |
| Distribution fees and other income | 13,545 | 11,139 | 37,420 | 33,768 |
| Institutional research services | 2,394 | 3,302 | 6,940 | 8,453 |
| Total revenues | 96,377 | 82,231 | 274,848 | 245,004 |
| Expenses | | | | |
| Compensation | 39,803 | 32,948 | 113,214 | 100,423 |
| Management fee | 5,629 | 3,056 | 14,455 | 9,855 |
| Distribution costs | 12,769 | 10,386 | 35,650 | 30,575 |
| Other operating expenses | 5,448 | 6,829 | 16,290 | 17,760 |
| Total expenses | 63,649 | 53,219 | 179,609 | 158,613 |
| Operating income | 32,728 | 29,012 | 95,239 | 86,391 |
| Other income (expense) | | | | |
| Net gain from investments | 19,334 | 7,525 | 43,903 | 17,234 |
| Extinguishment of debt | - | (6,305) | (137) | (6,307) |
| Interest and dividend income | 1,134 | 920 | 4,986 | 3,938 |
| Interest expense | (2,164) | (3,586) | (8,448) | (12,419) |
| Shareholder-designated contribution | (313) | - | (5,313) | - |
| Total other income (expense), net | 17,991 | (1,446) | 34,991 | 2,446 |
| Income before income taxes | 50,719 | 27,566 | 130,230 | 88,837 |
| Income tax provision | 17,515 | 8,467 | 46,434 | 30,909 |
| Net income | 33,204 | 19,099 | 83,796 | 57,928 |
| Net income/(loss) attributable to noncontrolling interests | 106 | 95 | 260 | (17) |
| Net income attributable to GAMCO Investors, Inc.'s shareholders | \$33,098 | \$19,004 | \$83,536 | \$57,945 |
| Net income attributable to GAMCO Investors, Inc.'s shareholders per share: | | | | |
| Basic | \$1.29 | \$0.72 | \$3.25 | \$2.20 |
| Diluted | \$1.29 | \$0.72 | \$3.25 | \$2.19 |
| Weighted average shares outstanding: | | | | |
| Basic | 25,625 | 26,250 | 25,682 | 26,309 |
| Diluted | 25,700 | 26,439 | 25,717 | 26,480 |
| Dividends declared: | \$0.06 | \$0.30 | \$0.16 | \$0.63 |

See accompanying notes.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 UNAUDITED

(Dollars in thousands, except per share data)

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|--|--|----------|---------------------------------------|----------|
| | 2013 | 2012 | 2013 | 2012 |
| Net income | \$33,204 | \$19,099 | \$83,796 | \$57,928 |
| Other comprehensive income, net of tax: | | | | |
| Foreign currency translation | 49 | (34) | 1 | (29) |
| Net unrealized gains/(losses) on securities available for sale (a) | (2,170) | 2,938 | (3,030) | 3,816 |
| Other comprehensive income | (2,121) | 2,904 | (3,029) | 3,787 |
| Comprehensive income | 31,083 | 22,003 | 80,767 | 61,715 |
| Less: Comprehensive income/(loss) attributable to noncontrolling interests | (106) | (95) | (260) | 17 |
| Comprehensive income attributable to GAMCO Investors, Inc. | \$30,977 | \$21,908 | \$80,507 | \$61,732 |

(a) Net of income tax (benefit) / expense of (\$1,274), \$1,726, (\$1,780) and \$2,241, respectively.

See accompanying notes.

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
 UNAUDITED

(Dollars in thousands, except per share data)

| | September 30, 2013 | December 31, 2012 | September 30, 2012 |
|---|--------------------------|-------------------------|--------------------------|
| ASSETS | | | |
| Cash and cash equivalents | \$245,411 | \$190,608 | \$288,685 |
| Investments in securities | 237,744 | 218,843 | 235,445 |
| Investments in sponsored registered investment companies | 43,688 | 61,872 | 64,223 |
| Investments in partnerships | 97,752 | 97,549 | 102,604 |
| Receivable from brokers | 43,854 | 50,655 | 55,159 |
| Investment advisory fees receivable | 31,151 | 42,429 | 29,187 |
| Income tax receivable | 433 | 1,018 | 1,018 |
| Other assets | 34,589 | 27,759 | 22,250 |
| Total assets | \$734,622 | \$690,733 | \$798,571 |
| LIABILITIES AND EQUITY | | | |
| Payable to brokers | \$14,675 | \$14,346 | \$28,039 |
| Income taxes payable and deferred tax liabilities | 28,726 | 25,398 | 16,445 |
| Capital lease obligation | 5,331 | 4,949 | 4,982 |
| Compensation payable | 86,174 | 10,535 | 33,998 |
| Securities sold, not yet purchased | 7,725 | 3,136 | 3,856 |
| Mandatorily redeemable noncontrolling interests | 1,327 | 1,342 | 1,356 |
| Accrued expenses and other liabilities | 28,906 | 26,365 | 30,175 |
| Sub-total | 172,864 | 86,071 | 118,851 |
| 5.5% Senior notes (repaid May 15, 2013) | - | 99,000 | 99,000 |
| 5.875% Senior notes (due June 1, 2021) | 100,000 | 100,000 | 100,000 |
| Zero coupon subordinated debentures, Face value: \$20.5 million at September 30, 2013, \$21.7 million at December 31, 2012 and \$21.8 million at September 30, 2012 (due December 31, 2015) | 17,347 | 17,366 | 17,118 |
| Total liabilities | 290,211 | 302,437 | 334,969 |
| Redeemable noncontrolling interests | 5,765 | 17,362 | 20,228 |
| Commitments and contingencies (Note J) | | | |
| Equity | | | |
| GAMCO Investors, Inc. stockholders' equity | | | |
| Preferred stock, \$.001 par value; 10,000,000 shares authorized; none issued and outstanding | | | |
| Class A Common Stock, \$.001 par value; 100,000,000 shares authorized; 14,833,469, 14,203,146 and 13,904,190 issued, respectively; 6,592,649, 6,121,585 and 6,685,414 outstanding, respectively | | | |
| | 14 | 13 | 13 |
| Class B Common Stock, \$.001 par value; 100,000,000 shares authorized; 24,000,000 shares issued; 19,424,174, 19,624,174 and 19,920,730 shares outstanding, respectively | | | |
| | 19 | 20 | 20 |
| Additional paid-in capital | 281,194 | 280,089 | 267,914 |

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| | | | |
|---|-----------|-----------|-----------|
| Retained earnings | 487,702 | 408,295 | 450,326 |
| Accumulated other comprehensive income | 23,271 | 26,300 | 26,307 |
| Treasury stock, at cost (8,240,820, 8,081,561 and 7,218,776 shares, respectively) | (356,343) | (347,109) | (304,567) |
| Total GAMCO Investors, Inc. stockholders' equity | 435,857 | 367,608 | 440,013 |
| Noncontrolling interests | 2,789 | 3,326 | 3,361 |
| Total equity | 438,646 | 370,934 | 443,374 |
| | | | |
| Total liabilities and equity | \$734,622 | \$690,733 | \$798,571 |

See accompanying notes.

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
UNAUDITED
(In thousands)

For the nine months ended September 30, 2013

| | GAMCO Investors, Inc. stockholders | | | | | | Total | Redeemable Noncontrolling Interests |
|---|------------------------------------|-----------------|----------------------------------|----------------------|---|-------------------|------------|---|
| | Noncontrolling Interests | Common Stock | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income | Treasury Stock | | |
| Balance at December 31, 2012 | \$ 3,326 | \$ 33 | \$ 280,089 | \$ 408,295 | \$ 26,300 | \$(347,109) | \$ 370,934 | \$ 17,362 |
| Redemptions of noncontrolling interests | (524) | - | - | - | - | - | (524) | (15,356) |
| Contributions from noncontrolling interests | - | - | - | - | - | - | - | 3,486 |
| Net income (loss) | (13) | - | - | 83,536 | - | - | 83,523 | 273 |
| Net unrealized gains on securities available for sale, net of income tax (\$5,479) | - | - | - | - | 9,331 | - | 9,331 | - |
| Amounts reclassified from accumulated other comprehensive income, net of income tax benefit (\$7,259) | - | - | - | - | (12,361) | - | (12,361) | - |
| Income tax effect of transaction with shareholder | - | - | 243 | - | - | - | 243 | - |
| Foreign currency translation | - | - | - | - | 1 | - | 1 | - |
| Dividends declared (\$0.16 per share) | - | - | - | (4,129) | - | - | (4,129) | - |
| Stock based compensation expense | - | - | 770 | - | - | - | 770 | - |
| Exercise of stock options including tax benefit (\$16) | - | - | 92 | - | - | - | 92 | - |
| Purchase of treasury stock | - | - | - | - | - | (9,234) | (9,234) | - |

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| | | | | | | | | |
|----------------------------------|----------|------|-----------|-----------|-----------|-------------|-----------|----------|
| Balance at September 30, 2013 | \$ 2,789 | \$33 | \$281,194 | \$487,702 | \$ 23,271 | \$(356,343) | \$438,646 | \$ 5,765 |
|----------------------------------|----------|------|-----------|-----------|-----------|-------------|-----------|----------|

See accompanying notes.

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF EQUITY
UNAUDITED
(In thousands)

For the nine months ended September 30, 2012

| | GAMCO Investors, Inc. stockholders | | | | | | | Redeemable Noncontrolling Interests |
|--|------------------------------------|-----------------|----------------------------------|----------------------|---|-------------------|-----------|---|
| | Noncontrolling Interests | Common Stock | Additional Paid-in Capital | Retained Earnings | Accumulated Other Comprehensive Income | Treasury Stock | Total | |
| Balance at December 31, 2011 | \$ 3,439 | \$33 | \$264,409 | \$409,191 | \$ 22,520 | \$(292,181) | \$407,411 | \$ 6,071 |
| Redemptions of noncontrolling interests | - | - | - | - | - | - | - | (8,566) |
| Contributions from noncontrolling interests | - | - | - | - | - | - | - | 22,662 |
| Net income (loss) | (78) | - | - | 57,945 | - | - | 57,867 | 61 |
| Net unrealized gains on securities available for sale, net of income tax (\$2,241) | - | - | - | - | 3,816 | - | 3,816 | - |
| Foreign currency translation | - | - | - | - | (29) | - | (29) | - |
| Dividends declared (\$0.63 per share) | - | - | - | (16,810) | - | - | (16,810) | - |
| Stock based compensation expense | - | - | 2,615 | - | - | - | 2,615 | - |
| Exercise of stock options including tax benefit (\$108) | - | - | 890 | - | - | - | 890 | - |
| Purchase of treasury stock | - | - | - | - | - | (12,386) | (12,386) | - |
| Balance at September 30, 2012 | \$ 3,361 | \$33 | \$267,914 | \$450,326 | \$ 26,307 | \$(304,567) | \$443,374 | \$ 20,228 |

See accompanying notes.

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
UNAUDITED
(In thousands)

| | Nine Months Ended September 30, | |
|---|------------------------------------|-----------|
| | 2013 | 2012 |
| Operating activities | | |
| Net income | \$83,796 | \$57,928 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Equity in net gains from partnerships | (1,211) | (4,445) |
| Depreciation and amortization | 605 | 580 |
| Stock based compensation expense | 770 | 2,615 |
| Deferred income taxes | 1,495 | 1,708 |
| Tax benefit from exercise of stock options | 16 | 108 |
| Foreign currency translation gain/(loss) | 1 | (29) |
| Other-than-temporary loss on available for sale securities | 14 | 20 |
| Fair value of donated securities | 1,880 | 393 |
| Gains on sales of available for sale securities | (16,191) | (1,503) |
| Accretion of zero coupon debentures | 964 | 2,908 |
| Loss on extinguishment of debt | 137 | 6,307 |
| (Increase) decrease in assets: | | |
| Investments in trading securities | (11,730) | (60) |
| Investments in partnerships: | | |
| Contributions to partnerships | (10,124) | (26,893) |
| Distributions from partnerships | 11,134 | 29,627 |
| Receivable from brokers | 6,801 | (34,246) |
| Investment advisory fees receivable | 11,278 | 2,970 |
| Income tax receivable and deferred tax assets | 584 | (979) |
| Other assets | (7,436) | 6,045 |
| Increase (decrease) in liabilities: | | |
| Payable to brokers | 329 | 17,268 |
| Income taxes payable and deferred tax liabilities | 3,613 | (2,802) |
| Compensation payable | 75,639 | 16,301 |
| Mandatorily redeemable noncontrolling interests | (15) | (30) |
| Accrued expenses and other liabilities | 3,144 | 5,394 |
| Total adjustments | 71,697 | 21,257 |
| Net cash provided by operating activities | \$ 155,493 | \$ 79,185 |

GAMCO INVESTORS, INC. AND SUBSIDIARIES
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 UNAUDITED (continued)
 (In thousands)

| | Nine Months Ended September 30, | |
|--|------------------------------------|------------|
| | 2013 | 2012 |
| Investing activities | | |
| Purchases of available for sale securities | \$(8,427) | \$(1,264) |
| Proceeds from sales of available for sale securities | 32,422 | 3,068 |
| Return of capital on available for sale securities | 1,094 | 1,650 |
| Net cash provided by investing activities | 25,089 | 3,454 |
| Financing activities | | |
| Contributions from redeemable noncontrolling interests | 3,486 | 22,662 |
| Redemptions of redeemable noncontrolling interests | (15,356) | (8,566) |
| Redemption of 5.5% Senior Notes | (99,000) | - |
| Redemptions of noncontrolling interests | (524) | - |
| Proceeds from exercise of stock options | 76 | 781 |
| Repurchase of zero coupon subordinated debentures | (1,119) | (56,215) |
| Dividends paid | (4,108) | (16,558) |
| Purchase of treasury stock | (9,234) | (12,386) |
| Net cash (used in) provided by financing activities | (125,779) | (70,282) |
| Effect of exchange rates on cash and cash equivalents | - | (12) |
| Net increase in cash and cash equivalents | 54,803 | 12,345 |
| Cash and cash equivalents at beginning of period | 190,608 | 276,340 |
| Cash and cash equivalents at end of period | \$245,411 | \$288,685 |
| Supplemental disclosures of cash flow information: | | |
| Cash paid for interest | \$6,607 | \$4,684 |
| Cash paid for taxes | \$40,500 | \$31,639 |

Non-cash activity:

- For the nine months ended September 30, 2013 and September 30, 2012, the Company accrued dividends on restricted stock awards of \$21 and \$203, respectively.

See accompanying notes.

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GAMCO INVESTORS, INC. AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
September 30, 2013
(Unaudited)

A. Significant Accounting Policies

Basis of Presentation

Unless we have indicated otherwise, or the context otherwise requires, references in this report to "GAMCO Investors, Inc.," "GAMCO," "the Company," "GBL," "we," "us" and "our" or similar terms are to GAMCO Investors, Inc., its predecessors and its subsidiaries.

The unaudited interim condensed consolidated financial statements of GAMCO included herein have been prepared in conformity with generally accepted accounting principles ("GAAP") in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP in the United States for complete financial statements. In the opinion of management, the unaudited interim condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of financial position, results of operations and cash flows of GAMCO for the interim periods presented and are not necessarily indicative of a full year's results.

The condensed consolidated financial statements include the accounts of GAMCO and its subsidiaries. Intercompany accounts and transactions are eliminated.

These condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 from which the accompanying condensed consolidated financial statements were derived.

Use of Estimates

The preparation of the condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported on the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Recent Accounting Developments

In December 2011, the Financial Accounting Standards Board ("FASB") issued guidance which creates new disclosure requirements about the nature of an entity's right of offset and related arrangements associated with its financial instruments and derivative instruments. In January 2013, the FASB issued guidance which clarifies the scope of the disclosure requirements. The disclosure requirements are effective for annual reporting periods beginning on or after January 1, 2013, and interim periods therein, with retrospective application required. The new disclosures are designed to make financial statements that are prepared under U.S. GAAP more comparable to those prepared under International Financial Reporting Standards. The Company adopted this guidance on January 1, 2013 and now presents the disclosures required by this guidance in Note B.

In July 2012, the FASB issued guidance allowing companies to first perform a qualitative assessment to determine whether it is more likely than not that an indefinite-lived intangible asset is impaired. If a company determines, on the basis of qualitative factors, that the fair value of such asset is not more likely than not impaired, it would not need to calculate the fair value of such asset. However, if a company concludes otherwise, it must calculate the fair value of

the asset, compare the value with its carrying amount and record an impairment charge, if any. To perform the qualitative assessment, a company must identify and evaluate events and circumstances that could affect the significant inputs used to determine the fair value of an indefinite-lived intangible asset. This guidance is effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012, with early adoption permitted. The Company adopted this guidance on January 1, 2013 without a material impact to the financial statements.

In February 2013, the FASB issued guidance which adds new disclosure requirements for items reclassified out of accumulated other comprehensive income ("AOCI"). The guidance is intended to help entities improve the transparency of changes in other comprehensive income ("OCI") and items reclassified out of AOCI in their financial statements. It does not amend any existing requirements for reporting net income or OCI in the financial statements.

The guidance requires entities to disclose additional information about reclassification adjustments, including changes in AOCI balances by component and significant items reclassified out of AOCI. The guidance requires an entity to present information about significant items reclassified out of AOCI by component either on the face of the statement where net income is presented or as a separate disclosure in the notes to the financial statements. The guidance is effective prospectively for fiscal years, and interim periods within those years, beginning after December 15, 2012. The Company adopted this guidance on January 1, 2013 and now presents the disclosures required by this guidance in Note B.

B. Investment in Securities

Investments in securities at September 30, 2013, December 31, 2012 and September 30, 2012 consisted of the following:

| | September 30, 2013 | | December 31, 2012 | | September 30, 2012 | |
|-------------------------------------|--------------------|------------|-------------------|------------|--------------------|------------|
| | Cost | Fair Value | Cost | Fair Value | Cost | Fair Value |
| | (In thousands) | | | | | |
| Trading securities: | | | | | | |
| Government obligations | \$20,993 | \$21,000 | \$42,973 | \$42,989 | \$28,731 | \$28,742 |
| Common stocks | 143,731 | 166,443 | 125,697 | 138,478 | 160,027 | 170,846 |
| Mutual funds | 11,073 | 12,010 | 1,072 | 1,484 | 1,064 | 1,461 |
| Other investments | 406 | 419 | 328 | 630 | 382 | 484 |
| Total trading securities | 176,203 | 199,872 | 170,070 | 183,581 | 190,204 | 201,533 |
| Available for sale securities: | | | | | | |
| Common stocks | 16,372 | 36,297 | 14,822 | 33,560 | 14,931 | 32,239 |
| Mutual funds | 843 | 1,575 | 1,105 | 1,702 | 1,105 | 1,673 |
| Total available for sale securities | 17,215 | 37,872 | 15,927 | 35,262 | 16,036 | 33,912 |
| Total investments in securities | \$193,418 | \$237,744 | \$185,997 | \$218,843 | \$206,240 | \$235,445 |

Securities sold, not yet purchased at September 30, 2013, December 31, 2012 and September 30, 2012 consisted of the following:

| | September 30, 2013 | | December 31, 2012 | | September 30, 2012 | |
|--|--------------------|------------|-------------------|------------|--------------------|------------|
| | Cost | Fair Value | Cost | Fair Value | Cost | Fair Value |
| | (In thousands) | | | | | |
| Trading securities: | | | | | | |
| Common stocks | \$6,411 | \$7,003 | \$2,593 | \$2,867 | \$3,044 | \$3,816 |
| Other investments | 526 | 722 | 184 | 269 | - | 40 |
| Total securities sold, not yet purchased | \$6,937 | \$7,725 | \$2,777 | \$3,136 | \$3,044 | \$3,856 |

Investments in sponsored registered investment companies at September 30, 2013, December 31, 2012 and September 30, 2012 consisted of the following:

| | September 30, 2013 | | December 31, 2012 | | September 30, 2012 | |
|---|-----------------------|---------------|----------------------|---------------|-----------------------|---------------|
| | Cost | Fair Value | Cost | Fair Value | Cost | Fair Value |
| (In thousands) | | | | | | |
| Trading securities: | | | | | | |
| Mutual funds | \$ 19 | \$ 12 | \$ 19 | \$ 20 | \$ 19 | \$ 24 |
| Total trading securities | 19 | 12 | 19 | 20 | 19 | 24 |
| Available for sale securities: | | | | | | |
| Closed-end funds | 23,850 | 40,272 | 35,868 | 58,511 | 36,721 | 60,731 |
| Mutual funds | 2,031 | 3,404 | 2,055 | 3,341 | 2,080 | 3,468 |
| Total available for sale securities | 25,881 | 43,676 | 37,923 | 61,852 | 38,801 | 64,199 |
| Total investments in sponsored registered investment companies | \$ 25,900 | \$ 43,688 | \$ 37,942 | \$ 61,872 | \$ 38,820 | \$ 64,223 |

Management determines the appropriate classification of debt and equity securities at the time of purchase and reevaluates such designation as of each balance sheet date. Investments in United States Treasury Bills and Notes with maturities of greater than three months at the time of purchase are classified as investments in securities, and those with maturities of three months or less at the time of purchase are classified as cash equivalents. A substantial portion of investments in securities is held for resale in anticipation of short-term market movements and therefore is classified as trading securities. Trading securities are stated at fair value, with any unrealized gains or losses reported in current period earnings. Available for sale ("AFS") investments are stated at fair value, with any unrealized gains or losses, net of taxes, reported as a component of equity except for losses deemed to be other than temporary which are recorded as unrealized losses in the condensed consolidated statements of income.

The following table identifies all reclassifications out of accumulated other comprehensive income for the three and nine months ended September 30, 2013 (in thousands):

| Amount Reclassified from AOCI | | Affected Line Item in in the Statements Of Income | Reason for Reclassification from AOCI |
|---|---|---|---|
| Three months ended September 30, 2013 | Nine months ended September 30, 2013 | | |
| \$ 5,745 | \$ 16,191 | Net gain from investments | Realized gain / (loss) on sale of AFS securities |
| 3,112 | 3,443 | Other operating expenses | Donation of AFS securities |
| - | (14) | Net gain from investments | Other than temporary impairment of AFS securities |
| 8,857 | 19,620 | Income before income taxes | |
| (3,277) | (7,259) | Income tax provision | |
| \$ 5,580 | \$ 12,361 | Net income | |

The Company recognizes all derivatives as either assets or liabilities measured at fair value and includes them in either investments in securities or securities sold, not yet purchased on the condensed consolidated statements of financial condition. From time to time, the Company and/or the partnerships and offshore funds that the Company consolidates will enter into hedging transactions to manage their exposure to foreign currencies and equity prices related to their proprietary investments. For the three months ended September 30, 2013 and 2012, the Company had transactions in equity derivatives which resulted in net gains of \$191,000 and net losses of (\$411,000), respectively.

For the nine months ended September 30, 2013 and 2012, the Company had transactions in equity derivatives which resulted in net gains of \$471,000 and net losses of (\$425,000), respectively. At September 30, 2013, December 31, 2012 and September 30, 2012, we held derivative contracts on 1.6 million equity shares, 1.2 million equity shares and 1.1 million equity shares, respectively, with a fair value of (\$143,000), (\$121,000) and (\$6,000), respectively; that are included in investments in securities in the condensed consolidated statements of financial condition. These transactions are not designated as hedges for accounting purposes, and therefore changes in fair values of these derivatives are included in net gain/(loss) from investments in the condensed consolidated statements of income.

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The Company is a party to enforceable master netting arrangements for swaps entered into as part of the Company's investment strategy. They are typically not used as hedging instruments. These swaps, while settled on a net basis with the counterparties, major U.S. financial institutions, are shown gross in assets and liabilities on the condensed consolidated statements of financial condition. The swaps have a firm contract end date and are closed out and settled when each contract expires.

| | Gross Amounts of Assets Presented in the Statements of Financial Condition | | Net Amounts of Assets Presented in the Statements of Financial Condition | Gross Amounts Not Offset in the Statements of Financial Condition | | |
|--------------------|--|-----------------------------------|--|---|--------------------------|------------|
| | Recognized Assets | Offset in the Financial Condition | | Cash Financial Instruments | Cash Collateral Received | Net Amount |
| Swaps: | (in thousands) | | | | | |
| September 30, 2013 | \$ 101 | \$ - | \$ 101 | \$(101) | \$ - | \$ - |
| December 31, 2012 | 148 | - | 148 | (132) | - | 16 |
| September 30, 2012 | \$ 197 | \$ - | \$ 197 | \$(197) | \$ - | \$ - |

| | Gross Amounts of Liabilities Presented in the Statements of Financial Condition | | Net Amounts of Liabilities Presented in the Statements of Financial Condition | Gross Amounts Not Offset in the Statements of Financial Condition | | |
|--------------------|---|-----------------------------------|---|---|-------------------------|------------|
| | Recognized Liabilities | Offset in the Financial Condition | | Cash Financial Instruments | Cash Collateral Pledged | Net Amount |
| Swaps: | (in thousands) | | | | | |
| September 30, 2013 | \$ 135 | \$ - | \$ 135 | \$(101) | \$ - | \$ 34 |
| December 31, 2012 | 132 | - | 132 | (132) | - | - |
| September 30, 2012 | \$ 200 | \$ - | \$ 200 | \$(197) | \$ - | \$ 3 |

The following is a summary of the cost, gross unrealized gains, gross unrealized losses and fair value of available for sale investments as of September 30, 2013, December 31, 2012 and September 30, 2012:

September 30, 2013
Gross Gross

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| | Unrealized | Unrealized | | Fair |
|-------------------------------------|----------------|------------|-----------|----------|
| | Cost | Gains | Losses | Value |
| | (In thousands) | | | |
| Common stocks | \$16,372 | \$19,925 | \$ - | \$36,297 |
| Closed-end Funds | 23,850 | 16,545 | (123) | 40,272 |
| Mutual funds | 2,874 | 2,141 | (36) | 4,979 |
| Total available for sale securities | \$43,096 | \$38,611 | \$ (159) | \$81,548 |

December 31, 2012

| | Gross | Gross | | Fair |
|-------------------------------------|----------------|------------|---------|----------|
| | Unrealized | Unrealized | | Value |
| | Cost | Gains | Losses | |
| | (In thousands) | | | |
| Common stocks | \$14,822 | \$18,738 | \$ - | \$33,560 |
| Closed-end Funds | 35,868 | 22,645 | (2) | 58,511 |
| Mutual funds | 3,160 | 1,883 | - | 5,043 |
| Total available for sale securities | \$53,850 | \$43,266 | \$ (2) | \$97,114 |

September 30, 2012

| | Gross | Gross | | Fair |
|-------------------------------------|----------------|------------|--------|----------|
| | Unrealized | Unrealized | | Value |
| | Cost | Gains | Losses | |
| | (In thousands) | | | |
| Common stocks | \$14,931 | \$17,308 | \$ - | \$32,239 |
| Closed-end Funds | 36,721 | 24,010 | - | 60,731 |
| Mutual funds | 3,185 | 1,956 | - | 5,141 |
| Total available for sale securities | \$54,837 | \$43,274 | \$ - | \$98,111 |

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Unrealized changes in fair value, net of taxes, for the three months ended September 30, 2013 and September 30, 2012 of (\$2.2) million in losses and \$2.9 million in gains, respectively, have been included in other comprehensive income, a component of equity, at September 30, 2013 and September 30, 2012. Return of capital on available for sale securities was \$0.5 million and \$0.8 million for the three months ended September 30, 2013 and September 30, 2012, respectively. Proceeds from sales of investments available for sale were approximately \$10.4 million and \$2.3 million for the three months ended September 30, 2013 and September 30, 2012, respectively. For the three months ended September 30, 2013 and September 30, 2012, gross gains on the sale of investments available for sale amounted to \$5.7 million and \$1.1 million, respectively, and were reclassified from other comprehensive income into net gain from investments in the condensed consolidated statements of income. There were no losses on the sale of investments available for sale for the three months ended September 30, 2013 or September 30, 2012. Unrealized changes in fair value, net of taxes, for the nine months ended September 30, 2013 and September 30, 2012 of (\$3.0) million in losses and \$3.8 million in gains, respectively, have been included in other comprehensive income, a component of equity, at September 30, 2013 and September 30, 2012. Return of capital on available for sale securities was \$1.1 million and \$1.7 million for the nine months ended September 30, 2013 and September 30, 2012, respectively. Proceeds from sales of investments available for sale were approximately \$32.4 million and \$3.1 million for the nine months ended September 30, 2013 and September 30, 2012, respectively. For the nine months ended September 30, 2013 and September 30, 2012, gross gains on the sale of investments available for sale amounted to \$16.2 million and \$1.5 million, respectively, and were reclassified from other comprehensive income into net gain from investments in the condensed consolidated statements of income. There were no losses on the sale of investments available for sale for the nine months ended September 30, 2013 or September 30, 2012. The basis on which the cost of a security sold is determined is specific identification.

Investments classified as available for sale that are in an unrealized loss position for which other-than-temporary impairment has not been recognized consisted of the following:

| | September 30, 2013 | | | December 31, 2012 | | | September 30, 2012 | | |
|------------------|--------------------|-----------|------------|-------------------|---------|------------|--------------------|--------|------------|
| | Unrealized | | Fair Value | Unrealized | | Fair Value | Unrealized | | Fair Value |
| | Cost | Losses | | Cost | Losses | | Cost | Losses | |
| (in thousands) | | | | | | | | | |
| Closed-end funds | \$941 | \$ (123) | \$818 | \$73 | \$ (2) | \$ 71 | \$- | \$ - | \$ - |
| Mutual Funds | 365 | (36) | 329 | - | - | - | - | - | - |
| Total | \$1,306 | \$ (159) | \$1,147 | \$73 | \$ (2) | \$ 71 | \$- | \$ - | \$ - |

At September 30, 2013, there were four holdings in loss positions which were not deemed to be other than temporarily impaired due to the length of time that they had been in a loss position and because they passed scrutiny in our evaluation of issuer-specific and industry-specific considerations. In these specific instances, the investments at September 30, 2013 were open and closed-end funds with diversified holdings across multiple companies and across multiple industries. All holdings were impaired for four months at September 30, 2013. The value of these holdings at September 30, 2013 was \$1.1 million. If these holdings were to continue to be impaired, we may need to record an impairment in a future period on the condensed consolidated statement of income for the amount of the unrealized loss, which at September 30, 2013 was \$159,000.

At December 31, 2012 there was one holding in a loss position which was not deemed to be other-than-temporarily impaired due to the length of time that it had been in a loss position and because it passed scrutiny in our evaluation of issuer-specific and industry-specific considerations. In this specific instance, the investment at December 31, 2012 was a closed-end fund with diversified holdings across multiple companies and across multiple industries. The one holding was impaired for one month at December 31, 2012. The value of this holding at December 31, 2012 was \$0.1 million.

At September 30, 2012, there were no available for sale holdings in loss positions.

For the nine months ended September 30, 2013 and September 30, 2012, there was \$14,000 and \$20,000 of losses, respectively, on available for sale securities deemed to be other than temporary. There were no losses for the three months ended September 30, 2013 and September 30, 2012.

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C. Fair Value

The following tables present information about the Company's assets and liabilities by major categories measured at fair value on a recurring basis as of September 30, 2013, December 31, 2012 and September 30, 2012 and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

Assets and Liabilities Measured at Fair Value on a Recurring Basis as of September 30, 2013 (in thousands)

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of September 30, 2013 |
|---|---|---|--|--|
| Assets | | | | |
| Cash equivalents | \$244,144 | \$ - | \$ - | \$ 244,144 |
| Investments in partnerships | - | 23,146 | - | 23,146 |
| Investments in securities: | | | | |
| AFS - Common stocks | 36,297 | - | - | 36,297 |
| AFS - Mutual funds | 1,575 | - | - | 1,575 |
| Trading - Gov't obligations | 21,000 | - | - | 21,000 |
| Trading - Common stocks | 165,776 | - | 667 | 166,443 |
| Trading - Mutual funds | 12,010 | - | - | 12,010 |
| Trading - Other | 32 | 104 | 283 | 419 |
| Total investments in securities | 236,690 | 104 | 950 | 237,744 |
| Investments in sponsored registered investment companies: | | | | |
| AFS - Closed-end Funds | 40,272 | - | - | 40,272 |
| AFS - Mutual Funds | 3,404 | - | - | 3,404 |
| Trading - Mutual funds | 12 | - | - | 12 |
| Total investments in sponsored registered investment companies | 43,688 | - | - | 43,688 |
| Total investments | 280,378 | 23,250 | 950 | 304,578 |
| Total assets at fair value | \$524,522 | \$ 23,250 | \$ 950 | \$ 548,722 |
| Liabilities | | | | |
| Trading - Common stocks | \$7,003 | \$ - | \$ - | \$ 7,003 |
| Trading - Other | - | 722 | - | 722 |
| Securities sold, not yet purchased | \$7,003 | \$ 722 | \$ - | \$ 7,725 |

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Assets and Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2012 (in thousands)

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of December 31, 2012 |
|---|---|---|--|---|
| Assets | | | | |
| Cash equivalents | \$190,475 | \$ - | \$ - | \$190,475 |
| Investments in partnerships | - | 26,128 | - | 26,128 |
| Investments in securities: | | | | |
| AFS - Common stocks | 33,560 | - | - | 33,560 |
| AFS - Mutual funds | 1,702 | - | - | 1,702 |
| Trading - Gov't obligations | 42,989 | - | - | 42,989 |
| Trading - Common stocks | 137,796 | 7 | 675 | 138,478 |
| Trading - Mutual funds | 1,484 | - | - | 1,484 |
| Trading - Other | 120 | 148 | 362 | 630 |
| Total investments in securities | 217,651 | 155 | 1,037 | 218,843 |
| Investments in sponsored registered investment companies: | | | | |
| AFS - Closed-end Funds | 58,511 | - | - | 58,511 |
| AFS - Mutual Funds | 3,341 | - | - | 3,341 |
| Trading - Mutual funds | 20 | - | - | 20 |
| Total investments in sponsored registered investment companies | 61,872 | - | - | 61,872 |
| Total investments | 279,523 | 26,283 | 1,037 | 306,843 |
| Total assets at fair value | \$469,998 | \$ 26,283 | \$ 1,037 | \$497,318 |
| Liabilities | | | | |
| Trading - Common stocks | \$2,867 | \$ - | \$ - | \$2,867 |
| Trading - Other | - | 269 | - | 269 |
| Securities sold, not yet purchased | \$2,867 | \$ 269 | \$ - | \$3,136 |

Assets and Liabilities Measured at Fair Value on a Recurring Basis as of September 30, 2012 (in thousands)

| | Quoted Prices in Active Markets for Identical Assets (Level 1) | Significant Other Observable Inputs (Level 2) | Significant Unobservable Inputs (Level 3) | Balance as of September 30, 2012 |
|-----------------------------|---|---|--|--|
| Assets | | | | |
| Cash equivalents | \$288,450 | \$ - | \$ - | \$288,450 |
| Investments in partnerships | - | 24,976 | - | 24,976 |
| Investments in securities: | | | | |
| AFS - Common stocks | 32,239 | - | - | 32,239 |
| AFS - Mutual funds | 1,673 | - | - | 1,673 |
| Trading - Gov't obligations | 28,742 | - | - | 28,742 |
| Trading - Common stocks | 170,159 | 10 | 677 | 170,846 |

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| | | | | |
|--|-----------|-----------|----------|------------|
| Trading - Mutual funds | 1,461 | - | - | 1,461 |
| Trading - Other | 59 | 77 | 348 | 484 |
| Total investments in securities | 234,333 | 87 | 1,025 | 235,445 |
| Investments in sponsored registered investment companies: | | | | |
| AFS - Closed-end Funds | 60,731 | - | - | 60,731 |
| AFS - Mutual Funds | 3,468 | - | - | 3,468 |
| Trading - Mutual funds | 24 | - | - | 24 |
| Total investments in sponsored registered investment companies | 64,223 | - | - | 64,223 |
| Total investments | 298,556 | 25,063 | 1,025 | 324,644 |
| Total assets at fair value | \$587,006 | \$ 25,063 | \$ 1,025 | \$ 613,094 |
| Liabilities | | | | |
| Trading - Common stocks | \$3,816 | \$ - | \$ - | \$3,816 |
| Trading - Other | - | 40 | - | 40 |
| Securities sold, not yet purchased | \$3,816 | \$ 40 | \$ - | \$3,856 |

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The following tables present additional information about assets by major categories measured at fair value on a recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2013 (in thousands)

| Asset | June 30, 2013 Beginning Balance | Total Realized and Unrealized Gains or (Losses) in Income or AFS Trading | Investments | Total Unrealized Gains or (Losses) Included in Other Comprehensive Income | Total Unrealized Gains or (Losses) | Purchases | Sales | Transfers In and/or (Out) of Level 3 | Ending Balance |
|------------------------------|---------------------------------|--|-------------|---|------------------------------------|-----------|-------|--------------------------------------|----------------|
| | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| Trading - Common stocks | \$ 669 | \$ (2) | \$ - | \$ - | \$ (2) | \$ - | \$ - | \$ - | \$ 667 |
| Trading - Other | 284 | (1) | - | - | (1) | - | - | - | 283 |
| Total | \$ 953 | \$ (3) | \$ - | \$ - | \$ (3) | - | \$ - | \$ - | \$ 950 |

There were no transfers between any Levels during the three months ended September 30, 2013.

Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Three Months Ended September 30, 2012 (in thousands)

| Asset | June 30, 2012 Beginning Balance | Total Realized and Unrealized Gains or (Losses) in Income or AFS Trading | Investments | Total Unrealized Gains or (Losses) Included in Other Comprehensive Income | Total Unrealized Gains or (Losses) | Purchases | Sales | Transfers In and/or (Out) of Level 3 | Ending Balance |
|------------------------------|---------------------------------|--|-------------|---|------------------------------------|-----------|----------|--------------------------------------|----------------|
| | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| Trading - Common stocks | \$ 671 | \$ 6 | \$ - | \$ - | \$ 6 | \$ - | \$ - | \$ - | \$ 677 |
| Trading - Other | 351 | 15 | - | - | 15 | - | (18) | - | 348 |
| Total | \$ 1,022 | \$ 21 | \$ - | \$ - | \$ 21 | \$ - | \$ (18) | \$ - | \$ 1,025 |

There were no transfers between any Levels during the three months ended September 30, 2012.

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Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2013 (in thousands)

| Asset | December 31, 2012 | Total Realized and Unrealized Gains (Losses) in Income | AFS Investments | Comprehensive Income | Total Unrealized Gains or (Losses) Included in Other | Total Realized and Unrealized Gains or (Losses) | Purchases | Sales | Transfers In and/or (Out) of Level 3 | Ending Balance |
|------------------------------|-------------------|--|-----------------|----------------------|--|---|-----------|-------|--------------------------------------|----------------|
| | | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | | |
| Trading - Common stocks | \$ 675 | \$ (8) | \$ - | \$ - | \$ (8) | \$ - | \$ - | \$ - | \$ - | \$ 667 |
| Trading - Other | 362 | (3) | - | - | (3) | 3 | (79) | - | - | 283 |
| Total | \$ 1,037 | \$ (11) | \$ - | \$ - | \$ (11) | \$ 3 | \$ (79) | \$ - | \$ - | \$ 950 |

There were no transfers between any Levels during the nine months ended September 30, 2013.

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Changes in Level 3 Assets and Liabilities Measured at Fair Value on a Recurring Basis for the Nine Months Ended September 30, 2012 (in thousands)

| Asset | December 31, 2011 | Total Realized and Unrealized Gains or (Losses) in Income | Total Realized and Unrealized Gains or (Losses) in Other Comprehensive Income | Total Unrealized Gains or (Losses) | Total | Purchases | Sales | Transfer In and/or (Out) | Ending |
|------------------------------|-------------------|---|---|------------------------------------|--------|-----------|-----------|--------------------------|--------|
| | | | | | | | | | |
| Financial instruments owned: | | | | | | | | | |
| Trading - Common stocks | \$ 670 | \$ 30 | \$ - | \$ - | \$ 30 | \$ 57 | \$ (80) | \$ - | 677 |
| Trading - Other | 284 | 72 | - | - | 72 | 18 | (26) | - | 348 |
| Total | \$ 954 | \$ 102 | \$ - | \$ - | \$ 102 | \$ 75 | \$ (106) | \$ - | 1,025 |

There were no transfers between any Levels during the nine months ended September 30, 2012.

D. Investments in Partnerships, Offshore Funds and Variable Interest Entities ("VIEs")

The Company is general partner or co-general partner of various affiliated entities in which the Company has investments totaling \$84.3 million, \$83.9 million and \$88.3 million at September 30, 2013, December 31, 2012 and September 30, 2012, respectively, and whose underlying assets consist primarily of marketable securities (the "affiliated entities"). We also have investments in unaffiliated entities of \$13.5 million, \$13.6 million and \$14.3 million at September 30, 2013, December 31, 2012 and September 30, 2012, respectively (the "unaffiliated entities"). We evaluate each entity for the appropriate accounting treatment and disclosure. Certain of the affiliated entities, and none of the unaffiliated entities, are consolidated.

For those entities where consolidation is not deemed to be appropriate, we report them in our condensed consolidated statement of financial condition under the caption "Investments in partnerships". This caption includes those investments, in both affiliated and unaffiliated entities, which the Company accounts for under the equity method of accounting, as well as certain investments that the feeder funds hold that are carried at fair value, as described in Note C. The Company reflects the equity in earnings of these equity method investees and the change in fair value of the consolidated feeder funds ("CFFs") under the caption "Net gain from investments" on the condensed consolidated statements of income.

The following table highlights the number of entities, including voting interest entities ("VOEs"), that we consolidate as well as under which accounting guidance they are consolidated, including CFFs, which retain their specialized investment company accounting, partnerships and offshore funds.

Entities consolidated

| CFFs | Partnerships | Offshore Funds | Total |
|------|--------------|----------------|-------|
| VIEs | VOEs | VIEs | VOEs |
| VIEs | VOEs | VIEs | VOEs |

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| | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| Entities consolidated at December 31, 2011 | 1 | 2 | - | 1 | - | 1 | 1 | 4 |
| Additional consolidated entities | - | - | - | - | - | - | - | - |
| Deconsolidated entities | - | - | - | - | - | - | - | - |
| Entities consolidated at September 30, 2012 | 1 | 2 | - | 1 | - | 1 | 1 | 4 |
| Additional consolidated entities | - | - | - | - | - | - | - | - |
| Deconsolidated entities | - | - | - | - | - | - | - | - |
| Entities consolidated at December 31, 2012 | 1 | 2 | - | 1 | - | 1 | 1 | 4 |
| Additional consolidated entities | - | - | - | - | - | - | - | - |
| Deconsolidated entities | - | - | - | - | - | - | - | - |
| Entities consolidated at September 30, 2013 | 1 | 2 | - | 1 | - | 1 | 1 | 4 |

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At and for the nine months ended September 30, 2013 and 2012 and at December 31, 2012, one CFF VIE is consolidated, as the Company has been determined to be the primary beneficiary because it has an equity interest and absorbs the majority of the expected losses and/or expected gains. At and for the nine months ended September 30, 2013 and 2012 and at December 31, 2012, the two CFF VOEs, the one Partnership VOE and the one Offshore Fund VOE are consolidated because the unaffiliated partners or shareholders lack substantive rights, and the Company, as either the general partner or investment manager, is deemed to have control.

The following table breaks down the investments in partnerships line by accounting method, either fair value or equity method, and investment type.

| September 30, 2013 | | | | | | |
|--------------------|----------|--------------|--------------|--------------|----------|-----------|
| Investment Type | | | | | | |
| Affiliated | | | Unaffiliated | | | |
| Consolidated | | | | | | |
| Feeder | | Offshore | | Offshore | | |
| Accounting method | Funds | Partnerships | Funds | Partnerships | Funds | Total |
| Fair Value | \$23,146 | \$ - | \$- | \$- | \$ - | \$23,146 |
| Equity Method | - | 26,717 | 34,460 | 6,080 | 7,349 | 74,606 |
| Total | \$23,146 | \$ 26,717 | \$34,460 | \$6,080 | \$ 7,349 | \$97,752 |
| December 31, 2012 | | | | | | |
| Investment Type | | | | | | |
| Affiliated | | | Unaffiliated | | | |
| Consolidated | | | | | | |
| Feeder | | Offshore | | Offshore | | |
| Accounting method | Funds | Partnerships | Funds | Partnerships | Funds | Total |
| Fair Value | \$26,128 | \$ - | \$- | \$- | \$ - | \$26,128 |
| Equity Method | - | 28,158 | 29,679 | 6,505 | 7,079 | 71,421 |
| Total | \$26,128 | \$ 28,158 | \$29,679 | \$6,505 | \$ 7,079 | \$97,549 |
| September 30, 2012 | | | | | | |
| Investment Type | | | | | | |
| Affiliated | | | Unaffiliated | | | |
| Consolidated | | | | | | |
| Feeder | | Offshore | | Offshore | | |
| Accounting method | Funds | Partnerships | Funds | Partnerships | Funds | Total |
| Fair Value | \$24,976 | \$ - | \$- | \$- | \$ - | \$24,976 |
| Equity Method | - | 32,475 | 30,901 | 7,518 | 6,734 | 77,628 |
| Total | \$24,976 | \$ 32,475 | \$30,901 | \$7,518 | \$ 6,734 | \$102,604 |

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The following table includes the net impact by line item on the condensed consolidated statements of financial condition for each category of entity consolidated (in thousands):

| | September 30, 2013 | | | | |
|---|--------------------|----------------|---------------|----------------|------------------|
| | Prior to | | Offshore | | |
| | Consolidation | GFs | Partnerships | Funds | As Reported |
| Assets | | | | | |
| Cash and cash equivalents | \$243,995 | \$1,082 | \$ 334 | \$- | \$245,411 |
| Investments in securities | 240,113 | - | 7,400 | (9,769) | 237,744 |
| Investments in sponsored investment companies | 43,677 | - | 11 | - | 43,688 |
| Investments in partnerships | 104,010 | 3,253 | (9,511) | - | 97,752 |
| Receivable from brokers | 26,981 | - | 2,115 | 14,758 | 43,854 |
| Investment advisory fees receivable | 31,241 | (8) | (1) | (81) | 31,151 |
| Other assets | 34,947 | - | - | 75 | 35,022 |
| Total assets | \$724,964 | \$4,327 | \$ 348 | \$4,983 | \$734,622 |
| Liabilities and equity | | | | | |
| Securities sold, not yet purchased | \$7,577 | \$- | \$ - | \$148 | \$7,725 |
| Accrued expenses and other liabilities | 161,394 | 1,146 | 32 | 2,567 | 165,139 |
| Total debt | 117,347 | - | - | - | 117,347 |
| Redeemable noncontrolling interests | - | 3,181 | 316 | 2,268 | 5,765 |
| Total equity | 438,646 | - | - | - | 438,646 |
| Total liabilities and equity | \$724,964 | \$4,327 | \$ 348 | \$4,983 | \$734,622 |

| | December 31, 2012 | | | | |
|---|-------------------|----------------|---------------|-----------------|------------------|
| | Prior to | | Offshore | | |
| | Consolidation | GFs | Partnerships | Funds | As Reported |
| Assets | | | | | |
| Cash and cash equivalents | \$189,743 | \$- | \$ 865 | \$- | \$190,608 |
| Investments in securities | 213,639 | - | 6,944 | (1,740) | 218,843 |
| Investments in sponsored investment companies | 61,852 | - | 20 | - | 61,872 |
| Investments in partnerships | 100,164 | 5,388 | (8,003) | - | 97,549 |
| Receivable from brokers | 25,972 | - | 1,480 | 23,203 | 50,655 |
| Investment advisory fees receivable | 42,425 | 9 | (5) | - | 42,429 |
| Other assets | 32,673 | (2,986) | (1,000) | 90 | 28,777 |
| Total assets | \$666,468 | \$2,411 | \$ 301 | \$21,553 | \$690,733 |
| Liabilities and equity | | | | | |
| Securities sold, not yet purchased | \$3,033 | \$- | \$ - | \$103 | \$3,136 |
| Accrued expenses and other liabilities | 76,135 | 384 | 21 | 6,395 | 82,935 |
| Total debt | 216,366 | - | - | - | 216,366 |
| Redeemable noncontrolling interests | - | 2,027 | 280 | 15,055 | 17,362 |
| Total equity | 370,934 | - | - | - | 370,934 |
| Total liabilities and equity | \$666,468 | \$2,411 | \$ 301 | \$21,553 | \$690,733 |

| | September 30, 2012 | | | | |
|---------------|--------------------|-----|--------------|-------|-------------|
| | Prior to | | Offshore | | |
| | Consolidation | GFs | Partnerships | Funds | As Reported |
| Assets | | | | | |

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| | | | | | |
|---|-----------|---------|--------|----------|-----------|
| Cash and cash equivalents | \$287,806 | \$- | \$ 879 | \$- | \$288,685 |
| Investments in securities | 222,489 | - | 6,908 | 6,048 | 235,445 |
| Investments in sponsored investment companies | 64,223 | - | - | - | 64,223 |
| Investments in partnerships | 109,801 | 1,540 | (8,737 |) - | 102,604 |
| Receivable from brokers | 27,597 | - | 1,255 | 26,307 | 55,159 |
| Investment advisory fees receivable | 29,182 | 6 | (1 |) - | 29,187 |
| Other assets | 23,047 | 9 | - | 212 | 23,268 |
| Total assets | \$764,145 | \$1,555 | \$ 304 | \$32,567 | \$798,571 |
| Liabilities and equity | | | | | |
| Securities sold, not yet purchased | \$3,879 | \$- | \$ - | \$(23 |) \$3,856 |
| Accrued expenses and other liabilities | 100,774 | 68 | 30 | 14,123 | 114,995 |
| Total debt | 216,118 | - | - | - | 216,118 |
| Redeemable noncontrolling interests | - | 1,487 | 274 | 18,467 | 20,228 |
| Total equity | 443,374 | - | - | - | 443,374 |
| Total liabilities and equity | \$764,145 | \$1,555 | \$ 304 | \$32,567 | \$798,571 |

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The following table includes the net impact by line item on the condensed consolidated statements of income for each category of entity consolidated (in thousands):

| | Three Months Ended September 30, 2013 | | | | |
|---|---------------------------------------|---------|--------------|-----------|-----------|
| | Prior to | | Offshore | | As |
| | Consolidated | GFFs | Partnerships | Funds | Reported |
| Total revenues | \$96,620 | \$ (8) | \$ (1) | \$ (234) | \$ 96,377 |
| Total expenses | 63,400 | 46 | 11 | 192 | 63,649 |
| Operating income | 33,220 | (54) | (12) | (426) | 32,728 |
| Total other income, net | 17,404 | 94 | 31 | 462 | 17,991 |
| Income before income taxes | 50,624 | 40 | 19 | 36 | 50,719 |
| Income tax provision | 17,515 | - | - | - | 17,515 |
| Net income | 33,109 | 40 | 19 | 36 | 33,204 |
| Net income attributable to noncontrolling interests | 11 | 40 | 19 | 36 | 106 |
| Net income attributable to GAMCO | \$33,098 | \$ - | \$ - | \$ - | \$ 33,098 |

| | Three Months Ended September 30, 2012 | | | | |
|---|---------------------------------------|---------|--------------|-----------|-----------|
| | Prior to | | Offshore | | As |
| | Consolidated | GFFs | Partnerships | Funds | Reported |
| Total revenues | \$82,489 | \$ (2) | \$ (1) | \$ (255) | \$ 82,231 |
| Total expenses | 52,976 | 28 | 11 | 204 | 53,219 |
| Operating income | 29,513 | (30) | (12) | (459) | 29,012 |
| Total other income, net | (2,032) | 78 | 34 | 474 | (1,446) |
| Income before income taxes | 27,481 | 48 | 22 | 15 | 27,566 |
| Income tax provision | 8,467 | - | - | - | 8,467 |
| Net income | 19,014 | 48 | 22 | 15 | 19,099 |
| Net income attributable to noncontrolling interests | 10 | 48 | 22 | 15 | 95 |
| Net income attributable to GAMCO | \$19,004 | \$ - | \$ - | \$ - | \$ 19,004 |

| | Nine Months Ended September 30, 2013 | | | | |
|---|--------------------------------------|----------|--------------|-----------|------------|
| | Prior to | | Offshore | | As |
| | Consolidated | GFFs | Partnerships | Funds | Reported |
| Total revenues | \$275,689 | \$ (20) | \$ (2) | \$ (819) | \$ 274,848 |
| Total expenses | 178,858 | 134 | 36 | 581 | 179,609 |
| Operating income | 96,831 | (154) | (38) | (1,400) | 95,239 |
| Total other income, net | 33,125 | 228 | 79 | 1,559 | 34,991 |
| Income before income taxes | 129,956 | 74 | 41 | 159 | 130,230 |
| Income tax provision | 46,434 | - | - | - | 46,434 |
| Net income | 83,522 | 74 | 41 | 159 | 83,796 |
| Net income attributable to noncontrolling interests | (14) | 74 | 41 | 159 | 260 |
| Net income attributable to GAMCO | \$83,536 | \$ - | \$ - | \$ - | \$ 83,536 |

| | Nine Months Ended September 30, 2012 | | | | |
|----------------|--------------------------------------|---------|--------------|-----------|------------|
| | Prior to | | Offshore | | As |
| | Consolidated | GFFs | Partnerships | Funds | Reported |
| Total revenues | \$245,771 | \$ (4) | \$ (2) | \$ (761) | \$ 245,004 |

| | | | | | |
|---|----------|-------|-------|----------|---------|
| Total expenses | 158,146 | 76 | 30 | 361 | 158,613 |
| Operating income | 87,625 | (80) | (32) | (1,122) | 86,391 |
| Total other income, net | 1,151 | 175 | 51 | 1,069 | 2,446 |
| Income before income taxes | 88,776 | 95 | 19 | (53) | 88,837 |
| Income tax provision | 30,909 | - | - | - | 30,909 |
| Net income | 57,867 | 95 | 19 | (53) | 57,928 |
| Net income attributable to noncontrolling interests | (78) | 95 | 19 | (53) | (17) |
| Net income attributable to GAMCO | \$57,945 | \$- | \$- | \$- | 57,945 |

Variable Interest Entities

We sponsor a number of investment vehicles where we are the general partner or investment manager. Certain of these vehicles are VIEs, but we are not the primary beneficiary, in all but one case, because we do not absorb a majority of the entities' expected losses or expected returns, and they are, therefore, not consolidated. We consolidate the one VIE where we are the primary beneficiary. The Company has not provided any financial or other support to those VIEs where we are not the primary beneficiary. The total net assets of these non-consolidated VIEs at September 30, 2013, December 31, 2012 and September 30, 2012 were \$77.7 million, \$75.0 million and \$78.6 million, respectively. Our maximum exposure to loss as a result of our involvement with the nonconsolidated VIEs is limited to the investment in one VIE and the deferred carried interest that we have in another. On September 30, 2013, December 31, 2012 and September 30, 2012, we had an investment in one of the non-consolidated VIE offshore funds of approximately \$9.9 million, \$7.7 million and \$8.2 million, respectively, which was included in investments in partnerships on the condensed consolidated statements of financial condition. On September 30, 2013, December 31, 2012 and September 30, 2012, we had a deferred carried interest in one of the non-consolidated VIE offshore funds of approximately \$45,000, \$45,000 and \$42,000, respectively, which was included in investments in partnerships on the condensed consolidated statements of financial condition. Additionally, as the general partner or investment manager to these VIEs the Company earns fees in relation to these roles, which given a decline in AUMs of the VIEs would result in lower fee revenues earned by the Company which would be reflected on the condensed consolidated statement of income, condensed consolidated statement of financial condition and condensed consolidated statement of cash flows.

The assets of these VIEs may only be used to satisfy obligations of the VIEs. The following table presents the balances related to the VIE that is consolidated and is included on the condensed consolidated statements of financial condition as well as GAMCO's net interest in this VIE:

| | September 30, 2013 | December 31, 2012 | September 30, 2012 |
|---|-----------------------|----------------------|-----------------------|
| (In thousands) | | | |
| Cash and cash equivalents | \$ 1,082 | \$ - | \$ - |
| Investments in partnerships | 13,782 | 18,507 | 23,086 |
| Accrued expenses and other liabilities | (1,088) | (3,010) | (15) |
| Redeemable noncontrolling interests | - | (411) | (962) |
| GAMCO's net interests in consolidated VIE | \$ 13,776 | \$ 15,086 | \$ 22,109 |

E. Income Taxes

The effective tax rate for the three months ended September 30, 2013 was 34.5% compared to 30.7% for the prior year three month period. The effective tax rate for the nine months ended September 30, 2013 was 35.7% compared to 34.8% for the prior year nine month period. The third quarter 2012 rate included a benefit of 5.1% resulting from the difference between the tax and book basis of Subordinated Debentures repurchased, including the tender offer completed in July 2012. The 2012 nine month rate included a benefit of 1.6% resulting from the difference between the tax and book basis of Subordinated Debentures repurchased, including the tender offer completed in July 2012.

F. Earnings Per Share

The computations of basic and diluted net income per share are as follows:

| | Three Months Ended September 30, | | Nine Months Ended September 30, | |
|---|--|----------|---------------------------------------|----------|
| (in thousands, except per share amounts) | 2013 | 2012 | 2013 | 2012 |
| Basic: | | | | |
| Net income attributable to GAMCO Investors, Inc.'s shareholders | \$33,098 | \$19,004 | \$83,536 | \$57,945 |
| Weighted average shares outstanding | 25,625 | 26,250 | 25,682 | 26,309 |
| Basic net income attributable to GAMCO Investors, Inc.'s shareholders per share | \$1.29 | \$0.72 | \$3.25 | \$2.20 |
| Diluted: | | | | |
| Net income attributable to GAMCO Investors, Inc.'s shareholders | \$33,098 | \$19,004 | \$83,536 | \$57,945 |
| Weighted average share outstanding | 25,625 | 26,250 | 25,682 | 26,309 |
| Dilutive stock options and restricted stock awards | 75 | 189 | 35 | 171 |
| Total | 25,700 | 26,439 | 25,717 | 26,480 |
| Diluted net income attributable to GAMCO Investors, Inc.'s shareholders per share | \$1.29 | \$0.72 | \$3.25 | \$2.19 |

G. Debt

Debt consists of the following:

| | September 30, 2013 | | December 31, 2012 | | September 30, 2012 | |
|----------------------------|--------------------|-----------|-------------------|-----------|--------------------|-----------|
| | Carrying | Fair | Carrying | Fair | Carrying | Fair |
| | Value | Value | Value | Value | Value | Value |
| | Level 2 | Level 2 | Level 2 | Level 2 | Level 2 | Level 2 |
| (In thousands) | | | | | | |
| 5.5% Senior notes | \$- | \$- | \$99,000 | \$100,485 | \$99,000 | \$100,832 |
| 5.875% Senior notes | 100,000 | 108,000 | 100,000 | 106,250 | 100,000 | 104,458 |
| 0% Subordinated debentures | 17,347 | 19,349 | 17,366 | 19,638 | 17,118 | 19,612 |
| Total | \$117,347 | \$127,349 | \$216,366 | \$226,373 | \$216,118 | \$224,902 |

5.5% Senior notes

On May 15, 2003, the Company issued 10-year, \$100 million senior notes, of which \$99 million was outstanding at December 31, 2012 and September 30, 2012. These senior notes matured and were repaid on May 15, 2013. They paid interest semi-annually at 5.5%.

5.875% Senior notes

On May 31, 2011, the Company issued 10-year, \$100 million senior notes. The notes mature on June 1, 2021 and bear interest at 5.875% per annum, payable semi-annually on June 1 and December 1 of each year and commenced on December 1, 2011. Upon the occurrence of a change of control triggering event, as defined in the indenture, the Company would be required to offer to repurchase the notes at 101% of their principal amount.

Zero coupon Subordinated debentures due December 31, 2015

On December 31, 2010, the Company issued \$86.4 million in par value of five year zero coupon subordinated debentures due December 31, 2015 ("Debentures") to its shareholders of record on December 15, 2010 through the declaration of a special dividend of \$3.20 per share. The Debentures have a par value of \$100 and are callable at the option of the Company, in whole or in part, at any time or from time to time, at a redemption price equal to 100% of the principal amount of the Debentures to be redeemed. There were no repurchases during the three month period ended September 30, 2013. During the three months ended September 30, 2012, the Company repurchased 645,779 Debentures having a face value of \$64.6 million. The redemption was accounted for as an extinguishment of debt and resulted in a loss of \$6.3 million, which was included in extinguishment of debt on the condensed consolidated statements of income. During the nine month periods ended September 30, 2013 and September 30, 2012, the Company repurchased 11,974 Debentures and 646,008 Debentures, respectively, having a face value of \$1.2 million and \$64.6 million, respectively. The redemptions were accounted for as extinguishments of debt and resulted in a loss of \$137,000 and a loss of \$6.3 million, respectively. Gains and losses from the extinguishment of debt are included in net gain/(loss) from investments on the condensed consolidated statements of income. The debt is being accreted to its face value using the effective rate on the date of issuance of 7.45%. At September 30, 2013, December 31, 2012 and September 30, 2012, the debt was recorded at its accreted value of \$17.3 million, \$17.4 million and \$17.1 million, respectively.

The fair value of the Company's debt, which is a Level 2 valuation, is estimated based on either quoted market prices for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities or using market standard models. Inputs in these standard models include credit rating, maturity and interest rate.

On May 30, 2012, the Securities and Exchange Commission ("SEC") declared effective the "shelf" registration statement filed by the Company. The "shelf" provides the Company with the flexibility of issuing any combination of senior and subordinated debt securities, convertible securities and common and preferred securities up to a total amount of \$500 million and replaced the existing shelf registration which expired in July 2012. As of September 30, 2013, \$400 million is available on the shelf, which will expire in May 2015.

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H. Stockholders' Equity

Shares outstanding were 26.0 million, 25.7 million and 26.6 million on September 30, 2013, December 31, 2012 and September 30, 2012, respectively.

Dividends

| | Payment Date | Record Date | Amount | Type |
|---------------------------------------|--------------------|--------------------|---------|---------|
| Three months ended March 31, 2013 | March 26, 2013 | March 12, 2013 | \$ 0.05 | Regular |
| Three months ended June 30, 2013 | June 25, 2013 | June 11, 2013 | \$ 0.05 | Regular |
| Three months ended September 30, 2013 | September 24, 2013 | September 10, 2013 | \$ 0.06 | Regular |
| Nine months ended September 30, 2013 | | | \$ 0.16 | |
| Three months ended March 31, 2012 | March 27, 2012 | March 13, 2012 | \$ 0.04 | Regular |
| Three months ended June 30, 2012 | June 26, 2012 | June 12, 2012 | \$ 0.04 | Regular |
| Three months ended June 30, 2012 | June 26, 2012 | June 12, 2012 | \$ 0.25 | Special |
| Three months ended September 30, 2012 | September 25, 2012 | September 11, 2012 | \$ 0.05 | Regular |
| Three months ended September 30, 2012 | September 25, 2012 | September 11, 2012 | \$ 0.25 | Special |
| Nine months ended September 30, 2012 | | | \$ 0.63 | |

Voting Rights

The holders of Class A Common stock ("Class A Stock") and Class B Common stock ("Class B Stock") have identical rights except that (i) holders of Class A Stock are entitled to one vote per share, while holders of Class B Stock are entitled to ten votes per share on all matters to be voted on by shareholders in general, and (ii) holders of Class A Stock are not eligible to vote on matters relating exclusively to Class B Stock and vice versa.

Stock Award and Incentive Plan

The Company maintains two plans approved by the shareholders, which are designed to provide incentives which will attract and retain individuals key to the success of GAMCO through direct or indirect ownership of our common stock. Benefits under the Plans may be granted in any one or a combination of stock options, stock appreciation rights, restricted stock, restricted stock units, stock awards, dividend equivalents and other stock or cash based awards.

A maximum of 1.5 million shares of Class A Stock have been reserved for issuance under each of the Plans by a committee of the Board of Directors responsible for administering the Plans ("Compensation Committee"). Under the Plans, the committee may grant restricted stock awards ("RSA") and either incentive or nonqualified stock options with a term not to exceed ten years from the grant date and at an exercise price that the committee may determine.

Options granted under the plans typically vest 75% after three years and 100% after four years from the date of grant and expire after ten years. RSA shares granted under the Plans prior to 2013 vested 30% after three years and 100% after five years while RSAs granted during 2013 vest 30% after three years and 10% each year after years four through ten.

On August 6, 2013, the Company approved the granting of 431,700 RSA shares at a grant date fair value of \$57.86 per share. On January 3, 2012, the Company approved the granting of 105,300 RSA shares at a grant date fair value of \$43.49 per share. As of September 30, 2013 and September 30, 2012, there were 427,700 and 371,500 RSA shares outstanding, respectively, that were previously issued at an average weighted grant price of \$57.86 and \$45.15, respectively. All grants of the RSA shares were recommended by the Company's Chairman, who did not receive a RSA award, and approved by the Compensation Committee. For the RSA grant issued in 2013 this expense, net of forfeitures, was recognized over the vesting period for these awards which is 30% over three years from the date of

grant and 10% each year over years four through ten from the date of grant. For the RSA grants issued prior to 2013 this expense, net of forfeitures, was recognized over the vesting period for these awards which is 30% over three years from the date of grant and 70% over five years from the date of grant. During the vesting period, dividends to RSA holders were being held for them until the RSA vesting dates and were forfeited if the grantee was no longer employed by the Company on the vesting dates. Dividends declared on these RSAs, less estimated forfeitures, were charged to retained earnings on the declaration date. During November 2012, the Board of Directors accelerated the lapsing of restrictions on all outstanding RSAs resulting in recognition of \$10.1 million in stock compensation expense during 2012 that would have been recorded in 2013 through 2016. There were no RSAs outstanding at December 31, 2012.

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For the three months ended September 30, 2013 and September 30, 2012, we recognized stock-based compensation expense of \$0.7 million and \$0.9 million, respectively. For the nine months ended September 30, 2013 and September 30, 2012, we recognized stock-based compensation expense of \$0.8 million and \$2.6 million, respectively. Actual and projected stock-based compensation expense for RSA shares and options for the years ended December 31, 2012 through December 31, 2023 (based on awards currently issued or granted) is as follows (\$ in thousands):

| | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 |
|------|----------|---------|---------|---------|---------|---------|
| Q1 | \$871 | \$15 | \$1,096 | \$1,090 | \$1,089 | \$558 |
| Q2 | 869 | 15 | 1,092 | 1,089 | 1,089 | 558 |
| Q3 | 875 | 741 | 1,092 | 1,089 | 735 | 471 |
| Q4 | 10,968 | 1,104 | 1,092 | 1,089 | 558 | 428 |
| Full | | | | | | |
| Year | \$13,583 | \$1,875 | \$4,372 | \$4,357 | \$3,471 | \$2,015 |

| | 2018 | 2019 | 2020 | 2021 | 2022 | 2023 |
|------|---------|---------|-------|-------|-------|-------|
| Q1 | \$428 | \$325 | \$240 | \$168 | \$105 | \$50 |
| Q2 | 428 | 325 | 240 | 168 | 105 | 50 |
| Q3 | 359 | 268 | 192 | 126 | 68 | 17 |
| Q4 | 325 | 240 | 168 | 105 | 50 | - |
| Full | | | | | | |
| Year | \$1,540 | \$1,158 | \$840 | \$567 | \$328 | \$117 |

The total compensation cost related to non-vested options not yet recognized is approximately \$19.9 million as of September 30, 2013. There were no options exercised for the three months ended September 30, 2013. For the three months ended September 30, 2012, proceeds from the exercise of 24,977 stock options were \$723,000 resulting in a tax benefit to GAMCO of \$84,000. For the nine months ended September 30, 2013 and 2012, proceeds from the exercise of 2,623 and 26,977 stock options, respectively, were \$76,000 and \$781,000, respectively, resulting in a tax benefit to GAMCO of \$16,000 and \$87,000, respectively. The Company recognized \$21,000 in tax benefits from 3,900 RSAs that vested during the nine months ended September 30, 2012.

Stock Repurchase Program

In March 1999, GAMCO's Board of Directors established the Stock Repurchase Program to grant management the authority to repurchase shares of our Class A Common Stock. On February 5, 2013, our Board of Directors authorized an incremental 500,000 shares to be added to the current buyback authorization. For the three months ended September 30, 2013 and September 30, 2012, the Company repurchased 40,857 shares and 47,426 shares, respectively, at an average price per share of \$72.40 and \$47.79, respectively. For the nine months ended September 30, 2013 and September 30, 2012, the Company repurchased 159,259 shares and 275,528 shares, respectively, at an average price per share of \$57.97 and \$44.94, respectively. From the inception of the program through September 30, 2013, 8,641,624 shares have been repurchased at an average price of \$41.95 per share. At September 30, 2013, the total shares available under the program to be repurchased in the future were 493,184.

I. Goodwill and Identifiable Intangible Assets

At September 30, 2013, \$3.5 million of goodwill is reflected within other assets on the condensed consolidated statements of financial condition with \$3.3 million related to a 94%-owned subsidiary, Gabelli Securities, Inc. and \$0.2 million related to G.distributors, LLC. The Company assesses the recoverability of goodwill at least annually, or more often should events warrant, using a qualitative assessment of whether it is more likely than not that an impairment has occurred to determine if a quantitative analysis is required. There were no indicators of impairment

for the three months ended September 30, 2013 or September 30, 2012, and as such there was no impairment analysis performed or charge recorded.

As a result of becoming the advisor to the Gabelli Enterprise Mergers and Acquisitions Fund in 2008 and the associated consideration paid, the Company maintains an identifiable intangible asset of \$1.9 million within other assets on the condensed consolidated statements of financial condition at September 30, 2013, December 31, 2012 and September 30, 2012. The investment advisory agreement is subject to annual renewal by the fund's Board of Directors, which the Company expects to be renewed, and the Company does not expect to incur additional expense as a result, which is consistent with other investment advisory agreements entered into by the Company. The advisory contract is next up for renewal in February 2014. The Company assesses the recoverability of this intangible asset at least annually, or more often should events warrant. There were no indicators of impairment for the three months ended September 30, 2013 or September 30, 2012, and as such there was no impairment analysis performed or charge recorded.

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J. Commitments and Contingencies

From time to time, the Company may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. The Company is also subject to governmental or regulatory examinations or investigations. The examinations or investigations could result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. The Company cannot predict the ultimate outcome of such matters. For all such matters, the condensed consolidated financial statements include the necessary provisions for losses that the Company believes are probable and estimable. Furthermore, the Company evaluates whether there exist losses which may be reasonably possible and, if material, makes the necessary disclosures. Such amounts, both those that are probable and those that are reasonably possible, are not considered material to the Company's financial condition, operations or cash flows.

The Company indemnifies the clearing brokers of G.research, Inc. (formerly known as Gabelli & Company, Inc.), our broker-dealer subsidiary, for losses they may sustain from the customer accounts that trade on margin introduced by it. At September 30, 2013, the total amount of customer balances subject to indemnification (i.e. unsecured margin debits) was immaterial. The Company also has entered into arrangements with various other third parties many of which provide for indemnification of the third parties against losses, costs, claims and liabilities arising from the performance of obligations under the agreements. The Company has had no claims or payments pursuant to these or prior agreements and believes the likelihood of a claim being made is remote. The Company's estimate of the value of such agreements is de minimis, and therefore an accrual has not been made on the condensed consolidated financial statements.

K. Shareholder-Designated Contribution Plan

During the first quarter of 2013, the Company recorded a charge of \$5.0 million, or \$0.11 per diluted share, net of management fee and tax benefit, related to a newly-adopted Shareholder Designated Charitable Contribution program. Under the program, each shareholder will be eligible to designate a charity to which the company will make a donation based upon the actual number of shares registered in the shareholder's name. Shares held in nominee or street name are not eligible to participate. Annually, the Board of Directors determines amounts, if any, which will be contributed per registered share. The Board approved an initial contribution for 2013 of \$0.25 per registered share. The Company recorded the initial \$5.0 million charge, which is included in accrued expenses and other liabilities in the condensed consolidated statements of financial condition, based on the number of registered shares at the adoption of the program. Based upon the number of registered shares that participated in the program, the Company recorded an additional charge of \$0.3 million, or \$0.01 per diluted share, net of management fee and tax benefit, during the third quarter of 2013. For the nine months ended September 30, 2013, the Company recorded a charge of \$5.3 million, or \$0.12 per diluted share, net of management fee and tax benefit.

L. Subsequent Events

From October 1, 2013 to November 6, 2013, the Company repurchased 7,000 shares at \$70.24 per share. On November 6, 2013, the Board of Directors increased the authorization under the Stock Repurchase Program by an additional 500,000 shares. As a result, there are 986,184 shares available to be repurchased under this existing buyback plan at November 6, 2013.

The Company filed a proxy on October 29, 2013 to approve changing the Company's state of incorporation to Delaware from New York and to approve an amendment to the Company's 2002 Stock Award and Incentive Plan to increase the number of shares of Class A Common Stock authorized and reserved for issuance thereunder by 2 million shares.

On November 6, 2013, GAMCO's Board of Directors declared a special dividend of \$0.50 per share and a regular quarterly dividend of \$0.06 per share both payable on December 24, 2013 to its Class A and Class B shareholders of record on December 10, 2013.

On November 6, 2013, GAMCO's Board of Directors approved a contribution under its Shareholder Designated Charitable Contribution program of \$0.25 per share for all eligible shares of record on December 31, 2013. Based on the estimated participation of shareholders in this program, the Company expects to record a \$5.3 million charge during the fourth quarter of 2013.

ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (INCLUDING QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK)

Overview

GAMCO Investors, Inc. ("GAMCO") through the Gabelli brand, well known for its Private Market Value (PMV) with a Catalyst™ investment approach, is a widely-recognized provider of investment advisory services to mutual funds, institutional and high net worth investors, and investment partnerships, principally in the United States. Through G.research, Inc. (formerly Gabelli & Company, Inc.) ("G.research"), we provide institutional research and brokerage services to institutional clients and investment partnerships. Through G.distributors, LLC ("G.distributors"), we provide mutual fund distribution. We generally manage assets on a fully discretionary basis and invest in a variety of U.S. and international securities through various investment styles. Our revenues are based primarily on the Company's levels of assets under management and fees associated with our various investment products.

Our revenues are highly correlated to the level of assets under management and fees associated with our various investment products, rather than our own corporate assets. Assets under management, which are directly influenced by the level and changes of the overall equity markets, can also fluctuate through acquisitions, the creation of new products, the addition of new accounts or the loss of existing accounts. Since various equity products have different fees, changes in our business mix may also affect revenues. Stated another way, our ability to enhance client assets on a risk-adjusted basis, and for taxable private wealth clients, on a tax adjusted basis, will continue to have an impact on our level of assets under management and hence, on revenues.

We conduct our investment advisory business principally through the following subsidiaries: GAMCO Asset Management Inc. (Institutional and High Net Worth), Gabelli Funds, LLC (Mutual Funds) and Gabelli Securities, Inc. (Investment Partnerships). We also act as an underwriter and provide institutional research through G.research, one of our broker-dealer subsidiaries. The distribution of our open-end funds is conducted through G.distributors, our other broker-dealer subsidiary.

Assets under management ("AUM") were \$43.5 billion as of September 30, 2013, an increase of 7.5% from AUM of \$40.5 billion at June 30, 2013 and an increase of 17.8% from the September 30, 2012 AUM of \$36.9 billion. The third quarter 2013 AUM increased \$3.0 billion and consisted of market appreciation of \$2.6 billion, net cash inflows of \$618 million and recurring distributions, net of reinvestments, from open-end and closed-end funds of \$146 million. Average total AUM was \$42.6 billion in the 2013 quarter versus \$36.4 billion in the prior year period, an increase of 17.0%. Average AUM in our open-end equity funds, a key driver to our investment advisory fees, was \$15.1 billion in the third quarter of 2013, rising 19.8% from the 2012 quarter average AUM of \$12.6 billion.

In addition to management fees, we earn incentive fees for certain institutional client assets, certain assets attributable to preferred issues of our closed-end funds and to our GDL Fund (NYSE: GDL) and investment partnership assets.

As of September 30, 2013, assets with incentive based fees were \$4.1 billion, 5.1% higher than the \$3.9 billion on June 30, 2013 and 2.5% higher than the \$4.0 billion on September 30, 2012.

The Company reported Assets Under Management as follows
(in millions):

Table I: Fund Flows - 3rd Quarter 2013

| | June 30, 2013 | Market appreciation/ (depreciation) | Net cash flows | Fund distributions, net of reinvestments | September 30, 2013 |
|------------------------------------|------------------|---|----------------------|---|--------------------------|
| Equities: | | | | | |
| Open-end Funds | \$14,188 | \$ 924 | \$497 | \$ (28) | \$ 15,581 |
| Closed-end Funds | 6,409 | 374 | 56 | (118) | 6,721 |
| Institutional & PWM - direct | 14,069 | 946 | 11 | - | 15,026 |
| Institutional & PWM - sub-advisory | 3,185 | 294 | 24 | - | 3,503 |
| Investment Partnerships | 778 | 17 | 10 | - | 805 |
| SICAV (a) | 93 | 2 | (1) | - | 94 |
| Total Equities | 38,722 | 2,557 | 597 | (146) | 41,730 |
| Fixed Income: | | | | | |
| Money-Market Fund | 1,689 | - | 25 | - | 1,714 |
| Institutional & PWM | 67 | - | (4) | - | 63 |
| Total Fixed Income | 1,756 | - | 21 | - | 1,777 |
| Total Assets Under Management | \$40,478 | \$ 2,557 | \$618 | \$ (146) | \$ 43,507 |

The Company reported Assets Under Management as follows
(in millions):

Table II: Fund Flows - Nine months ended September 30, 2013

| | December 31, 2012 | Market appreciation/ (depreciation) | Net cash flows | Fund distributions, net of reinvestments | September 30, 2013 |
|------------------------------------|-------------------------|---|----------------------|---|--------------------------|
| Equities: | | | | | |
| Open-end Funds | \$ 12,502 | \$ 2,053 | \$1,116 | \$ (90) | \$ 15,581 |
| Closed-end Funds | 6,288 | 627 | 152 | (346) | 6,721 |
| Institutional & PWM - direct | 12,030 | 2,789 | 207 | - | 15,026 |
| Institutional & PWM - sub-advisory | 2,924 | 679 | (100) | - | 3,503 |
| Investment Partnerships | 801 | 30 | (26) | - | 805 |
| SICAV (a) | 119 | 4 | (29) | - | 94 |
| Total Equities | 34,664 | 6,182 | 1,320 | (436) | 41,730 |
| Fixed Income: | | | | | |
| Money-Market Fund | 1,681 | - | 33 | - | 1,714 |
| Institutional & PWM | 60 | - | 3 | - | 63 |
| Total Fixed Income | 1,741 | - | 36 | - | 1,777 |
| Total Assets Under Management | \$ 36,405 | \$ 6,182 | \$1,356 | \$ (436) | \$ 43,507 |

Table III: Assets Under
Management

| | September | September | |
|--|-----------|-----------|---|
| | 30, | 30, | % |