B. Riley Principal Sponsor Co., LLC Form 4

April 12, 2019

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

B. Riley Principal Sponsor Co., LLC

2. Issuer Name and Ticker or Trading Symbol

B. Riley Principal Merger Corp.

[BRPM]

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

(Last)

(First)

(Middle)

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

04/12/2019

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

C/O B. RILEY PRINCIPAL MERGER CORP., 299 PARK **AVENUE, 21ST FLOOR**

(Street)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Form filed by One Reporting Person X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10171

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Class A	04/12/2010		Code V	Amount	(A) or (D) Price	Transaction(s) (Instr. 3 and 4)	T (2)	See

Common

Stock

04/12/2019

 $J^{(1)}$

37,500 A

\$ 10 462,500

 $I^{(2)}$

footnote.

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Title		8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secur
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
					Exercisable	Date	Title Number	Number			
						Excicisable	Date		of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
topotong of not runner runners	Director	10% Owner	Officer	Other		
B. Riley Principal Sponsor Co., LLC C/O B. RILEY PRINCIPAL MERGER CORP. 299 PARK AVENUE, 21ST FLOOR NEW YORK, NY 10171		X				
B. Riley Financial, Inc. 21255 BURBANK BOULEVARD, SUITE 400 WOODLAND HILLS, CA 91367		X				

Signatures

/s/ Daniel Nussen, Attorney-in-Fact for B. Riley Principal Sponsor Co., LLC				
**Signature of Reporting Person	Date			
/s/ Daniel Nussen, Attorney-in-Fact for B. Riley Financial, Inc.				
**Signature of Reporting Person	Date			

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The reported shares of Class A Common Stock are within 37,500 of the Issuer's Private Placement Units, as described under the heading "Description of Securities" in the Issuer's registration statement on Form S-1 (File No. 333- 230286), purchased by the Reporting Persons for \$10.00 per Private Placement Unit in connection with the exercise by the underwriters of their over-allotment option in full.
- B. Riley Financial, Inc. ("BRF") is the sole member of the managing member of B. Riley Principal Sponsor Co., LLC (the "Sponsor") and has voting and dispositive power over the securities held by the Sponsor. BRF disclaims beneficial ownership over any securities directly held by the Sponsor other than to the extent of any pecuniary interest it may have therein, directly or

Reporting Owners 2

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indirectly.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.