HOST HOTELS & RESORTS, INC.
Form 424B7
April 18, 2016
Table of Contents

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Aggregate Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
Common Stock, par value $0.01 per share	90,597	(3)	(3)	(3)

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement shall be deemed to cover any additional number of shares of common stock as may be issued from time to time as a result of stock splits, stock dividends or similar transactions.
(2) Payment of the registration fee at the time of filing of the registrant s registration statement on Form S-3, filed with the Securities and Exchange Commission (SEC) on April 18, 2016 (File No. 333-210809), was deferred pursuant to Rules 456(b) and 457(r) under the Securities Act. This Calculation of Registration Fee table shall be deemed to update the Calculation of Registration Fee table in such registration statement.
(3) The securities registered hereby consist of 90,597 shares of common stock out of 37,209,303 shares of common stock previously registered pursuant to the registrant s registration statement on Form S-3 (Registration No. 333-188059) filed with the SEC by Host Hotels & Resorts, Inc. on April 22, 2013 (the First Prior Registration Statement). Pursuant to Rule 415(a)(6) under the Securities Act, registration fees for the securities registered pursuant to the First Prior Registration Statement were covered by the fees in the amount of $43,695.29 that were paid in connection with the filing of the registrant s prior registration statement on Form S-3 (Registration No. 333-166381) filed on April 29, 2010. Pursuant to Rule 415(a)(6) under the Securities Act, $106.39 of the $ 43,695.29 registration fee previously paid by the registrant in connection with such unsold securities will continue to be applied to such unsold securities, and the offering of the unsold securities registered under the First Prior Registration Statement will be deemed terminated as of the date of the filing of this prospectus supplement.

Table of Contents

Filed Pursuant to Rule 424(b)(7)

Registration No. 333-210809

Prospectus Supplement

(To Prospectus dated April 18, 2016)

Host Hotels & Resorts, Inc.

90,597 Shares of Common Stock

Our operating partnership, Host Hotels & Resorts, L.P. (Host L.P.), of which we are the sole general partner and in which we own approximately 99% of the partnership interests, issued and sold $400,000,000 aggregate principal amount of its 2.50% Exchangeable Senior Debentures due 2029 (the 2009 debentures) in a private transaction on December 22, 2009. In 2015 we exchanged the 2009 debentures (other than for those holders of the 2009 debentures who elected not to exchange) for 32,004,173 shares of our common stock. Holders of 31,913,576 shares of common stock have previously sold their shares and the remaining recipients of 90,597 shares, whom we refer to as the selling stockholders, may use this prospectus supplement, together with the underlying prospectus, to resell from time to time the shares of our common stock that we issued to them upon the exchange of the 2009 debentures. Additional selling stockholders may be named by future prospectus supplements.

The registration of the shares of our common stock covered by this prospectus supplement and the accompanying prospectus does not necessarily mean that shares of our common stock issued in exchange for the 2009 debentures will be sold by the selling stockholders.

We did not receive any proceeds from the issuance of shares of our common stock to the selling stockholders upon exchange of 2009 debentures and we will not receive any proceeds from any sale of such shares by the selling stockholders, but we have agreed to pay certain registration expenses relating to such shares of our common stock. The selling stockholders from time to time may offer and sell the shares held by them directly or through agents or broker-dealers on terms to be determined at the time of sale, as described in more detail in this prospectus supplement. See Plan of Distribution.

To assist us in complying with federal income tax requirements applicable to real estate investment trusts, among other purposes, our charter contains certain restrictions relating to the transfer and ownership of our common stock, including an ownership limit of 9.8% of our common stock. See Description of Capital Stock Restrictions on Transfer and Ownership beginning on page 8 of the accompanying prospectus.

Our common stock is traded on the New York Stock Exchange under the symbol HST . On April 15, 2016, the last reported sale price of our common stock was $16.21 per share.

Investing in our common stock involves risks. See Risk Factors beginning on page S-2 of this prospectus supplement.

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus supplement is April 18, 2016.

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

	Page
About this Prospectus Supplement	S-ii
Forward-Looking Statements	S-iii
The Company	S-1
Risk Factors	S-2
Use of Proceeds	S-2
Selling Stockholders	S-3
Plan of Distribution	S-4
Legal Matters	S-5
Experts	S-5
Incorporation by Reference	S-6

Prospectus

	Page
ABOUT THIS PROSPECTUS	ii
THE COMPANY	1
WHERE YOU CAN FIND MORE INFORMATION	1
INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE	1
FORWARD-LOOKING STATEMENTS	3
RISK FACTORS	5
USE OF PROCEEDS	5
RATIOS OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS	5
DESCRIPTION OF CAPITAL STOCK	6
DESCRIPTION OF DEPOSITARY SHARES	11
DESCRIPTION OF WARRANTS	15
DESCRIPTION OF SUBSCRIPTION RIGHTS	16
CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR CHARTER AND BYLAWS	18
MATERIAL FEDERAL INCOME TAX CONSIDERATIONS	22
SELLING STOCKHOLDERS	54
PLAN OF DISTRIBUTION	55
LEGAL MATTERS	58
EXPERTS	58

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. Neither we, nor the selling stockholders, have authorized any other person to provide you with additional or different information. If anyone provides you with additional or different information, you should not rely on it. This prospectus supplement and the accompanying prospectus do not constitute an offer to sell or a solicitation of an offer to buy any securities other than the registered securities to which they relate, and this prospectus supplement and the accompanying prospectus do not constitute an offer to sell or the solicitation of an offer to buy securities in any jurisdiction where, or to any person to whom, it is unlawful to make such an offer or solicitation. You should assume that the information

appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

This prospectus supplement and the documents incorporated by reference herein contain registered trademarks, service marks and brand names that are the exclusive property of their respective owners, which are companies other than us, including Marriott®, Ritz-Carlton®, Hyatt®, Fairmont®, Hilton®, Renaissance®, Westin®, Sheraton®, W®, The Luxury Collection®, St. Regis®, Swissôtel®, Le Meridien®, Novotel® and ibis®, Pullman®. None of the owners of these trademarks, service marks or brand names, their affiliates or any of their respective officers, directors, agents or employees, is an issuer or underwriter of any of the securities to be issued pursuant to this prospectus supplement. In addition, none of such persons has or will have any responsibility or liability for any information contained in this prospectus supplement or the documents incorporated by reference herein.

Table of Contents

ABOUT THIS PROSPECTUS SUPPLEMENT

You should read this prospectus supplement along with the accompanying prospectus, as well as the information incorporated by reference herein and therein, carefully before you invest in our common stock. This prospectus supplement describes the shares of our common stock that we issued to the selling stockholders in connection with the exchange of their 2009 debentures.

The accompanying prospectus contains information about our securities generally, some of which does not apply to the common stock covered by this prospectus supplement. This prospectus supplement may add, update or change information contained in or incorporated by reference in the accompanying prospectus. If the information in this prospectus supplement is inconsistent with any information contained in or incorporated by reference in the accompanying prospectus, the information in this prospectus supplement will apply and will supersede the inconsistent information contained in or incorporated by reference in the accompanying prospectus.

Host Hotels & Resorts, L.P. is a Delaware limited partnership operating through an umbrella partnership structure with Host Hotels & Resorts, Inc., a Maryland corporation (Host Inc.), as its sole general partner. Host Inc. operates as a self-managed and self-administered real estate investment trust (REIT). Unless the prospectus supplement otherwise indicates or the context otherwise requires, all references in this prospectus supplement to Host Inc. mean Host Hotels & Resorts, Inc. and references to Host L.P. mean Host Hotels & Resorts, L.P. and its consolidated subsidiaries in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. and Host L.P. file combined periodic reports with the SEC, which are incorporated by reference herein. We use the terms we, our or the company to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise.

Table of Contents

FORWARD-LOOKING STATEMENTS

Information included and incorporated by reference in this prospectus supplement and accompanying prospectus contains forward-looking statements that relate to our future performance and plans, results of operations, capital expenditures, expectations, acquisitions, divestitures and operating costs. Because these forward-looking statements involve numerous known and unknown risks and uncertainties, there are important factors that could cause our actual results to differ materially from those in the forward-looking statements, and you should not rely on the forward-looking statements as predictions of future events. Forward-looking statements are based on management s beliefs, assumptions made by, and information currently available to, management that may be incorrect or imprecise and we may not be able to realize them. These forward-looking statements are identified by their use of terms and phrases such as anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, v similar terms and phrases, including references to assumptions and forecasts of future results.

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- the effect on lodging demand of (i) changes in national and local economic and business conditions, including concerns about the duration and strength of U.S. economic growth, global economic prospects and the value of the U.S. dollar, and (ii) other factors such as natural disasters, weather, pandemics, changes in the international political climate, and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;

- the impact of geopolitical developments outside the U.S., such as the pace of the economic recovery in Europe, the slowing of growth in emerging markets such as China and Brazil, or unrest in the Middle East, which could affect the relative volatility of global credit markets generally, global travel and lodging demand, including with respect to our foreign hotel properties;

- the continuing volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S. governmental action to address such deficits through reductions in spending and similar austerity measures, which could materially adversely affect U.S. and global economic conditions, business activity, credit availability, borrowing costs, and lodging demand;

- operating risks associated with the hotel business, including the effect of increasing labor costs or changes in workplace rules that affect labor costs;

- the effect of rating agency downgrades of our debt securities on the cost and availability of new debt financings;

- the reduction in our operating flexibility and the limitation on our ability to pay dividends and make distributions resulting from restrictive covenants in our debt agreements, which limit the amount of distributions from Host L.P. to Host Inc., and other risks associated with the level of our indebtedness or related to restrictive covenants in our debt agreements, including the risk of default that could occur;

our ability to maintain our properties in a first-class manner, including meeting capital expenditures requirements, and the effect of renovations, including temporary closures, on our hotel occupancy and financial results;

our ability to compete effectively in areas such as access, location, quality of accommodations and room rate structures;

our ability to acquire or develop additional properties and the risk that potential acquisitions or developments may not perform in accordance with our expectations;

relationships with property managers and joint venture partners and our ability to realize the expected benefits of our joint ventures and other strategic relationships;

our ability to recover fully under our existing insurance policies for terrorist acts and our ability to maintain adequate or full replacement cost all-risk property insurance policies on our properties on commercially reasonable terms;

the effect of a data breach or significant disruption of hotel operator information technology networks as a result of cyber attacks;

the effects of tax legislative action and other changes in laws and regulations, or the interpretation thereof, including the need for compliance with new environmental and safety requirements;

the ability of Host Inc. and each of the REITs acquired, established or to be established by Host Inc. to continue to satisfy complex rules in order to qualify as REITs for federal income tax purposes, Host L.P. s ability to satisfy the rules required to maintain its status as a partnership for federal income tax purposes, and Host Inc. s and Host L.P. s ability and the ability of our subsidiaries, and similar entities to be acquired or established by us, to operate effectively within the limitations imposed by these rules; and

Table of Contents

risks associated with our ability to execute our dividend policy, including factors such as investment activity, operating results and the economic outlook, any or all of which may influence the decision of Host Inc. s board of directors as to whether to authorize future dividends at levels previously disclosed or to use available cash to authorize special dividends.

Our success also depends upon economic trends generally, various market conditions and fluctuations and those other risk factors discussed under the heading Risk Factors herein and under the heading Risk Factors in our most recent annual report on Form 10-K and in our other filings with the SEC that are incorporated by reference in this prospectus supplement. We caution you not to place undue reliance on forward-looking statements, which reflect our analysis only and speak as of the date of this prospectus supplement, the accompanying prospectus or as of the dates indicated in the statements. All of our forward-looking statements, including those included and incorporated by reference in this prospectus supplement and the accompanying prospectus, such as our outlook for 2016, are qualified in their entirety by this statement. We undertake no obligation to update any forward-looking statement to conform the statement to actual results or changes in our expectations.

Table of Contents

THE COMPANY

Host Inc. is an S&P 500 and Fortune 500 company and is the largest lodging REIT and one of the largest owners of luxury and upper-upscale hotels. Host Inc. conducts its operations through Host L.P. and Host Inc. has the exclusive and complete responsibility for Host L.P. s day-to-day management and control. As of April 1, 2016, we own 92 properties in the United States and 11 properties internationally totaling approximately 56,000 rooms. The Company also holds non-controlling interests in six joint ventures, including one in Europe that owns 10 hotels with approximately 3,900 rooms.

The address of our principal executive office is 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland 20817. Our phone number is (240) 744-1000. Our Internet website address is www.hosthotels.com. Information on our website does not constitute part of this prospectus supplement and does not constitute information incorporated by reference into this prospectus supplement.

Table of Contents

RISK FACTORS

Investment in any securities offered pursuant to this prospectus supplement and the accompanying prospectus involves risks. You should carefully consider the risk factors incorporated by reference herein from our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K and other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, as the same may be updated from time to time by our future filings under the Exchange Act. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities. For more information, see the section entitled Incorporation by Reference in this prospectus supplement.

USE OF PROCEEDS

We will not receive any proceeds upon the sale of the common stock covered by this prospectus supplement. We will pay certain costs and expenses incurred in connection with the sale of the common stock covered by this prospectus supplement, excluding any brokerage fees and commission and share transfer and other taxes attributable to the sale of the common stock, which will be paid by the applicable selling stockholder.

Table of Contents

SELLING STOCKHOLDERS

The 2009 debentures were originally issued by Host L.P., our operating partnership, and sold by the initial purchasers of the 2009 debentures in transactions exempt from the registration requirements of the Securities Act to persons reasonably believed by the initial purchasers to be qualified institutional buyers as defined by Rule 144A under the Securities Act. In 2015 we exchanged the 2009 debentures (other than for those holders of the 2009 debentures who elected not to exchange) for 32,004,173 shares of our common stock. The recipients of such common stock, whom we refer to as the selling stockholders, may use this prospectus supplement, together with the underlying prospectus, to resell from time to time the shares of our common stock that we issued to them upon the exchange of the 2009 debentures. Information about selling stockholders is set forth in this prospectus supplement, and information about additional selling stockholders may be set forth in subsequent prospectus supplements, in a post-effective amendment to the registration statement of which the prospectus accompanying this prospectus supplement is a part, or in filings we make with the SEC under the Exchange Act that are incorporated by reference in this prospectus.

The following table sets forth information, as of the date of this prospectus supplement, with respect to the selling stockholders and the maximum number of shares of our common stock that are beneficially owned by each selling stockholder that may be offered pursuant to this prospectus. The information is based on information provided by or on behalf of the selling stockholders. The percent of shares of common stock beneficially owned following the exchange is based on shares of common stock outstanding as of March 31, 2016.

Unless otherwise indicated in the footnotes below, we believe that the persons and entities named in the table have sole voting and investment power with respect to all shares beneficially owned. Because the selling stockholders may offer, pursuant to this prospectus supplement, all or some portion of the common stock listed below, no estimate can be given as to the amount of common stock that will be held by the selling stockholder upon consummation of any sales. In addition, the selling stockholders listed in the table may have sold, transferred or otherwise disposed of, in transactions exempt from registration requirements of the Securities Act, some or all of their common stock since the date as of which such information was provided to us.

Unless otherwise set forth below, no selling stockholder has had any material relationship with us or any of our affiliates within the past three years, other than as a stockholder.

Information about the selling stockholders may change over time. Any changed information given to us by the selling stockholders will be set forth in subsequent prospectus supplements if, and when, necessary.

	Shares Beneficially Owned Before the Offering		
Name	**Number**	**Percent(1)**	**Number of Shares Being Offered for Resale(2)**
Washington National Insurance Company (3)	80,305	*	80,305
Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Opportunistic Fixed Income Allocation Portfolio (4)	4,053	*	4,053
Wespath Funds Trust (4)	6,239	*	6,239

Total	90,597	*	90,597

* Denotes less than 1%.

(1) Calculated based on Rule 13d-3(d)(i) under the Securities Exchange Act of 1934, as amended.
(2) Assumes the applicable selling stockholder sells all of the shares of common stock being offered by this prospectus supplement and the accompanying prospectus.
(3) Eric R. Johnson, Executive Vice President of Investments for Washington National Insurance Company, has voting and dispositive power over the securities held by this selling security holder.
(4) Wellington Management Company LLP is the investment adviser to (i) Wellington Trust Company, National Association Multiple Common Trust Funds Trust, Opportunistic Fixed Income Allocation Portfolio and (ii) Wespath Funds Trust. Wellington Management Company LLP is an investment adviser registered under the Investment Advisers Act of 1940, as amended, and is an indirect subsidiary of Wellington Management Group LLP. Wellington Management Company LLP and Wellington Management Group LLP may each be deemed to share beneficial ownership of the securities held by this selling security holder, all of which are held of record by the selling security holder named in the table or a nominee on its behalf.

Table of Contents

PLAN OF DISTRIBUTION

The selling stockholders and their respective successors, which term includes their respective transferees, pledgees or donees, may sell our common stock directly to purchasers or through underwriters, broker-dealers or agents, who may receive compensation in the form of discounts, concessions or commissions from the applicable selling stockholder or the purchasers. These discounts, concessions or commissions as to any particular underwriter, broker-dealer or agent may be in excess of those customary in the types of transactions involved.

The common stock may be sold in one or more transactions at:

- fixed prices;
- prevailing market prices at the time of sale;
- prices related to the prevailing market prices;
- varying prices determined at the time of sale; or
- negotiated prices.

These sales may be effected in transactions:

- on any national securities exchange or quotation service on which our common stock may be listed or quoted at the time of sale, including the New York Stock Exchange;
- in the over-the-counter market;
- otherwise than on such exchanges or services or in the over-the-counter market;
- through the writing of options, whether the options are listed on an options exchange or otherwise (including the issuance by the applicable selling stockholder of derivative securities);
- through the settlement of short sales; or
- any combination of the foregoing.

These transactions may include block transactions or crosses. Crosses are transactions in which the same broker acts as agent on both sides of the trade.

In connection with sales of the common stock or otherwise, the applicable selling stockholder may (A) enter into hedging transactions with broker-dealers or other financial institutions, which may in turn engage in short sales of the common stock in the course of hedging positions they assume, (B) sell the common stock short and deliver the common stock to close out short positions, (C) loan or pledge the common stock to broker-dealers or other financial institutions that in turn may sell the common stock, (D) enter into option or other transactions with broker-dealers or other financial institutions that require the delivery to the broker-dealer or other financial institution of the common stock, which the broker-dealer or other financial institution may resell pursuant to this prospectus supplement and the accompanying prospectus or (E) enter into transactions in which a broker-dealer makes purchases as a principal for resale for its own account or through other types of transactions.

In addition, the selling stockholders may enter into derivative transactions with third parties, or sell securities not covered by this prospectus supplement to third parties in privately negotiated transactions. In connection with those derivatives, to the extent required, an accompanying prospectus supplement (or a post-effective amendment to the registration statement of which the prospectus accompanying this prospectus supplement is a part) will indicate that such third parties (or affiliates of such third parties) may sell securities covered thereby, including in short sale transactions. If so, such third parties (or affiliates of such third parties) may use securities pledged by the selling stockholders or borrowed from the selling stockholders or others to settle those sales or to close out any related open borrowings of stock, and may use securities received from the selling stockholders in settlement of those derivatives to close out any related open borrowings of stock. The third parties (or affiliates of such third parties) in such sale transactions will be underwriters and, if not identified in this prospectus supplement, will be named in the applicable prospectus supplement (or a post-effective amendment to the registration statement of which the prospectus accompanying this prospectus supplement is a part). The selling stockholders may otherwise loan or pledge securities to a financial institution or other third party that in turn may sell the securities short using this prospectus supplement and the accompanying prospectus. Such financial institution or other third party (or affiliates of such third parties) may transfer its economic short position to investors in our securities or in connection with a concurrent offering of other securities.

The aggregate proceeds to the applicable selling stockholder from the sale of the common stock offered by it hereby will be the purchase price of our common stock less discounts and commissions, if any. The applicable selling stockholder reserves the right to accept and, together with its agents from time to time, to reject, in whole or in part, any proposed purchase of common stock to be made directly or through agents. We will not receive any of the proceeds from this offering.

Table of Contents

In order to comply with the securities laws of some states, if applicable, our common stock may be sold in these jurisdictions only through registered or licensed brokers or dealers.

The applicable selling stockholder and any broker-dealers or agents that participate in the sale of our common stock may be deemed to be underwriters within the meaning of Section 2(11) of the Securities Act. Profits on the sale of our common stock by the applicable selling stockholder and any discounts, commissions or concessions received by any broker-dealers or agents might be deemed to be underwriting discounts and commissions under the Securities Act. A selling stockholder who is deemed to be an underwriter within the meaning of Section 2(11) of the Securities Act will be subject to the prospectus delivery requirements of the Securities Act. To the extent the applicable selling stockholder may be deemed to be an underwriter, it may be subject to statutory liabilities, including, but not limited to, Sections 11, 12 and 17 of the Securities Act.

The selling stockholders and any other person participating in a distribution will be subject to applicable provisions of the Exchange Act and the rules and regulations thereunder. Regulation M of the Exchange Act may limit the timing of purchases and sales of any of the securities by the selling stockholders and any other person. In addition, Regulation M may restrict the ability of any person engaged in the distribution of the securities to engage in market-making activities with respect to the particular securities being distributed for a period of up to five business days before the distribution.

To our knowledge, there are currently no plans, arrangements or understandings between the selling stockholders and any underwriter, broker-dealer or agent regarding the sale of our common stock by the selling stockholder.

The selling stockholders may decide not to sell any of our common stock described in this prospectus supplement. We cannot assure holders that the selling stockholders will use this prospectus supplement to sell any or all of our common stock. Any securities covered by this prospectus supplement which qualify for sale pursuant to Rule 144 or Rule 144A of the Securities Act may be sold under Rule 144 or Rule 144A rather than pursuant to this prospectus supplement. In addition, the selling stockholders may transfer, devise or gift the common stock by other means not described in this prospectus supplement.

With respect to a particular offering of our common stock, to the extent required, an accompanying prospectus supplement or, if appropriate, a post-effective amendment to the registration statement of which the prospectus accompanying this prospectus supplement is a part will be prepared and will set forth the following information:

- the common stock to be offered and sold;
- the name(s) of the selling stockholder(s);
- the respective purchase prices and public offering prices and other material terms of the offering;
- the names of any participating agents, broker-dealers or underwriters; and

any applicable commissions, discounts, concessions and other items constituting, compensation from the selling stockholder(s).

We will pay all of our expenses and specified expenses incurred by the selling stockholders incidental to the registration of the common stock, but each selling stockholder will be responsible for payment of commissions, concessions, fees and discounts of underwriters, broker-dealers and agents.

LEGAL MATTERS

Certain matters of Maryland law will be passed on for us by Venable LLP, Baltimore, Maryland.

EXPERTS

The (i) consolidated financial statements of Host Hotels & Resorts, Inc. as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, the schedule of Real Estate and Accumulated Depreciation as of December 31, 2015, and management s assessment of the effectiveness of Host Hotels & Resorts, Inc. s internal control over financial reporting as of December 31, 2015 and (ii) consolidated financial statements of Host Hotels & Resorts, L.P. as of December 31, 2015 and 2014, and for each of the years in the three-year period ended December 31, 2015, and the schedule of Real Estate and Accumulated Depreciation as of December 31, 2015, have been incorporated by reference herein in reliance upon the reports of KPMG LLP, independent registered public accounting firm, incorporated by reference herein, and upon the authority of said firm as experts in accounting and auditing.

The audit reports dated February 22, 2016 contain an explanatory paragraph that states Host Hotels & Resorts, Inc. or Host Hotels & Resorts, L.P. have changed their method of reporting discontinued operations as of January 1, 2014.

Table of Contents

INCORPORATION BY REFERENCE

The SEC allows us to incorporate by reference certain information we file with the SEC, which means that we can disclose important information to you by referring to other information we have filed with the SEC. The information that we incorporate by reference is considered a part of this prospectus supplement and information that we file later with the SEC prior to the termination of this offering will automatically update and supersede the information contained in this prospectus supplement. We are not, however, incorporating by reference any documents or portions thereof, whether specifically listed below or filed in the future, that are not deemed filed with the SEC. We incorporate by reference the documents listed below and any filings made by us with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus supplement and prior to the termination of this offering (in each case, other than information in such documents that is deemed not to be filed):

- the Combined Annual Report of Host Inc. and Host L.P. on Form 10-K for the fiscal year ended December 31, 2015 filed on February 22, 2016 (including information specifically incorporated by reference therein from our Proxy Statement for our 2016 Annual Meeting);

- the Current Report of Host Inc. on Form 8-K filed on February 17, 2016; and

- the description of our common stock included in the Registration Statement on Form 8-A of HMC Merger Corporation, filed on November 18, 1998, as amended on December 28, 1998.

The accompanying prospectus is part of a registration statement on Form S-3 we have filed with the SEC under the Securities Act. Neither this prospectus supplement nor the accompanying prospectus contains all of the information in the registration statement. We have omitted certain parts of the registration statement, as permitted by the rules and regulations of the SEC. You may inspect and copy the registration statement, including exhibits, at the SEC s Public Reference Room or on our website at http://www.hosthotels.com. Information contained on our website is not and should not be deemed a part of this prospectus supplement, the accompanying prospectus or any other report or filing filed with the SEC. Our statements in this prospectus supplement concerning the contents of any contract or other document are not necessarily complete. You should refer to the copy of each contract or other document we have filed as an exhibit to the registration statement for complete information.

Documents incorporated by reference are available from us without charge, excluding all exhibits unless we have specifically incorporated by reference the exhibit in this prospectus supplement and the accompanying prospectus. You may obtain documents incorporated by reference in this prospectus supplement and the accompanying prospectus by requesting them in writing or by telephone from:

Host Hotels & Resorts, Inc.

6903 Rockledge Drive, Suite 1500

Bethesda, Maryland 20817

Attn: Secretary

(240) 744-1000

Table of Contents

PROSPECTUS

Host Hotels & Resorts, Inc.

Common Stock, Preferred Stock, Depositary Shares,

Warrants and Subscription Rights

By this prospectus we may offer, from time to time, in one or more series or classes, the following securities:

- shares of our common stock;
- shares of our preferred stock;
- shares of our preferred stock represented by depositary shares;
- our warrants exercisable for common stock, preferred stock or depositary shares; and
- subscription rights evidencing the right to purchase any of the above securities.

This prospectus provides you with a general description of the securities we may offer. We may offer the offered securities, separately or together, in amounts, at prices and on terms determined at the time of the offering. We will provide you with specific terms of the applicable offered securities in supplements to this prospectus, which terms will include:

- in the case of our common stock, any initial public offering price;
- in the case of our preferred stock, the specific title and stated value, any dividend, liquidation, redemption, conversion, exchange, voting and other rights, and any initial public offering price;
- in the case of our preferred stock represented by depositary shares, the fractional share of preferred shares represented by such depositary share;

in the case of warrants to purchase our common stock, preferred stock or depositary shares, the duration, offering price, exercise price and detachability; and

in the case of subscription rights evidencing the right to purchase any of the above securities, the exchange and exercise price, the number of subscription rights issued to each stockholder and the transferability of such subscription rights.

In addition, a person may receive shares of our common stock (i) upon redemption of units of limited partnership interest, or OP units, in Host Hotels & Resorts, L.P., if, and to the extent that, the holder of such units elects to redeem its OP units and we elect to issue shares of our common stock in exchange for such OP units or (ii) upon the exchange of debentures issued and sold by Host Hotels & Resorts, L.P. We may use this prospectus to issue shares of common stock to such persons or, in other circumstances, the recipients of such common stock, whom we refer to as the selling stockholders, may use this prospectus to resell from time to time the shares of our common stock that we may issue to them. Host Hotels & Resorts, Inc. is the sole general partner of Host Hotels & Resorts, L.P. The registration of the shares of common stock to which this prospectus relates does not require any selling stockholder to sell any of its shares of common stock nor does it require us to issue any shares of common stock.

We will not receive any proceeds from any issuance of securities to the selling stockholders or from the sale of such securities by the selling stockholders, but we have agreed to pay certain registration expenses relating to such securities. The selling stockholders from time to time may offer and sell the securities held by them directly or through agents or broker-dealers on terms to be determined at the time of sale, as described in more detail in this prospectus and any accompanying prospectus supplements.

Each prospectus supplement may also add, update or change information contained in this prospectus, and will also contain information, where applicable, about the federal income tax considerations of, and any exchange listing of, the securities covered by the prospectus supplement.

To assist us in complying with certain federal income tax requirements applicable to real estate investment trusts, among other purposes, our charter contains certain restrictions relating to the transfer and ownership of our capital stock, including an ownership limit of 9.8% on our common stock. See Description of Capital Stock Restrictions on Transfer and Ownership beginning on page 8 of this prospectus.

Our securities may be offered directly, through agents designated from time to time by us, or to or through underwriters or dealers. In addition, the selling stockholders may offer and sell shares of our common stock from time to time, together or separately. If any agents or underwriters are involved in the sale of our securities, their names, and any applicable purchase price, fee, commission or discount arrangement between or among them, will be set forth, or will be calculable from the information set forth, in the applicable prospectus supplement. You should read this prospectus and any prospectus supplement carefully before you decide to invest. This prospectus may not be used to consummate sales of the offered securities unless it is accompanied by a prospectus supplement describing the method and terms of the offering of those offered securities.

Our common stock is traded on the New York Stock Exchange under the symbol HST. On April 15, 2016, the last reported sale price of our common stock was $16.21 per share.

Investing in the offered securities involves risks. **See Risk Factors on page 5 of this prospectus.**

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is April 18, 2016.

Table of Contents

You should rely only on the information contained in or incorporated by reference in this prospectus and in any prospectus supplement. Neither we, nor the selling stockholders, have authorized any other person to provide you with additional or different information. If anyone provides you with additional, different or inconsistent information, you should not rely on it. Neither we, nor the selling stockholders, are making an offer to sell, or soliciting an offer to buy, securities in any state where the offer or sale is not permitted. You should not assume that the information contained in this prospectus and in any prospectus supplement or in the documents incorporated herein or therein is accurate as of any date other than the date of this prospectus or such other documents, even though this prospectus and such prospectus supplement or supplements are delivered or securities are sold pursuant to the prospectus and such prospectus supplement or supplements at a later date. Since the respective dates of this prospectus and any accompanying prospectus supplement, our business, financial condition, results of operations and prospects might have changed.

This prospectus and the documents incorporated by reference herein contain registered trademarks, service marks and brand names that are the exclusive property of their respective owners, which are companies other than us, including Marriott®, Ritz-Carlton®, Hyatt®, Fairmont®, Hilton®, Renaissance®, Westin®, Sheraton®, W®, The Luxury Collection®, St. Regis®, Swissôtel®, Le Meridien®, Novotel®, ibis® and Pullman®. None of the owners of these trademarks, service marks or brand names, their affiliates or any of their respective officers, directors, agents or employees, is an issuer or underwriter of any of the securities registered on the registration statement, of which this prospectus forms a part. In addition, none of such persons has or will have any responsibility or liability for any information contained in this prospectus or the documents incorporated by reference herein.

TABLE OF CONTENTS

	Page
ABOUT THIS PROSPECTUS	ii
THE COMPANY	1
WHERE YOU CAN FIND MORE INFORMATION	1
INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE	1
FORWARD-LOOKING STATEMENTS	3
RISK FACTORS	5
USE OF PROCEEDS	5
RATIOS OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS	5
DESCRIPTION OF CAPITAL STOCK	6
DESCRIPTION OF DEPOSITARY SHARES	11
DESCRIPTION OF WARRANTS	15
DESCRIPTION OF SUBSCRIPTION RIGHTS	16
CERTAIN PROVISIONS OF MARYLAND LAW AND OF OUR CHARTER AND BYLAWS	18
MATERIAL FEDERAL INCOME TAX CONSIDERATIONS	22
SELLING STOCKHOLDERS	54

PLAN OF DISTRIBUTION	55
LEGAL MATTERS	58
EXPERTS	58

Table of Contents

ABOUT THIS PROSPECTUS

Host Hotels & Resorts, L.P. is a Delaware limited partnership operating through an umbrella partnership structure with Host Hotels & Resorts, Inc., a Maryland corporation (Host Inc.), as its sole general partner. Host Inc. operates as a self-managed and self-administered real estate investment trust (REIT). In addition to being the sole general partner, Host Inc. holds approximately 99% of the partnership interests in Host Hotels & Resorts, L.P. as of April 15, 2016. Unless stated otherwise or the context otherwise requires, references to Host Inc. mean Host Hotels & Resorts, Inc. and references to Host L.P. mean Host Hotels & Resorts, L.P. and its consolidated subsidiaries in cases where it is important to distinguish between Host Inc. and Host L.P. Host Inc. and Host L.P. file combined periodic reports with the Securities and Exchange Commission (the Commission or SEC), certain of which are incorporated by reference herein. We use the terms we, our or the Company to refer to Host Inc. and Host L.P. together, unless the context indicates otherwise.

This prospectus is part of an automatic shelf registration statement that we filed with the SEC as a well-known seasoned issuer as defined in Rule 405 under the Securities Act of 1933, as amended (the Securities Act), using a shelf registration process for the delayed offering and sale of securities pursuant to Rule 415 under the Securities Act. Under the shelf registration process, we or the selling stockholders may, from time to time, sell the offered securities described in this prospectus in one or more offerings. This prospectus provides you with a general description of the securities that we or the selling stockholders may offer. As allowed by SEC rules, this prospectus does not contain all the information you can find in the registration statement or the exhibits to the registration statement. Each time we or the selling stockholders sell securities, we or the selling stockholders will provide a prospectus supplement that will contain specific information about the terms of the offering. We may also provide a prospectus supplement to add, update or change information contained in this prospectus. If there is any inconsistency between the information in this prospectus and any applicable prospectus supplement, you should rely on the information in the applicable prospectus supplement. You should read both this prospectus and any prospectus supplement together with additional information described below under the heading Where You Can Find More Information before considering an investment in the securities offered by that prospectus supplement.

Table of Contents

THE COMPANY

Host Inc. is an S&P 500 and Fortune 500 company and is the largest lodging REIT and one of the largest owners of luxury and upper-upscale hotels. Host Inc. conducts its operations through Host L.P. and Host Inc. has the exclusive and complete responsibility for Host L.P. s day-to-day management and control. As of April 1, 2016, we own 92 properties in the United States and 11 properties internationally totaling approximately 56,000 rooms. The Company also holds non-controlling interests in six joint ventures, including one in Europe that owns 10 hotels with approximately 3,900 rooms.

The address of our principal executive office is 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland 20817. Our phone number is (240) 744-1000. Our Internet website address is www.hosthotels.com. Information found on, or otherwise accessible through, our website does not constitute part of this prospectus and does not constitute information incorporated by reference into this prospectus.

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), and, in accordance therewith, file annual, quarterly and current reports, proxy statements and other information with the Commission. Such reports and other information can be inspected and copied at the Public Reference Room of the Commission located at 100 F Street, N.E., Washington, D.C. 20549. Please call the Commission at 1-800-SEC-0330 for further information on the Public Reference Room. Copies of such materials can be obtained from the Public Reference Section of the Commission at prescribed rates. Such material may also be accessed electronically by means of the Commission s home page on the internet (http://www.sec.gov) and on our website (http://www.hosthotels.com). You can also inspect reports and other information Host Inc. files with the SEC at the office of the New York Stock Exchange, Inc., 20 Broad Street, New York, New York 10005.

This prospectus and any prospectus supplement are part of a registration statement that we filed with the SEC and do not contain all of the information in the registration statement. The full registration statement may be obtained from the SEC or us, as provided above. Forms of the documents establishing the terms of the offered securities are or may be filed as exhibits to the registration statement. Statements in this prospectus or any prospectus supplement about these documents are summaries and each statement is qualified in all respects by reference to the document to which it refers. You should refer to the actual documents for a more complete description of the relevant matters. You may inspect a copy of the registration statement at the SEC s Public Reference Room in Washington, D.C. or through the SEC s website, as provided above.

INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information that we file with it, which means that we can disclose important information to you by referring you to those documents. The information incorporated by reference is an important part of this prospectus and the information that we file later with the SEC may automatically update and supersede the information in this prospectus and the information we incorporated by reference. Any statement contained in a previously filed document incorporated by reference will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained in this prospectus or any prospectus supplement modifies or replaces that statement. We incorporate by reference the documents listed below and any filings made by us with the SEC pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act after the date of this prospectus and before we stop offering the securities under this prospectus (in each case, other than information in such documents that is deemed furnished and not filed with the SEC):

the Combined Annual Report of Host Inc. and Host L.P. on Form 10-K for the fiscal year ended December 31, 2015 filed on February 22, 2016 (including information specifically incorporated by reference therein from our Proxy Statement for our 2016 Annual Meeting);

Table of Contents

- the Current Report of Host Inc. on Form 8-K filed on February 17, 2016; and

- the description of our common stock included in the Registration Statement on Form 8-A of HMC Merger Corporation, filed on November 18, 1998, as amended on December 28, 1998.

We will provide to each person, including any beneficial owner, to whom this prospectus is delivered a copy of any or all of the information that we have incorporated by reference into this prospectus, but not delivered with this prospectus. To receive a free copy of any of the documents incorporated by reference in this prospectus, other than exhibits, unless they are specifically incorporated by reference in those documents, call or write to our Secretary, Host Hotels & Resorts, Inc., 6903 Rockledge Drive, Suite 1500, Bethesda, Maryland 20817, telephone: (240) 744-1000.

Table of Contents

FORWARD-LOOKING STATEMENTS

Information included and incorporated by reference in this prospectus and any accompanying prospectus supplement contains forward-looking statements that relate to our future performance and plans, results of operations, capital expenditures, expectations, acquisitions, divestitures and operating costs. Because these forward-looking statements involve numerous known and unknown risks and uncertainties, there are important factors that could cause our actual results to differ materially from those in the forward-looking statements, and you should not rely on the forward-looking statements as predictions of future events. Forward-looking statements are based on management s beliefs, assumptions made by, and information currently available to, management that may be incorrect or imprecise and we may not be able to realize them. These forward-looking statements are identified by their use of terms and phrases such as anticipate, believe, could, estimate, expect, intend, may, plan, predict, project, v similar terms and phrases, including references to assumptions and forecasts of future results.

The following factors, among others, could cause actual results and future events to differ materially from those set forth or contemplated in the forward-looking statements:

- the effect on lodging demand of (i) changes in national and local economic and business conditions, including concerns about the duration and strength of U.S. economic growth, global economic prospects and the value of the U.S. dollar, and (ii) other factors such as natural disasters, weather, pandemics, changes in the international political climate, and the occurrence or potential occurrence of terrorist attacks, all of which will affect occupancy rates at our hotels and the demand for hotel products and services;

- the impact of geopolitical developments outside the U.S., such as the pace of the economic recovery in Europe, the slowing of growth in emerging markets such as China and Brazil, or unrest in the Middle East, which could affect the relative volatility of global credit markets generally, global travel and lodging demand, including with respect to our foreign hotel properties;

- the continuing volatility in global financial and credit markets, and the impact of budget deficits and pending and future U.S investment strategies.

Sales efforts are conducted on a regional and product specialist basis. Members of the sales and marketing staff for the Institutional and Private Wealth Management business have an average of more than ten years of experience with us and focus on developing and maintaining direct, long-term relationships with their Institutional and Private Wealth Management clients. The firm will host its 27th Annual Client Conference in May 2012. This conference will be held at the Pierre Hotel in New York and will include presentations by our portfolio managers and analysts.

We act as a sub-advisor on certain funds for several large and well-known fund distributors. Sub-advisory clients are subject to business combinations, much the same as corporate clients, and this may result in the curtailment of product distribution or the termination of the relationship.

Investment advisory agreements for our Institutional and Private Wealth Management clients are typically subject to termination by the client without penalty on 30 days notice or less.

Open and Closed-End Funds: Funds Advisor provides advisory services to twenty-one open-end funds and ten closed-end funds. At December 31, 2011, we had $19.9 billion of AUM in open-end and closed-end funds, representing approximately 58.4% of our total AUM. Our equity funds and closed-end funds were $18.1 billion in AUM on December 31, 2011, 8.4% above the $16.7 billion on December 31, 2010.

GAMCO is the brand for our “Growth” business, which is primarily represented by The GAMCO Growth Fund, The GAMCO Global Growth Fund, and The GAMCO International Growth Fund. GAMCO also includes other distinct investment strategies and styles including our convertible securities, contrarian funds and covered call writing strategies.

The seven GAMCO branded open-end funds are:

GAMCO Growth
“ International Growth
“ Global Telecommunications
“ Global Growth
“ Global Opportunity
“ Vertumnus Fund
“ Mathers

The Gabelli brand represents our “Value” business, primarily representing our absolute return, research-driven Private Market Value (PMV) with a CatalystTM funds. The GAMCO Global Telecommunications Fund is a value portfolio but retains the GAMCO name. The Gabelli brand also includes The Gabelli Dividend Growth Fund and The Gabelli Focus Five Fund as well as most of the closed-end funds.

Open-end Funds

On December 31, 2011, we had $14.1 billion of AUM in twenty-one open-end funds. At year-end, of the open-end funds AUM having an overall rating from Morningstar, Inc. (“Morningstar”), 96% were ranked “three stars” or better, with approximately 62% ranked “five stars” or “four stars” on an overall basis (i.e., derived from a weighted average of the performance figures associated with their three, five, and ten year Morningstar Rating metrics). There can be no assurance, however, that these funds will be able to maintain such ratings or that past performance will be indicative of future results.

We market our open-end funds through third party distribution programs, particularly no-transaction fee ("NTF") programs, and have developed additional share classes for many of our funds for distribution through additional third party distribution channels. At December 31, 2011, third party distribution programs accounted for approximately 82% of all assets in open-end equity funds. At December 31, 2011, approximately 18% of our AUM in open-end, equity funds was sourced through direct sales relationships.

Closed-end Funds

We act as investment advisor to ten closed-end funds, all of which trade on the NYSE or its affiliated exchange: Gabelli Equity Trust (GAB), GDL Fund (GDL), Gabelli Multimedia Trust (GGT), Gabelli Healthcare & Wellness Rx Trust (GRX), Gabelli Convertible and Income Securities Fund (GCV), Gabelli Utility Trust (GUT), Gabelli Dividend & Income Trust (GDV), Gabelli Global Utility & Income Trust (GLU), GAMCO Global Gold, Natural Resources & Income Trust by Gabelli (GGN) and GAMCO Natural Resources, Gold & Income Trust by Gabelli (GNT). As of December 31, 2011, the ten Gabelli closed-end funds had total assets of $5.8 billion, representing 29.1% of the total assets in our Mutual Funds business.

The Gabelli Equity Trust, which raised $400 million through its initial public offering in August 1986, finished its 25th year with net assets of $1.3 billion. Since inception, the Gabelli Equity Trust has distributed $2.6 billion in cash to common shareholders through its 10% distribution policy and spawned three other closed-end funds, the Gabelli Multimedia Trust, the Gabelli Utility Trust and the Gabelli Healthcare & Wellness Rx Trust.

The Gabelli Dividend & Income Trust, launched in November 2003 had net assets of $1.9 billion as of December 31, 2011.

The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli (“GGN”) was launched in March 2005. During the years ended December 31, 2011 and 2010, GGN issued 18.7 million and 22.6 million common shares, respectively, through various “at the market offerings”. The net proceeds received from these various at the market offerings was approximately $317.5 million and $375.4 million, respectively. GGN filed a $750 million shelf registration statement with the SEC that became effective on February 4, 2011, enabling GGN to offer additional common and preferred shares. As of December 31, 2011, after taking into account the issuance of the preferred and common shares, GGN had approximately $440 million available for issuance under the shelf registration statement. GGN utilizes a covered call option writing program and had net assets of $1.2 billion as of December 31, 2011.

In January 2007, we launched The GDL Fund, a closed-end fund which seeks to achieve its investment objective by investing primarily in announced merger and acquisition transactions and, to a lesser extent, in corporate reorganizations involving stubs, spin-offs and liquidations. During 2009, The GDL Fund raised $96 million through a rights offering of Series A preferred shares. During 2011, The GDL Fund redeemed the Series A preferred shares and also raised $144 million through a rights offering of Series B preferred shares.

In January 2011, we started the GAMCO Natural Resources, Gold & Income Trust by Gabelli (“GNT”), a closed-end fund that seeks to achieve its investment objective by providing a high level of current income from interest, dividends and option premiums. This launch raised approximately $370 million in AUM.

In April 2011, the Gabelli Healthcare & WellnessRx Trust (“GRX”), a closed-end fund that seeks long-term growth of capital within the healthcare and wellness industries, raised $18 million through a rights offering of common shares.

In May 2011, the Gabelli Multimedia Trust (“GGT”), a closed-end fund that seeks long-term capital appreciation from equity investments in global telecommunications, media, publishing and entertainment industries, raised $31 million through a rights offering of common shares.

Investment Partnerships: We manage Investment Partnerships through our 93% majority-owned subsidiary, Gabelli Securities, Inc. ("GSI"). The Investment Partnerships consist primarily of limited partnerships and offshore funds. As of December 31, 2011, we had $605 million of Investment Partnership AUM.

We introduced our first investment partnership, a merger arbitrage partnership, in 1985. An offshore version of this strategy was added in 1989. Building on our strengths in global event-driven value investing, several new Investment Partnerships have been added to balance investors' geographic, strategy and sector needs. Today we offer a broad range of absolute return products. Within our merger arbitrage strategy, we manage approximately $483 million of assets for investors who seek positive returns not correlated to fluctuations of the general market. These funds seek to drive returns by investing in announced merger and acquisition transactions that are primarily dependent on deal closure and less on the overall market environment. In event-driven strategies, we manage $46 million of assets focused on the U.S. and Japanese markets. We also manage a series of sector-focused absolute return funds designed to offer investors a mechanism to diversify their portfolios by global economic sector rather than by geographic region. We currently offer three sector-focused portfolios: the Gabelli International Gold Fund Ltd., GAMA Select Energy Plus, L.P. and GAMCO Medical Opportunities, L.P. Venture capital activities are carried out through ALCE Partners, L.P. and Gabelli Multimedia Partners, L.P., both of which are currently closed to new investors.

Assets Under Management

The following table sets forth total AUM by product type as of the dates shown:

Assets Under Management
By Product Type
(Dollars in millions)

	At December 31,					% Change
	2007	2008	2009	2010	2011	2011/2010
Equity:						
Open-end Funds	$ 9,345	$ 6,139	$ 8,476	$ 11,252	$ 12,273	9.1 %
Closed-end Funds	6,341	3,792	4,609	5,471	5,799	6.0
Institutional & Private Wealth Management						
Direct	10,708	6,861	9,312	11,005	10,853	(1.4)
Sub-advisory	2,584	1,585	1,897	2,637	2,600	(1.4)
Investment Partnerships	460	295	305	515	605	17.5
SICAV (a)	-	-	-	-	105	n/m
Total Equity	29,438	18,672	24,599	30,880	32,235	4.4
Fixed Income:						
Money Market Mutual Funds	1,111	1,507	1,721	1,616	1,824	12.9
Institutional & Private Wealth Management	24	22	26	26	26	-
Total Fixed Income	1,135	1,529	1,747	1,642	1,850	12.7
Total AUM	$ 30,573	$ 20,201	$ 26,346	$ 32,522	$ 34,085	4.8
Breakdown of Total AUM:						
Funds	$ 16,797	$ 11,438	$ 14,806	$ 18,339	$ 19,896	8.5
Institutional & Private Wealth Management						
Direct	10,732	6,883	9,338	11,031	10,879	(1.4)
Sub-advisory	2,584	1,585	1,897	2,637	2,600	(1.4)
Investment Partnerships	460	295	305	515	605	17.5
SICAV (a)	-	-	-	-	105	n/m
Total AUM	$ 30,573	$ 20,201	$ 26,346	$ 32,522	$ 34,085	4.8 %

(a) Includes $100 million of proprietary capital.

Summary of Investment Products

We manage assets in the following wide spectrum of investment products and strategies, many of which are focused on fast-growing areas:

U.S. Equities:	Global and International Equities:	Investment Partnerships:
All Cap Value	International Growth	Merger Arbitrage
Large Cap Value	Global Growth	U.S. Long/Short
Large Cap Growth	Global Value	Global Long/Short
Mid Cap Value	Global Telecommunications	Japanese Long/Short
Small Cap Value	Multimedia	Sector-Focused
Small Cap Growth	Gold	- Energy
Micro Cap		- Gold
Natural Resources	U.S. Fixed Income:	- Medical Opportunities
Income	Corporate	Merchant Banking
Utilities	Government	
Non-Market Correlated	Asset-backed	
Options Income	Intermediate	
	Short-term	
Convertible Securities:		U.S. Balanced:
U.S. Convertible Securities		Balanced Growth
Global Convertible Securities		Balanced Value

During 2011, we continued to develop the skills of our investment team by allocating firm capital to incubate investment strategies. Historically, this began with a capital structure arbitrage strategy (2004) and now includes a merger-arbitrage and a global trading strategy.

Additional Information on Mutual Funds

Through Funds Advisor, we act as advisor to all of the Funds, except with respect to the Gabelli Capital Asset Fund for which we act as a sub-advisor. Guardian Investment Services Corporation, an unaffiliated company, acts as manager.

Shareholders of the open-end funds are allowed to exchange shares among the same class of shares of the other open-end funds as economic and market conditions and investor needs change at no additional cost. However, as noted below, certain open-end funds impose a 2% redemption fee on shares redeemed in seven days or less after a purchase. We periodically introduce new funds designed to complement and expand our investment product offerings, respond to competitive developments in the financial marketplace and meet the changing needs of investors.

Our marketing efforts for the open-end funds are currently focused on increasing the distribution and sales of our existing funds as well as creating new products for sale through our distribution channels. We believe that our marketing efforts for the funds will continue to generate additional revenues from investment advisory fees. We have traditionally distributed most of our open-end funds by using a variety of direct response marketing techniques, including telemarketing and advertising, and as a result we maintain direct relationships with many of our no-load open-end fund customers. Beginning in late 1995, we expanded our product distribution by offering several of our open-end funds through third party distribution programs, including NTF programs. In 1998 and 1999, we further expanded these efforts to include substantially all of our open-end funds in third party distribution programs. More than 18% of the AUM in the open-end funds are still attributable to our direct response marketing efforts. Third party distribution programs have become an increasingly important source of asset growth for us. Of the $12.3 billion of AUM in the open-end equity funds as of December 31, 2011, approximately 82% were generated through third party distribution programs. We are responsible for paying the service and distribution fees charged by many of the third party distribution programs, although a portion of such service fees under certain circumstances are payable by the funds. During 2000, we completed development of additional classes of shares for many of our funds for sale through national brokerage and investment firms and other third party distribution channels on a commission basis. The multi-class shares are available in all of the Gabelli Funds, except for the Gabelli Capital Asset Fund and the GAMCO Mathers Fund. We believe that the use of multi-class share products will expand the distribution of Gabelli Fund products into the advised sector of the mutual fund investment community. During 2003, we introduced Class I shares, which are no-load shares with higher minimum initial investment and without distribution fees available directly through Funds Distributor or brokers that have entered into selling agreements specifically with respect to Class I shares. The no-load shares are designated as Class AAA shares and are available for new and current investors. In general, distribution through third party distribution programs has greater variable cost components and lower fixed cost components than distribution through our traditional direct sales methods.

We provide investment advisory and management services pursuant to an investment management agreement with each fund. The investment management agreements with the funds generally provide that we are responsible for the overall investment and administrative services, subject to the oversight of each fund's Board of Directors or Trustees and in accordance with each fund's fundamental investment objectives and policies. The investment management agreements permit us to enter into separate agreements for administrative and accounting services on behalf of the respective funds.

Our affiliated advisors provide the funds with administrative services pursuant to the management contracts. Such services include, without limitation, supervision of the calculation of net asset value, preparation of financial reports for shareholders of the funds, internal accounting, tax accounting and reporting, regulatory filings and other services. Most of these administrative services are provided through sub-contracts with unaffiliated third parties. Transfer agency and custodial services are provided directly to the funds by unaffiliated third parties.

Our funds' investment management agreements may continue in effect from year to year only if specifically approved at least annually by (i) the fund's Board of Directors or Trustees or (ii) the fund's shareholders and, in either case, the vote of a majority of the fund's directors or trustees who are not parties to the agreement or "interested persons" of any such party, within the meaning of the Investment Company Act of 1940 as amended (the "Company Act"). Each fund may terminate its investment management agreement at any time upon 60 days' written notice by (i) a vote of the majority of the Board of Directors or Trustees cast in person at a meeting called for the purpose of voting on such termination or (ii) a vote at a meeting of shareholders of the lesser of either 67% of the voting shares represented in person or by proxy or 50% of the outstanding voting shares of such Fund. Each investment management agreement automatically terminates in the event of its assignment, as defined in the Company Act. We may terminate an investment management agreement without penalty on 60 days' written notice.

Mutual Fund Distribution, Institutional Research, Brokerage and Underwriting

Gabelli & Company, the wholly-owned subsidiary of our 93% majority-owned subsidiary GSI, is a broker-dealer registered under the Securities Exchange Act of 1934 and is regulated by the Financial Industry Regulatory Authority ("FINRA"). Gabelli & Company's revenues are derived primarily from institutional research services and through July 31, 2011, distribution fees, underwriting fees and selling concessions. G.distributors, a wholly-owned subsidiary, is a broker-dealer registered under the Securities Exchange Act of 1934 and is regulated by FINRA. G.distributors' revenues, effective August 1, 2011, are derived primarily from the distribution of our open-end funds.

Mutual Fund Distribution

Until July 31, 2011, Gabelli & Company and effective August 1, 2011, G.distributors, distributes our open-end funds pursuant to distribution agreements with each fund. Under each distribution agreement with an open-end fund, G.distributors offers and sells such open-end fund's shares on a continuous basis and pays the majority of the costs of marketing and selling the shares, including printing and mailing prospectuses and sales literature, advertising and maintaining sales and customer service personnel and sales and services fulfillment systems, and payments to the sponsors of third party distribution programs, financial intermediaries and G.distributors sales personnel. G.distributors receives fees for such services pursuant to distribution plans adopted under provisions of Rule 12b-1 ("12b-1") of the Company Act. Distribution fees from the open-end funds are computed daily based on average net assets. Distribution fees from the open-end funds amounted to $39.7 million, $29.0 million and $20.8 million for the years ended December

31, 2011, 2010 and 2009, respectively. G.distributors is the principal underwriter for funds distributed in multiple classes of shares which carry either a front-end or back-end sales charge. Underwriting fees and sales charges retained amounted to $3.3 million, $1.9 million and $946,000 for the years ended December 31, 2011, 2010 and 2009, respectively.

Under the distribution plans, the open-end Class AAA shares of the funds (except The Gabelli U.S. Treasury Money Market Fund, Gabelli Capital Asset Fund and The Gabelli ABC Fund) and the Class A and ADV shares of various funds pay G.distributors a distribution or service fee of .25% per year (except the Class A shares of the GAMCO Westwood Funds and Gabelli Enterprise Mergers & Acquisition Fund which pay .50% and 0.45% per year, respectively, and the GAMCO Westwood Intermediate Bond Fund which pays .35%) on the average daily net assets of the fund. Class B and Class C shares have a 12b-1 distribution plan with a service and distribution fee totaling 1%. G.distributors' distribution agreements with the funds may continue in effect from year to year only if specifically approved at least annually by (i) the fund's Board of Directors or Trustees or (ii) the fund's shareholders and, in either case, the vote of a majority of the fund's directors or trustees who are not parties to the agreement or "interested persons" of any such party, within the meaning of the Company Act. Each fund may terminate its distribution agreement, or any agreement thereunder, at any time upon 60 days' written notice by (i) a vote of the majority of its directors or trustees cast in person at a meeting called for the purpose of voting on such termination or (ii) a vote at a meeting of shareholders of the lesser of either 67% of the voting shares represented in person or by proxy or 50% of the outstanding voting shares of such fund. Each distribution agreement automatically terminates in the event of its assignment, as defined in the Company Act. G.distributors may terminate a distribution agreement without penalty upon 60 days' written notice.

G.distributors also offers our open-end Fund products through our website, www.gabelli.com, where directly registered mutual fund investors can access their personal account information and buy, sell and exchange Fund shares. Fund prospectuses, quarterly reports, fund applications, daily net asset values and performance charts are all available online.

Institutional Research Services

Gabelli & Company provides institutional investors with investment ideas on numerous industries and special situations, with a particular focus on small-cap and mid-cap companies. Our research analysts are industry-focused, following sectors that stem from our core competencies. They are experts on their industries, and look at companies of all market capitalizations on a global basis. Their financial models look five years into the past, and project five years forward, to understand earnings power and free cash flow. They look for growing companies, with improving balance sheets and shareholder-sensitive management. The primary function of the research team is to gather data, array the data, and then project and interpret data from which investment decisions can be made. The objective of the institutional research services is to provide superior investment ideas to investment decision makers.

Analysts are generally assigned to research teams, coordinated by a senior analyst, in order to enhance idea cross-fertilization and more efficiently share knowledge acquired in related industry subsectors. Our teams are broken down into Media and Telecom, which includes cable, telecommunications, broadcasting, publishing, advertising, and entertainment, Gabelli Green, which researches investment opportunities in clean and renewable energy, Consumer, Health and Wellness, Aerospace and Capital Goods, Natural Resources and Financial Services.

Gabelli & Company generates institutional research services revenues through brokerage activities from securities transactions executed on an agency basis on behalf of institutional and private wealth management clients as well as from retail customers and mutual funds. Institutional research services revenues totaled $14.3 million, $16.6 million, and $16.7 million for the years ended December 31, 2011, 2010 and 2009, respectively. Gabelli & Company continues to pursue expansion of such activities.

Underwriting

During 2011, Gabelli & Company participated as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli and acted as Dealer Manager for The GDL Fund's Series B Cumulative Puttable and Callable Preferred Share Rights Offering. During 2010, Gabelli & Company acted as underwriter in the Gabelli Healthcare & WellnessRx Trust offering of 5.76% Series A Cumulative Preferred shares and as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli. In 2009, Gabelli & Company acted as the Dealer Manager for The GDL Fund’s Series A Cumulative Callable Preferred Share Rights Offering and as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli.

Competition

We compete with other investment management firms and mutual fund companies, insurance companies, banks, brokerage firms and other financial institutions that offer products that have similar features and investment objectives to those offered by us. Many of the investment management firms with which we compete are subsidiaries of large diversified financial companies. Many others are much larger in terms of AUM and revenues and, accordingly, have much larger sales organizations and marketing budgets. Historically, we have competed primarily on the basis of the long-term investment performance of many of our investment products. However, we have taken steps to increase our distribution channels, brand name awareness and marketing efforts.

The market for providing investment management services to Institutional and Private Wealth Management clients is also highly competitive. Approximately 33% of our investment advisory fee revenue for the year ended December 31, 2011 was derived from our Institutional and Private Wealth Management. Selection of investment advisors by U.S. institutional investors is often subject to a screening process and to favorable recommendations by investment industry consultants. Many of these investors require their investment advisors to have a successful and sustained performance record, often five years or longer and also focus on one-year and three-year performance records. We have significantly increased our AUM on behalf of U.S. institutional investors since our entry into the institutional asset management business in 1977. At the current time, we believe that our investment performance record would be attractive to potential new Institutional and Private Wealth Management clients. However, no assurance can be given that our efforts to obtain new business will be successful.

Intellectual Property

Service marks and brand name recognition are important to our business. We have rights to the service marks under which our products are offered. We have registered certain service marks in the United States and will continue to do so as new trademarks and service marks are developed or acquired. We have rights to use the "Gabelli" name, the "GAMCO" name, and other names. Pursuant to an assignment agreement, Mr. Gabelli has assigned to us all of his rights, title and interests in and to the "Gabelli" name for use in connection with investment management services, mutual funds and securities brokerage services. However, under the agreement, Mr. Gabelli will retain any and all rights, title and interests he has or may have in the "Gabelli" name for use in connection with (i) charitable foundations controlled by Mr. Gabelli or members of his family and (ii) entities engaged in private investment activities for Mr. Gabelli or members of his family. In addition, the funds managed by Mr. Gabelli outside GBL have entered into a license agreement with us permitting them to continue limited use of the "Gabelli" name under specified circumstances. We have taken, and will continue to take, action to protect our interests in these service marks.

Regulation

Virtually all aspects of our businesses are subject to various federal, state and foreign laws and regulations. These laws and regulations are primarily intended to protect investment advisory clients and shareholders of investment funds, the markets and customers of broker-dealers. Under such laws and regulations, agencies that regulate investment advisors and broker-dealers have broad powers, including the power to limit, restrict or prohibit such an advisor or broker-dealer from carrying on its business in the event that it fails to comply with such laws and regulations. In such an event, the possible sanctions that may be imposed include civil and criminal liability, the suspension of individual employees, injunctions, limitations on engaging in certain lines of business for specified periods of time, revocation of the investment advisor and other registrations, censures, and fines.

Our business is subject to extensive regulation at the federal, state and foreign level by the SEC and other regulatory bodies. Certain of our subsidiaries are registered with the SEC under the Investment Advisers Act of 1940 ("Advisers Act"), and the funds are registered with the SEC under the Company Act. We also have subsidiaries that are registered as broker-dealers with the SEC and are subject to regulation by FINRA and various states.

The subsidiaries of GBL that are registered with the Commission under the Advisers Act (Funds Advisor, Gabelli Fixed Income LLC, GAMCO and GSI) are regulated by and subject to examination by the SEC. The Advisers Act imposes numerous obligations on registered investment advisors including fiduciary duties, disclosure obligations and record keeping, operational and marketing requirements. The Commission is authorized to institute proceedings and impose sanctions for violations of the Advisers Act, ranging from censure to termination of an investment advisor's registration. The failure of an advisory subsidiary to comply with the requirements of the SEC could have a material adverse effect on us.

We derive a substantial majority of our revenues from investment advisory services through our various investment management agreements. Under the Advisers Act, our investment management agreements may not be assigned without the client's consent. Under the Company Act, advisory agreements with registered investment companies such as our Funds terminate automatically upon assignment. The term "assignment" is broadly defined and includes direct as well as assignments that may be deemed to occur, under certain circumstances, upon the transfer, directly or indirectly, of a controlling interest in GBL.

In their capacities as broker-dealers, Gabelli & Company and G.distributors are required to maintain certain minimum net capital and cash reserves for the benefit of their customers. Gabelli & Company's and G.distributors' net capital, as defined, met or exceeded all minimum requirements as of December 31, 2011. Gabelli & Company and G.distributors are also subject to periodic examination by FINRA, the SEC and the states.

Subsidiaries of GBL are subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and to regulations promulgated thereunder, insofar as they are "fiduciaries" under ERISA with respect to certain of their clients. ERISA and applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code"), impose certain duties on persons who are fiduciaries under ERISA and prohibit certain transactions involving ERISA plan clients. Our failure to comply with these requirements could have a material adverse effect on us.

Investments by GBL and on behalf of our advisory clients and investment funds often represent a significant equity ownership position in an issuer's class of stock. As of December 31, 2011, we had five percent or more beneficial ownership with respect to 112 equity securities. This activity raises frequent regulatory, legal, and disclosure issues regarding our aggregate beneficial ownership level with respect to portfolio securities, including issues relating to issuers' shareholder rights plans or "poison pills," and various federal and state regulatory limitations, including state gaming laws and regulations, federal communications laws and regulations and federal and state public utility laws and regulations, as well as federal proxy rules governing shareholder communications and federal laws and regulations regarding the reporting of beneficial ownership positions. Our failure to comply with these requirements could have a material adverse effect on us.

The USA Patriot Act of 2001 contains anti-money laundering and financial transparency laws and mandates the implementation of various new regulations applicable to broker-dealers, mutual funds and other financial services companies, including standards for verifying client identification at account opening, and obligations to monitor client transactions and report suspicious activities. Anti-money laundering laws outside of the U.S. contain some similar provisions. Our failure to comply with these requirements could have a material adverse effect on us.

We and certain of our affiliates are subject to the laws of non-U.S. jurisdictions and non-U.S. regulatory agencies or bodies. In connection with our opening of an office in London and our plans to market certain products in Europe, we are required to comply with the laws of the United Kingdom and other European countries regarding these activities. Our subsidiary, GAMCO Asset Management (UK) Limited, is regulated by the Financial Services Authority ("FSA"). In connection with our registration in the United Kingdom, we have minimum capital requirements that have been consistently met or exceeded. Several of our investment funds are organized under the laws of foreign jurisdictions and subject to regulation. We opened research offices in Shanghai, Hong Kong and Tokyo and therefore are subject to national and local laws in those jurisdictions. We are subject to requirements in numerous jurisdictions regarding reporting of beneficial ownership positions in securities issued by companies whose securities are publicly-traded in those countries.

Regulatory matters

The investment management industry is likely to continue facing a high level of regulatory scrutiny and become subject to additional rules designed to increase disclosure, tighten controls and reduce potential conflicts of interest. In addition, the Commission has substantially increased its use of focused inquiries which request information from investment advisors and a number of fund complexes regarding particular practices or provisions of the securities laws. We participate in some of these inquiries in the normal course of our business. Changes in laws, regulations and administrative practices by regulatory authorities, and the associated compliance costs, have increased our cost structure and could in the future have a material adverse impact. Although we have installed procedures and utilize the services of experienced administrators, accountants and lawyers to assist us in adhering to regulatory guidelines and satisfying these requirements, and maintain insurance to protect ourselves in the case of client losses, there can be no assurance that the precautions and procedures that we have instituted and installed, or the insurance that we maintain to protect ourselves in case of client losses, will protect us from potential liabilities.

See item 3 below.

Personnel

On February 29, 2012, we had a full-time staff of 218 individuals, of whom 69 served in the portfolio management, research and trading areas (including 20 portfolio managers for the Mutual Funds, Institutional and Private Wealth Management and Investment Partnerships), 77 served in the marketing and shareholder servicing areas and 72 served in the administrative area.

ITEM 1A: RISK FACTORS

We caution the reader that the following risks and those risks described elsewhere in this report and in our other SEC filings, as well as other potential risks which we cannot currently identify or describe, could have a material adverse effect on our business, prospects, financial condition, results of operations or cash flow.

Risks Related to Our Industry

Changes in laws or regulations or in governmental policies and compliance with existing laws or regulations could limit the sources and amounts of our revenues, increase our costs of doing business, decrease our profitability and materially and adversely affect our business.

Our business is subject to extensive regulation in the United States, primarily at the federal level, including regulation by the SEC under the Company Act and the Advisers Act as well as other securities laws, by the Department of Labor under ERISA, and regulation by FINRA and state regulators. The Funds managed by Funds Advisor are registered with the SEC as investment companies under the Company Act. The Advisers Act imposes numerous obligations on investment advisors, including record-keeping, advertising and operating requirements, fiduciary and disclosure obligations, custodial requirements and prohibitions on fraudulent activities. The Company Act imposes similar obligations, as well as additional detailed operational requirements, on registered investment companies and investment advisors. In addition, our businesses are also subject to regulation by the Financial Services Authority in the United Kingdom, and we are also subject to the laws of other non-U.S. jurisdictions and non-U.S. regulatory agencies or bodies.

Our failure to comply with applicable laws or regulations could result in fines, censure, suspensions of personnel or other sanctions, including revocation of our subsidiaries' registrations as an investment advisor or broker-dealer. Industry regulations are designed to protect our clients and investors in our funds and other third parties who deal with us and to ensure the integrity of the financial markets. Our industry is frequently altered by new laws or regulations and by revisions to, and evolving interpretations of, existing laws and regulations, both in the U.S. and in other nations. Changes in laws or regulations or in governmental policies could limit the sources and amounts of our revenues including but not limited to distribution revenue under the Company Act, increase our costs of doing business, decrease our profitability and materially and adversely affect our business.

To the extent we are forced to compete on the basis of price, we may not be able to maintain our current fee structure.

The investment management business is highly competitive and has relatively low barriers to entry. To the extent we are forced to compete on the basis of price, we may not be able to maintain our current fee structure. Although our investment management fees vary from product to product, historically we have competed primarily on the performance of our products and not on the level of our investment management fees relative to those of our competitors. In recent years, however, there has been a trend toward lower fees in the investment management industry. In order to maintain our fee structure in a competitive environment, we must be able to continue to provide clients with investment returns and service that make investors willing to pay our fees. In addition, the board of directors or trustees of each fund managed by Funds Advisor must make certain findings as to the reasonableness of its fees. We cannot be assured that we will succeed in providing investment returns and service that will allow us to maintain our current fee structure. Fee reductions on existing or new business could have an adverse effect on our profit margins and results of operations.

We derive a substantial portion of our revenues from contracts that may be terminated on short notice.

A substantial majority of our revenues are derived from investment management agreements and distribution arrangements. Investment management agreements and distribution arrangements with the Funds are terminable without penalty on 60 days' notice (subject to certain additional procedural requirements in the case of termination by a Fund) and must be specifically approved at least annually, as required by law. Such annual renewal requires, among other things, approval by the disinterested members of each Fund's board of directors or trustees. Investment advisory agreements with our Institutional and Private Wealth Management clients are typically terminable by the client without penalty on 30 days' notice or less. Any failure to renew or termination of a significant number of these agreements or arrangements would have a material adverse effect on us.

Investors in the open-end funds can redeem their investments in these funds at any time without prior notice, which could adversely affect our earnings.

Open-end fund investors may redeem their investments in those funds at any time without prior notice. Investors may reduce the aggregate amount of AUM for any number of reasons, including investment performance, changes in prevailing interest rates and financial market performance. In a declining stock market, the pace of mutual fund redemptions could accelerate. Poor performance relative to other asset management firms tends to result in decreased purchases of mutual fund shares and increased redemptions of mutual fund shares. The redemption of investments in mutual funds managed by Funds Advisor would adversely affect our revenues, which are substantially dependent upon the AUM in our funds. If redemptions of investments in mutual funds caused our revenues to decline, it could have a material adverse effect on our earnings.

Certain changes in control of our company would automatically terminate our investment management agreements with our clients, unless our Institutional and Private Wealth Management clients consent and, in the case of fund clients, the funds' boards of directors and shareholders vote to continue the agreements, and could prevent us for a two-year period from increasing the investment advisory fees we are able to charge our mutual fund clients.

Under the Company Act, an investment management agreement with a fund must provide for its automatic termination in the event of its assignment. The fund's board and shareholders must vote to continue the agreement following its assignment, the cost of which ordinarily would be borne by us. Under the Advisers Act, a client's investment management agreement may not be "assigned" by the investment advisor without the client's consent. An investment management agreement is considered to be assigned to another party when a controlling block of the advisor's securities is transferred. In our case, an assignment of our investment management agreements may occur if, among other things, we sell or issue a certain number of additional common shares in the future. We cannot be certain that our clients will consent to assignments of our investment management agreements or approve new agreements with us if an assignment occurs. Under the Company Act, if a fund's investment advisor engages in a transaction that results in the assignment of its investment management agreement with the fund, the advisor may not impose an "unfair burden" on that fund as a result of the transaction for a two-year period after the transaction is completed. The term "unfair burden" has been interpreted to include certain increases in investment advisory fees. This restriction may discourage potential purchasers from acquiring a controlling interest in our company.

Regulatory developments designed to increase oversight of private funds may adversely affect our business.

The SEC has adopted a rule that increased from $1.0 million to $1.5 million the net worth requirement for individuals to be treated as accredited investors for the purpose of investing in private funds. The SEC may also propose or enact other rules designed to increase oversight by the SEC of private funds or restrict investment in them. Any regulations applicable to private funds that may be adopted could have an impact on our operations, and may adversely affect our private fund business and decrease our future income.

A decline in the prices of securities would lead to a decline in our AUM, revenues and earnings.

Substantially all of our revenues are directly related to the amount of our AUM. Under our investment advisory contracts with our clients, the investment advisory fees we receive are typically based on the market value of AUM. In addition, we receive asset-based distribution and/or service fees with respect to the open-end funds managed by Funds Advisor or Teton Advisors, Inc. ("Teton") over time pursuant to distribution plans adopted under provisions of Rule 12b-1 under the Company Act. Rule 12b-1 fees typically are based on the average AUM and represented approximately 12.1%, 10.3% and 9.5% of our total revenues for the years ended December 31, 2011, 2010 and 2009, respectively. Accordingly, a decline in the prices of securities generally may cause our revenues and net income to decline by either causing the value of our AUM to decrease, which would result in lower investment advisory and Rule 12b-1 fees, or causing our clients to withdraw funds in favor of investments they perceive to offer greater opportunity or lower risk, which would also result in lower fees. The securities markets are highly volatile, and securities prices may increase or decrease for many reasons beyond our control, including but not limited to economic and political events, war (whether or not directly involving the U.S.), acts of terrorism, unanticipated changes in currency exchange rates, interest rates, inflation rates, the yield curve, defaults by derivative counterparties, bond default risks, the sovereign debt crisis in Europe and other factors that are difficult or impossible to predict. If a decline in securities prices caused our revenues to decline, it could have a material adverse effect on our earnings.

Catastrophic and unpredictable events could have a material adverse effect on our business.

A terrorist attack, political unrest, war (whether or not directly involving the U.S.), power failure, cyber-attack, technology failure, natural disaster or many other possible catastrophic or unpredictable events could adversely affect our future revenues, expenses and earnings by, among other things: causing disruptions in U.S., regional or global economic conditions; interrupting our normal business operations; inflicting employee casualties, including loss of our key executives; requiring substantial expenditures and expenses to repair, replace and restore normal business operations; and reducing investor confidence.

We have a disaster recovery plan to address certain contingencies, but it cannot be assured that this plan will be effective or sufficient in responding to, eliminating or ameliorating the effects of all disaster scenarios. If our employees or vendors we rely upon for support in a catastrophic event are unable to respond adequately or in a timely manner, we may lose clients resulting in a decrease in AUM which may have a material adverse effect on revenues and net income.

Risks Related to Our Business

Control by Mr. Gabelli of a majority of the combined voting power of our common stock may give rise to conflicts of interests.

Since our Offering in 1999, Mr. Gabelli, through his control and majority ownership of GGCP, has beneficially owned a majority of our outstanding Class B Stock, representing 95% of voting control. As long as Mr. Gabelli indirectly beneficially owns a majority of the combined voting power of our common stock, he will have the ability to elect all of the members of our Board of Directors and thereby control our management and affairs, including determinations with respect to acquisitions, dispositions, borrowings, issuances of common stock or other securities, and the declaration and payment of dividends on the common stock. In addition, Mr. Gabelli will be able to determine the outcome of matters submitted to a vote of our shareholders for approval and will be able to cause or prevent a change in control of our company. As a result of Mr. Gabelli's control, none of our agreements with Mr. Gabelli and other companies controlled by him can be assumed to have been arrived at through “arm's-length” negotiations, although we believe that the parties endeavor to implement market-based terms. There can be no assurance that we would not have received more favorable terms from an unaffiliated party.

On February 6, 2008, Mr. Gabelli entered into an amended and restated employment agreement (the "2008 Employment Agreement") with the Company, which was initially approved by the Company's shareholders on November 30, 2007 and approved again on May 6, 2011, and which limits his activities outside of the Company. Under the 2008 Employment Agreement, the manner of computing Mr. Gabelli's remuneration from GAMCO is unchanged.

Mr. Gabelli has agreed that while he is employed by us he will not provide investment management services outside of GAMCO, except for certain permitted accounts. These permitted accounts held assets at December 31, 2011 and 2010 of approximately $109.6 million and $91.8 million, respectively. Mr. Gabelli continues to be a member of the team that manages the GAMCO Westwood Mighty MitesSM Fund, whose advisor, Teton, was spun-off from GBL in March 2009. The assets in the GAMCO Mighty MitesSM Fund at December 31, 2011 were $565.1 million. The 2008 Employment Agreement may not be amended without the approval of the Compensation Committee and Mr. Gabelli.

We depend on Mr. Gabelli and other key personnel.

We are dependent on the efforts of Mr. Gabelli, our Chairman of the Board, Chief Executive Officer and the primary portfolio manager for a significant majority of our AUM. The loss of Mr. Gabelli's services would have a material adverse effect on us.

In addition to Mr. Gabelli, our future success depends to a substantial degree on our ability to retain and attract other qualified personnel to conduct our investment management business. The market for qualified portfolio managers is extremely competitive and has grown more so in recent periods as the investment management industry has experienced growth. We anticipate that it will be necessary for us to add portfolio managers and investment analysts as we further diversify our investment products and strategies. There can be no assurance, however, that we will be successful in our efforts to recruit and retain the required personnel. In addition, our investment professionals and senior marketing personnel have direct contact with our Institutional and Private Wealth Management clients, which can lead to strong client relationships. The loss of these personnel could jeopardize our relationships with certain Institutional and Private Wealth Management clients, and result in the loss of such accounts. The loss of key management professionals or the inability to recruit and retain sufficient portfolio managers and marketing personnel could have a material adverse effect on our business.

There may be adverse effects on our business from a decline in the performance of the securities markets.

Our results of operations are affected by many economic factors, including the performance of the securities markets. During the 1990s, unusually favorable and sustained performance of the U.S. securities markets, and the U.S. equity market in particular, attracted substantial inflows of new investments in these markets and has contributed to significant market appreciation which has, in turn, led to an increase in our AUM and revenues. More recently, the securities markets in general have experienced significant volatility, and such volatility may continue or increase in the future. At December 31, 2011, approximately 95% of our AUM were invested in portfolios consisting primarily of equity securities. Any decline in the securities markets, in general, and the equity markets, in particular, could reduce our AUM and consequently reduce our revenues. In addition, any such decline in the equity markets, failure of these markets to sustain their prior levels of growth, or continued short-term volatility in these markets could result in investors withdrawing from the equity markets or decreasing their rate of investment, either of which would be likely to adversely affect us. Also, from time to time, a relatively high proportion of the assets we manage may be concentrated in particular economic or industry sectors. A general decline in the performance of securities in those industry sectors could have an adverse effect on our AUM and revenues.

Possibility of losses associated with proprietary investment activities.

Currently, we maintain large proprietary investment positions in securities. Market fluctuations and other factors may result in substantial losses in our proprietary accounts, which could have an adverse effect on our balance sheet, reduce our ability or willingness to make new investments or impair our credit ratings.

Future investment performance could reduce revenues and other income.

Success in the investment management and mutual fund businesses is dependent on investment performance as well as distribution and client servicing. Good performance generally stimulates sales of our investment products and tends to keep withdrawals and redemptions low, which generates higher management fees (which are based on the amount of AUM). Conversely, poor performance, both in absolute terms and/or relative to peers and industry benchmarks, tends to result in decreased sales, increased withdrawals and redemptions in the case of the open-end Funds, and in the loss of Institutional and Private Wealth Management clients, with corresponding decreases in revenues to us. Many analysts of the mutual fund industry believe that investment performance is the most important factor for the growth of open and closed-end funds, such as those we offer. Failure of our investment products to perform well or failure of the Funds to maintain ratings or rankings could, therefore, have a material adverse effect on us.

In addition, when our investment products experience strong results relative to the market or other asset classes, clients' investments in our products may increase beyond their target levels, and we could, therefore, suffer withdrawals as our clients rebalance their investments to fit their asset allocation preferences.

Loss of significant Institutional and Private Wealth Management accounts could affect our revenues.

We had approximately 1,700 Institutional and Private Wealth Management accounts as of December 31, 2011, of which the ten largest accounts generated approximately 7% of our total revenues during the year ended December 31, 2011. Account turnover for any reason would have an adverse effect on our revenues. Notwithstanding performance, we have from time to time experienced account turnover of large Institutional and Private Wealth Management accounts as a result of corporate mergers and restructurings, and we could continue to lose accounts under these or other circumstances.

A decline in the market for closed-end funds could reduce our ability to raise future assets to manage.

Market conditions may preclude us from increasing the assets we manage in closed-end funds. A significant portion of our recent growth in the assets we manage has resulted from public offerings of the common and preferred shares of closed-end funds. We have raised approximately $3.4 billion in gross assets through closed-end fund offerings since January 2004. The market conditions for these offerings may not be as favorable in the future, which could adversely impact our ability to grow our AUM and our revenue.

We rely on third party distribution programs.

Since 1996, we have experienced significant growth in sales of our open-end funds through third party distribution programs, which are programs sponsored by third party intermediaries that offer their mutual fund customers a variety of competing products and administrative services. Most of the sales growth from our third party distribution programs is from programs with no transaction fees payable by the customer, which we refer to as NTF programs. Approximately $3.8 billion of our AUM in the open-end funds as of December 31, 2011 were obtained through NTF programs. The cost of participating in third party distribution programs is higher than our direct distribution costs, and it is anticipated that the cost of third party distribution programs will increase in the future. Any increase would be likely to have an adverse effect on our profit margins and results of operations. In addition, there can be no assurance that the third party distribution programs will continue to distribute the Funds. At December 31, 2011, approximately 94% of the NTF program net assets in the Gabelli/GAMCO families of funds are attributable to two NTF programs. The decision by these third party distribution programs to discontinue distribution of the funds, or a decision by us to withdraw one or more of the funds from the programs, could have an adverse effect on our growth of AUM.

There is a possibility of losses associated with underwriting, trading and market-making activities.

Our underwriting and trading activities are primarily conducted through our subsidiary, Gabelli & Company, primarily as agent. Such activities subject our capital to significant risks of loss. The risks of loss include those resulting from ownership of securities, extension of credit, leverage, liquidity, counterparty failure to meet commitments, client fraud, employee errors, misconduct and fraud (including unauthorized transactions by traders), failures in connection with the processing of securities transactions and litigation. We have procedures and internal controls to address such risks, but there can be no assurance that these procedures and controls will prevent losses from occurring.

We may have liability as a general partner or otherwise with respect to our alternative investment products.

Certain of our subsidiaries act as general partner for investment partnerships, including arbitrage, event-driven long/short, sector focused and merchant banking limited partnerships. As a general partner of these partnerships, we may be held liable for the partnerships' liabilities in excess of their ability to pay such liabilities. In addition, in certain circumstances, we may be liable as a control person for the acts of our investment partnerships. As of December 31, 2011, our AUM included approximately $605 million in investment partnerships. A substantial adverse judgment or other liability with respect to our investment partnerships could have a material adverse effect on us.

Operational risks may disrupt our businesses, result in regulatory action against us or limit our growth.

We face operational risk arising from errors made in the execution, confirmation or settlement of transactions or from transactions not being properly recorded, evaluated or accounted for. Our business is highly dependent on our ability to process, on a daily basis, transactions across markets in an efficient and accurate manner. Consequently, we rely heavily on our financial, accounting and other data processing systems. Despite the reliability of these systems, and the training and skill of our employees and third parties we rely on, it remains likely that errors may occasionally occur due to the extremely large number of transactions we process. In addition, if systems we use are unable to accommodate an increasing volume of transactions our ability to expand our businesses could be constrained. If any of these systems do not operate properly or are disabled, we could suffer financial loss, a disruption of our businesses, liability to clients, regulatory intervention or reputational damage.

We depend heavily on information systems.

We operate in an industry that is highly dependent on its information systems and technology. We outsource a significant portion of our information systems operations to third parties who are responsible for providing the management, maintenance and updating of such systems. Technology is subject to rapid change and we cannot guarantee that our competitors may not implement more advanced technology platforms for their products than we do for ours. In addition, there can be no assurance that the cost of maintaining such outsourcing arrangements will not increase from its current level, which could have a material adverse effect on us.

In addition, any inaccuracies, delays, system failures or security breaches in these and other systems could subject us to client dissatisfaction and losses. Breach of our technology systems could result in the loss of valuable information, liability for stolen assets or information, remediation costs to repair damage caused by the breach, additional security costs to mitigate against future incidents and litigation costs resulting from the incident. Moreover, loss of confidential customer identification information could harm our reputation and subject us to liability under laws that protect confidential personal data, resulting in increased costs or loss of revenues. Further, although we take precautions to password protect and encrypt our laptops and other mobile electronic hardware, if such hardware is stolen, misplaced or left unattended, it may become vulnerable to hacking or other unauthorized use, creating a possible security risk and resulting in potentially costly actions by us.

Our ability to meet cash needs may be adversely affected by a number of factors.

Our ability to meet anticipated cash needs is affected by factors such as the market value of our assets, our operating cash flows and our creditworthiness as perceived by lenders. Adverse developments in any of these areas could have significantly adverse effects on our business. If we are unable to obtain funds and financing in a timely manner or on acceptable terms, we may be forced to incur unanticipated costs or revise our business plans. Further, our access to the capital markets depends significantly on our credit ratings. A reduction in our credit ratings could increase our borrowing costs and limit our access to the capital markets. Volatility in the U.S., regional or global financing markets may also impact our ability to access the capital markets should we seek to do so, and we may be forced to incur unanticipated costs or experience other adverse effects on our business. We believe that a one notch downgrade in our credit rating would result in a debt rating below investment grade and increase our long-term borrowing costs, on future borrowings, by 50 basis points, while a two notch downgrade would increase our long-term borrowing costs, on future borrowings, by approximately 150 basis points. Our current outstanding debt issuances would not be impacted by any changes in our ratings

We face exposure to legal actions, including litigation and arbitration claims and regulatory and governmental examinations and/or investigations.

The volume of litigation and arbitration claims against financial services firms and the amount of damages claimed has increased over the past several years. The types of claims that we may face are varied. For example, we may face claims against us for purchasing securities that are inconsistent with a client's investment objectives or guidelines, in connection with the operation of the Funds or arising from an employment dispute. The risk of litigation is difficult to predict, assess or quantify, and may occur years after the activities or events at issue. In addition, from time to time we may become the subject of governmental or regulatory investigations and/or examinations. Even if we prevail in a legal or regulatory action, the costs alone of defending against the action or the harm to our reputation could have a material adverse effect on us.

Compliance failures could adversely affect us.

Our investment management activities are subject to client guidelines, and our Mutual Fund business involves compliance with numerous investment, asset valuation, distribution and tax requirements. A failure to adhere to these guidelines or satisfy these requirements could result in losses which could be recovered by the client from us in certain circumstances. There can be no assurance that the precautions and procedures that we have instituted and installed or the insurance we maintain to protect ourselves in case of client losses will protect us from potential liabilities.

Our reputation is critical to our success.

Our reputation is critical to maintaining and developing relationships with our clients, Mutual Fund shareholders and third party intermediaries. In recent years, there have been a number of well-publicized cases involving fraud, conflicts of interest or other misconduct by individuals in the financial services industry. Misconduct by our staff, or even unsubstantiated allegations, could result not only in direct financial harm but also harm to our reputation, causing injury to the value of our brands and our ability to retain or attract AUM. In addition, in certain circumstances, misconduct on the part of our clients or other parties could damage our reputation. Moreover, reputational harm may cause us to lose current employees and we may be unable to continue to attract new ones with similar qualification or skills. Damage to our reputation could substantially reduce our AUM and impair our ability to maintain or grow our business, which could have a material adverse effect on us.

We face strong competition from numerous and sometimes larger companies.

We compete with numerous investment management companies, stock brokerage and investment banking firms, insurance companies, banks, savings and loan associations and other financial institutions. The periodic establishment of new investment management companies and other competitors increases the competition that we face. At the same time, consolidation in the financial services industry has created stronger competitors with greater financial resources and broader distribution channels than our own. Competition is based on various factors, including, among others, business reputation, investment performance, product mix and offerings, service quality and innovation, distribution relationships and fees charged, and our competitive success in all of these areas cannot be assured. Additionally, competing securities dealers whom we rely upon to distribute our mutual funds also sell their own proprietary funds and investment products, which could limit the distribution of our investment products. To the extent that existing or potential customers, including securities dealers, decide to invest in or distribute the products of our competitors, the sales of our products as well as our market share, revenues and net income could decline.

Fee pressures could reduce our profit margins.

There has been a trend toward lower fees in some segments of the investment management industry. In order for us to maintain our fee structure in a competitive environment, we must be able to provide clients with investment returns and service that will encourage them to be willing to pay such fees. Accordingly, there can be no assurance that we will be able to maintain our current fee structure. Fee reductions on existing or future new business could have an adverse effect on our profit margins and results of operations.

Risks Related to the Company

The disparity in the voting rights among the classes of shares may have a potential adverse effect on the price of our Class A Stock.

The holders of Class A Common Stock ("Class A Stock") and 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. Since our Offering in 1999, Mr. Gabelli, through his control and majority ownership of GGCP, has beneficially owned a majority of our outstanding Class B Stock, representing approximately 95% of voting control. As long as Mr. Gabelli indirectly beneficially owns a majority of the combined voting power of our common stock, he will have the ability to elect all of the members of our Board of Directors and thereby control our management and affairs, including determinations with respect to acquisitions, dispositions, borrowings, issuances of common stock or other securities, and the declaration and payment of dividends on the common stock. The differential in voting rights and the ability of our company to issue additional Class B Stock could adversely affect the value of the Class A Stock to the extent the investors, or any potential future purchaser of our company, view the superior voting rights of the Class B Stock to have value. On May 6, 2011, Class A Stock shareholders approved a proposal for the Board of Directors to consider the conversion and reclassification of our shares of Class B Stock into Class A Stock at a ratio in the range of 1.10 to 1.20 shares of Class A Stock for each share of Class B Stock.

Future sales of our Class A Stock in the public market or sales or distributions of our Class B Stock could lower our stock price, and any additional capital raised by us through the sale of equity or convertible securities may dilute our stockholders' ownership in us.

We may sell additional shares of Class A Stock in subsequent public offerings. We also may issue additional shares of Class A Stock or convertible debt securities. In addition, sales by our current shareholders could be perceived negatively.

No prediction can be made as to the effect, if any, that future sales or distributions of Class B Stock owned by GGCP Holdings LLC will have on the market price of the Class A Stock prevailing from time to time. Sales or distributions of substantial amounts of Class A Stock or Class B Stock, or the perception that such sales or distributions could occur, could adversely affect the prevailing market price for the Class A Stock.

ITEM 1B: UNRESOLVED STAFF COMMENTS

None.

ITEM 2: PROPERTIES

As of December 31, 2011, we leased our principal offices which consisted of a single 60,000 square foot building located at 401 Theodore Fremd Avenue, Rye, New York, under a lease which expires on December 31, 2023. The lease was extended for 15 years in October 2008. This building was leased in December 1997 (prior to the Offering) from an entity controlled by members of Mr. Gabelli's immediate family. For 2011, 2010 and 2009 we paid approximately $1.1 million, $1.1 million and $1.1 million, respectively, or $18.39, $18.15 and $18.00 per square foot, respectively, under this lease. 5,000 square feet was subleased to entities under the control of Mr. Gabelli including Teton and LICT Corporation. We receive rental payments under the sublease agreements, which totaled approximately $188,000, $179,000 and $181,000 in 2011, 2010 and 2009, respectively. The lease is a triple net lease, which provides that in addition to the lease payments, all operating expenses related to the property, which are estimated at $800,000 annually, are to be paid by us.

We have also entered into leases for office space in both the U.S. and overseas principally for portfolio management, research, sales and marketing personnel. These offices are generally less than 4,000 square feet and leased for periods of five years or less.

ITEM 3: LEGAL PROCEEDINGS

From time to time, the Company is 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. The 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.

ITEM 4: MINE SAFETY DISCLOSURES

Not applicable.

PART II

ITEM 5: MARKET FOR THE REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Our shares of Class A Stock are traded on the NYSE under the symbol GBL.

As of February 1, 2012, there were 246 Class A Stockholders of record and 20 Class B Stockholders of record. These figures do not include stockholders with shares held under beneficial ownership in nominee name, which are estimated to be approximately 3,000.

The following table sets forth the high and low prices of our Class A Stock for each quarter of 2011 and 2010 as reported by the NYSE.

Quarter Ended	High	Low
March 31, 2011	$ 49.67	$ 39.59
June 30, 2011	51.79	42.17
September 30, 2011	52.35	36.75
December 31, 2011	52.98	35.81
March 31, 2010	49.82	38.97
June 30, 2010	48.46	34.94
September 30, 2010	41.27	33.63
December 31, 2010	$ 50.85	$ 37.99

In 2009, we paid $2.13 per share in dividends to our shareholders. This included four quarterly dividends of $0.03 per share on March 31, 2009, June 30, 2009, September 29, 2009, and December 29, 2009, respectively, to all shareholders of record on March 17, 2009, June 16, 2009, September 15, 2009, and December 15, 2009, respectively. We also paid a special dividend of $2.00 per share to all of our shareholders, payable on December 15, 2009 to shareholders of record on December 1, 2009. Additionally, we distributed the shares of Teton that the Company owned on March 20, 2009 to shareholders of record on March 10, 2009 which had an initial value of approximately $0.01 per GBL share.

In 2010, we paid $1.82 per share in cash dividends to our shareholders. This included four quarterly dividends of $0.03 per share on March 30, 2010, June 29, 2010, September 28, 2010, and December 28, 2010, respectively, to all shareholders of record on March 16, 2010, June 15, 2010, September 14, 2010, and December 14, 2010, respectively. We also paid two special cash dividends of $0.90 per share and $0.80 per share to all of our shareholders, payable on September 14, 2010 and December 31, 2010, respectively, to shareholders of record on August 31, 2010 and December 15, 2010, respectively. Additionally, we paid a special dividend of $3.20 of principal per share in the form of a five-year, zero coupon subordinated debenture due 2015 to all of our shareholders, payable on December 31, 2010 to shareholders of record on December 15, 2010. For dividend accounting purposes, the Company used a value of $2.21 per share for the subordinated debenture.

In 2011, we paid $1.15 per share in cash dividends to our shareholders. This included one quarterly dividend of $0.03 per share on March 29, 2011 to all shareholders of record on March 15, 2011 and three quarterly dividends of $0.04 per share on June 28, 2011, September 27, 2011, and December 27, 2011, respectively, to all shareholders of record on June 14, 2011, September 13, 2011, and December 13, 2011, respectively. We also paid a special dividend of $1.00 per share to all of our shareholders, payable on

November 22, 2011 to shareholders of record on November 17, 2011.

As of December 31, 2011, since the Offering, we have returned $642.4 million in total to shareholders of which $344.0 million was in the form of dividends and $298.4 million was through buybacks.

The following table provides information with respect to the shares of our Class A Stock we repurchased during the three months ended December 31, 2011:

Period	Total Number of Shares Repurchased	Average Price Paid Per Share, net of Commissions	Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
10/01/11 - 10/31/11	-	$ -	-	582,372
11/01/11 - 11/30/11	2,500	44.51	2,500	579,872
12/01/11 - 12/31/11	6,505	44.40	6,505	573,367
Totals	9,005	$ 44.43	9,005	

In 1999, the Board of Directors established the stock repurchase program. Our stock repurchase program is not subject to an expiration date.

We are required to provide a comparison of the cumulative total return on our Class A Stock as of December 31, 2011 with that of a broad equity market index and either a published industry index or a peer group index selected by us. The following chart compares the return on the Class A Stock with the return on the S&P 500 Index and an index comprised of public asset managers ("SNL Asset Manager"). The comparison assumes that $100 was invested in the Class A Stock and in each of the named indices, including the reinvestment of dividends, on December 31, 2006. This chart is not intended to forecast future performance of our common stock.

	Dec. 31, 2006	Dec. 31, 2007	Dec. 31, 2008	Dec. 31, 2009	Dec. 31, 2010	Dec. 31, 2011
GAMCO Investors, Inc.	100.00	183.53	76.68	141.94	157.03	145.79
SNL Asset Manager	100.00	113.83	54.10	87.76	101.02	87.38
S&P 500 Index	100.00	105.49	66.46	84.05	96.71	98.76

The following table shows information regarding outstanding options and shares reserved for future issuance under our equity compensation plans as of December 31, 2011.

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights
Equity compensation plans approved by security holders:		
Stock options	100,900	$ 37.81
Restricted stock awards	275,600	n/a
Equity compensation plans not approved by security holders:	-	n/a
Total	376,500	

The number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column above) are 637,575. All stock options and restricted stock awards ("RSAs") are recommended by the Company's Chairman, whom has never received either stock options or RSAs since the Company went public.

ITEM 6: SELECTED FINANCIAL DATA

General

The selected historical financial data presented below has been derived in part from, and should be read in conjunction with “Management’s Discussion and Analysis of Financial Condition and Results of Operations” included in Item 7 and “Financial Statements and Supplementary Data” included in Item 8 of this report.

	Year Ended December 31,				
	2011	2010	2009	2008	2007
Income Statement Data (in thousands) (unaudited)					
Revenues					
Investment advisory and incentive fees	$268,024	$231,269	$178,713	$204,293	$250,410
Institutional research services	14,288	16,600	16,715	16,129	15,729
Distribution fees and other income	44,816	32,511	22,686	24,590	26,230
Total revenues	327,128	280,380	218,114	245,012	292,369
Expenses:					
Compensation costs	132,970	123,840	92,859	102,840	120,036
Management fee	12,270	12,013	9,758	4,086	14,463
Distribution costs	44,427	31,048	24,339	25,090	28,500
Other operating expenses	24,167	22,450	18,948	27,979	26,203
Total expenses	213,834	189,351	145,904	159,995	189,202
Operating income	113,294	91,029	72,210	85,017	103,167
Other income (expense), net					
Net gain/(loss) from investments	5,551	24,391	25,558	(52,299)	6,147
Interest and dividend income	6,594	5,905	3,425	13,136	32,497
Interest expense	(14,997)	(11,984)	(13,290)	(9,441)	(12,040)
Total other income (expense), net	(2,852)	18,312	15,693	(48,604)	26,604
Income before income taxes	110,442	109,341	87,903	36,413	129,771
Income tax provision	40,767	39,326	31,761	12,323	49,548
Net income	69,675	70,015	56,142	24,090	80,223
Net income (loss) attributable to noncontrolling interests	(7)	1,223	609	(776)	654
Net income attributable to GAMCO Investors, Inc.'s shareholders	$69,682	$68,792	$55,533	$24,866	$79,569
Net income attributable to GAMCO Investors, Inc.'s shareholders per share:					
Basic	$2.62	$2.55	$2.03	$0.89	$2.83
Diluted	$2.61	$2.52	$2.02	$0.89	$2.79
Weighted average shares outstanding:					
Basic	26,636	26,959	27,345	27,805	28,142
Diluted	26,724	28,348	28,214	27,841	29,129

Actual shares outstanding at December 31st (a)	26,755	27,053	27,605	27,746	28,446
Dividends declared per share:	$1.15	$5.02	$2.13	$2.02	$1.12

(a) Includes unvested RSAs of 275,600, 123,100, 360,100, 369,900 and 382,400 at December 31, 2011, 2010, 2009, 2008 and 2007, respectively.

	December 31,				
	2011	2010	2009	2008	2007
Balance Sheet Data (in thousands) (unaudited)					
Total assets	$756,749	$672,736	$707,809	$697,634	$757,580
Long-term obligations	268,191	163,762	204,116	204,095	152,133
Other liabilities and noncontrolling interest	81,147	119,366	60,032	48,598	98,342
Total liabilities and noncontrolling interest	349,338	283,128	264,148	252,693	250,475
Total equity	$407,411	$389,608	$443,661	$444,941	$507,105

	December 31,				
	2011	2010	2009	2008	2007
Assets Under Management (unaudited)					
(at year end, in millions):					
Open-end Funds	$14,097	$12,868	$10,197	$7,646	$10,456
Closed-end Funds	5,799	5,471	4,609	3,792	6,341
Institutional & PWM Separate Accounts					
Direct	10,879	11,031	9,338	6,883	10,732
Sub-advisory	2,600	2,637	1,897	1,585	2,584
Investment Partnerships	605	515	305	295	460
SICAV (a)	105	-	-	-	-
Total	$34,085	$32,522	$26,346	$20,201	$30,573

(a) Includes $100 million of proprietary seed capital.

28

ITEM 7: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in Item 8 to this report.

Introduction

Our revenues are highly correlated to the level of AUM and fees associated with our various investment products, rather than our own corporate assets. AUM, 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. At times, the performance of our equity products may differ markedly from popular market indices, and this can also impact our revenues. It is our belief that general stock market trends will have the greatest impact on our level of AUM and hence, revenues.

As of December 31, 2011, we had $34.1 billion of AUM. We conduct our investment advisory business principally through: GAMCO (Institutional and Private Wealth Management), Funds Advisor (Mutual Funds) and GSI (Investment Partnerships). We also act as an underwriter and provide institutional research services through Gabelli & Company, a broker-dealer subsidiary, and are a distributor of our open-end mutual funds through our other broker-dealer subsidiary G.distributors.

Overview

Consolidated Statements of Income

Investment advisory and incentive fees, which are based on the amount and composition of AUM in our Mutual Funds, Institutional and Private Wealth Management accounts and Investment Partnerships, represent our largest source of revenues. In addition to the general level and trends of the stock market, growth in revenues depends on good investment performance, which influences the value of existing AUM as well as contributes to higher investment and lower redemption rates and facilitates the ability to attract additional investors while maintaining current fee levels. Growth in AUM is also dependent on being able to access various distribution channels, which is usually based on several factors, including performance and service. Historically, we have depended primarily on direct distribution of our products and services but since 1995 have participated in third party distribution programs, including NTF programs. A majority of our cash inflows to mutual fund products have come through these channels since 1998. In recent years, we have been engaged to act as a sub-advisor for other much larger financial services companies with much larger sales distribution organizations. A substantial portion of the cash flows into our Institutional and Private Wealth Management business has come through this channel. These sub-advisory clients are subject to business combinations that may result in the termination of the relationship. The loss of a sub-advisory relationship could have a significant impact on our financial results in the future.

Advisory fees from the open-end funds, closed-end funds and sub-advisory accounts are computed daily or weekly based on average net assets. Advisory fees from Institutional and Private Wealth Management clients are generally computed quarterly based on account values as of the end of the preceding quarter. Management fees from Investment Partnerships are computed either monthly or quarterly. These revenues are highly correlated to the stock market and can vary in direct proportion to movements in the stock market and the level of sales compared with redemptions, financial market conditions and the fee structure for AUM. Revenues derived from the equity-oriented portfolios generally have higher management fee rates than fixed income portfolios.

Revenues from Investment Partnerships also generally include an incentive allocation on the absolute gain in a portfolio or a fee of 20% of the economic profit, as defined in the partnership agreement. We recognize revenue only when the measurement period has been completed and when the incentive fees have been earned. We also receive -incentive fees from certain Institutional and Private Wealth Management clients, which are based upon meeting or exceeding a specific benchmark index or indices. These fees are recognized at the end of the stipulated contract period, which may be quarterly or annually, for the respective account. Management fees on assets attributable to a majority of the closed-end preferred shares are earned at year-end if the total return to common shareholders of the closed-end fund for the calendar year exceeds the dividend rate of the preferred shares. These fees are recognized at the end of the measurement period.

Institutional research services revenues consist of brokerage commissions derived from securities transactions executed on an agency basis on behalf of mutual funds, Institutional and Private Wealth Management clients as well as investment banking revenue, which consists of underwriting profits, selling concessions and management fees associated with underwriting activities. Commission revenues vary directly with account trading activity and new account generation. Investment banking revenues are directly impacted by the overall market conditions, which affect the number of public offerings which may take place.

Distribution fees and other income primarily include distribution fee revenue earned in accordance with Rule 12b-1 of the Company Act, as amended, along with sales charges and underwriting fees associated with the sale of the Mutual Funds plus other revenues. Distribution fees fluctuate based on the level of AUM and the amount and type of Mutual Funds sold directly by G.distributors or through various distribution channels.

Compensation costs include variable and fixed compensation and related expenses paid to officers, portfolio managers, sales, trading, research and all other professional staff. Variable compensation paid to sales personnel and portfolio management generally represents 40% of revenues and is the largest component of total compensation costs. Distribution costs include marketing, product distribution and promotion costs. Management fee is incentive-based and entirely variable compensation in the amount of 10% of the aggregate pre-tax profits which is paid to Mr. Gabelli or his designee for acting as CEO pursuant to his 2008 Employment Agreement so long as he is an executive of GBL and devotes the substantial majority of his working time to the business. Other operating expenses include general and administrative operating costs and clearing charges and fees for Gabelli & Company's brokerage operation.

Other income and expenses include net gains and losses from investments (which includes both realized and unrealized gains and losses from trading securities and equity in earnings of investments in partnerships), interest and dividend income, and interest expense. Net gains and losses from investments are derived from our proprietary investment portfolio consisting of various public and private investments.

Net income (loss) attributable to noncontrolling interests represents the share of net income attributable to the minority stockholders, as reported on a separate company basis, of our consolidated majority-owned subsidiaries and net income attributable to third party limited partners of certain partnerships and offshore funds we consolidate. Please refer to Notes A and D in our consolidated financial statements included elsewhere in this report.

Consolidated Statements of Financial Condition

We ended the 2011 year with approximately $674.8 million in cash and investments, which includes $15.9 million of cash and investments held by our consolidated investment partnerships. The $674.8 million consists of $276.3 million cash and cash equivalents, primarily invested in our 100% U.S. Treasury Money Market Fund, $159.4 million invested in common stocks, $42.1 million invested in U.S. Treasury obligations, $100.9 million invested in partnerships and $1.7 million in other types of investments. This also included approximately $94.4 million of our available for sale ("AFS") securities, consisting of investments in The Gabelli Dividend & Income Trust, The GDL Fund, and Westwood Holdings Group and various other Gabelli and GAMCO open-end funds.

Our debt consisted of $99 million of 5.5% senior notes due May 2013, $100 million of 5.875% senior notes due June 1, 2021 and $64.1 million in zero coupon subordinated debentures (current principal amount of $86.3 million) due December 31, 2015, which were dividended to shareholders on December 31, 2010.

Equity, excluding noncontrolling interest, was $404.0 million or $15.10 per share on December 31, 2011 compared to $386.0 million or $14.27 per share on December 31, 2010. The increase in equity from the end of 2010 was principally related to comprehensive income of $66.8 million partially offset by the declaration of dividends of $30.8 million and the purchase of treasury stock of $20.4 million during 2011.

(in millions, except per	12/31/2011	12/31/2010

share data)		
Stockholders' book value	$ 403.97	$ 386.03
Shares outstanding	26.75	27.05
Stockholders' book value per share	$ 15.10	$ 14.27

Our balance sheet provides us access to financial markets and the flexibility to opportunistically add operating resources to our firm and consider strategic initiatives. We filed a shelf registration with the SEC in 2009 which, among other things, provides us opportunistic flexibility to sell any combination of senior and subordinate debt securities, convertible debt securities, equity securities (including common and preferred stock), and other securities up to a total amount of $400 million. On May 31, 2011, the Company issued $100 million of senior unsecured notes at par. The notes mature June 1, 2021 and bear interest, payable semi-annually, at 5.875% per annum. The notes were issued pursuant to the Company's shelf registration reducing the amount for future issuances to $300 million. The shelf is available through July 27, 2012.

Our primary goal is to use our liquid resources to opportunistically and strategically grow operating income. While this goal is a priority, if opportunities are not present with what we consider a margin of safety, we will consider alternatives to return capital to our shareholders including stock repurchase and dividends.

Assets Under Management Highlights (unaudited)

We reported assets under management as follows (dollars in millions):

	Year Ended December 31,					
	2011	2010	2009	2008	2007	2011/2010
Equities:						
Open-End	$ 12,273	$ 11,252	$ 8,476	$ 6,139	$ 9,345	9.1 %
Closed-End	5,799	5,471	4,609	3,792	6,341	6.0
Institutional & PWM direct	10,853	11,005	9,312	6,861	10,708	(1.4)
Institutional & PWM sub-advisory	2,600	2,637	1,897	1,585	2,584	(1.4)
Investment Partnerships	605	515	305	295	460	17.5
SICAV (a)	105	-	-	-	-	n/m
Total Equities	32,235	30,880	24,599	18,672	29,438	4.4
Fixed Income:						
Money-Market Fund	1,824	1,616	1,721	1,507	1,111	12.9
Institutional & PWM	26	26	26	22	24	-
Total Fixed Income	1,850	1,642	1,747	1,529	1,135	12.7
Total AUM	$ 34,085	$ 32,522	$ 26,346	$ 20,201	$ 30,573	4.8 %

Our net cash inflows or outflows by product line were as follows (in millions):

	Year Ended December 31,		
(unaudited)	2011	2010	2009
Equities:			
Open-End	$ 1,330	$ 1,109	$ 570
Closed-End	408	69	(109)
Institutional & PWM direct	164	(534)	310
Institutional & PWM sub-advisory	41	190	(183)
Investment Partnerships	77	170	(25)
SICAV (a)	105	-	-
Total Equities	2,125	1,004	563

Fixed Income:			
Money-Market Fund	208	(106)	210
Institutional & PWM	-	-	4
Total Fixed Income	208	(106)	214
Total Net Cash In (Out) Flows	$ 2,333	$ 898	$ 777

(a) Includes $100 million of proprietary seed capital.

31

Our net appreciation and depreciation by product line were as follows (in millions):

	Year Ended December 31,		
(unaudited)	2011	2010	2009
Equities:			
Open-End	$ (309)	$ 1,667	$ 1,767
Closed-End	(80)	793	926
Institutional & PWM direct	(316)	2,227	2,141
Institutional & PWM sub-advisory	(78)	550	495
Investment Partnerships	13	40	35
SICAV	-	-	-
Total Equities	(770)	5,277	5,364
Fixed Income:			
Money-Market Fund	-	1	4
Institutional & PWM	-	-	-
Total Fixed Income	-	1	4
Total Net Appreciation/(Depreciation)	$ (770)	$ 5,278	$ 5,368

AUM was $34.1 billion as of December 31, 2011, 4.8% above December 31, 2010 AUM of $32.5 billion. Equity AUM were $32.2 billion on December 31, 2011, 4.4% above the $30.9 billion on December 31, 2010.

- Our open-end equity fund AUM were $12.3 billion on December 31, 2011, 9.1% above the $11.3 billion on December 31, 2010. Average AUM in our open-end equity funds were 28.4% higher at $12.2 billion in 2011 versus $9.5 billion in 2010.

- Our closed-end equity funds had AUM of $5.8 billion on December 31, 2011, 6.0% above the $5.5 billion on December 31, 2010. Net additions to AUM, largely comprised of preferred stock and rights offerings and the launch of a new fund less shareholder distributions and dividends totaled $408 million in 2011. Average AUM in our close-end funds were 20.4% higher at $5.9 billion in 2011 versus $4.9 billion in 2010.

- Our Institutional and Private Wealth Management business ended the year with $13.5 billion in separately managed accounts, 0.7% lower than the $13.6 billion on December 31, 2010. Net cash flow, which comprises new and closed accounts as well as additional investments or withdrawals, totaled $205 million in 2011.

- AUM in The Gabelli U.S. Treasury Fund, our 100% U.S. Treasury money market fund, rose 12.9% to $1.8 billion at December 31, 2011 from $1.6 billion on December 31, 2010. Beginning in the latter half of 2011 fees and expenses were waived or reimbursed due to the unusually low interest rate environment. These waivers and reimbursements totaled $0.4 million during 2011.

- We have the opportunity to earn incentive fees for certain institutional client assets, preferred issues for our closed-end funds, common shares of The GDL Fund (NYSE: GDL) and investment partnership assets. As of December 31, 2011, assets with incentive fee opportunities were $3.6 billion, 2.7% lower than the $3.7 billion on December 31, 2010.

- Our Investment Partnerships AUM were $605 million on December 31, 2011 versus $515 million on December 31, 2010.

- The AUM in the SICAV were $105 million, including $100 million of proprietary seed capital, at December 31, 2011.

Operating Results for the Year Ended December 31, 2011 as Compared to the Year Ended December 31, 2010

Revenues

Total revenues were $327.1 million in 2011, $46.7 million or 16.7% higher than the total revenues of $280.4 million in 2010. The change in total revenues by revenue component was as follows (in millions):

	Year Ended December 31,		Increase (decrease)	
(unaudited)	2011	2010	$	%
Investment advisory	$ 252.5	$ 204.9	$ 47.6	23.2 %
Incentive fees	15.5	26.4	(10.9)	(41.3)
Institutional research services	14.3	16.6	(2.3)	(13.9)
Distribution fees and other income	44.8	32.5	12.3	37.8
Total revenues	$ 327.1	$ 280.4	$ 46.7	16.7 %

Investment Advisory and Incentive Fees: Investment advisory fees, which comprised 77.2% of total revenues in 2011, are directly influenced by the level and mix of average AUM. Average total AUM rose 20.8% to $34.3 billion in 2011 as compared to $28.4 billion in 2010. Average equity AUM rose 22.6% to $32.6 billion in 2011 from $26.6 billion in 2010. Incentive fees, which comprised 4.7% of total revenues in 2011, result from our ability to either generate an absolute return in a portfolio or meet or exceed a specific benchmark index or indices and can vary significantly from one period to another. Incentive fees were lower in 2011 as markets were largely impacted by the prevailing global economic climate.

Mutual fund revenues increased $26.6 million or 18.2%, to $172.7 million, driven by higher average AUM. Revenue from open-end funds increased $23.1 million, or 23.9%, from the prior year as average AUM in 2011 increased $2.7 billion, or 24.1%, to $13.9 billion from the $11.2 billion in 2010. Closed-end fund revenues increased $3.5 million, or 7.1%, to $53.1 million from the prior year. The increase was primarily attributable to higher average AUM of $5.9 billion during 2011 as compared with $4.9 billion during 2010, and was offset by a $7.0 million decline in incentive fees on certain preferred closed-end fund AUM. Revenue from Institutional and Private Wealth Management accounts, which are generally billed on beginning quarter AUM, increased $10.0 million, or 12.7%, principally due to higher billable AUM levels throughout the course of 2011 partially offset by a decrease of $2.6 million in incentive fees earned on certain accounts. In 2011, average AUM in our equity Institutional and Private Wealth Management business increased $2.0 billion, or 16.8%, for the year to $13.9 billion.

Total advisory fees from Investment Partnerships were unchanged at $6.4 million in both 2011 and 2010. Management fee revenues were $4.1 million in 2011, an increase of $1.3 million or 46.4%, from the $2.8 million in 2010 as average AUM increased $173 million, or 42.0%, to $585 million in 2011 from $412 million in 2010. This increase was offset by a decrease of $1.3 million to $2.3 million in 2011 from $3.6 million in 2010 in incentive allocations and fees from investment partnerships, which generally represent 20% of the economic profit.

Institutional Research Services: Institutional research services revenues in 2011 were $14.3 million, a $2.3 million or 13.9% decrease from $16.6 million in 2010 largely the result of lower trading volume. Institutional research services revenues derived from transactions on behalf of our Mutual Funds and Institutional and Private Wealth Management clients totaled $10.7 million, or approximately 75% of total institutional research services revenues in 2011.

Distribution Fees and Other Income: Distribution fees and other income increased $12.3 million, or 37.8%, to $44.8 million in 2011 from $32.5 million in 2010. The increase was primarily due to higher distribution fees of $39.7 million in 2011 versus $29.0 million for the prior year, principally as a result of increased average AUM in our open-end equity mutual funds of 28.4% and an increase of $1.4 million in fees from the sale of load shares of mutual funds.

Expenses

Compensation: Total compensation costs, which are largely variable in nature, increased $9.2 million, or 7.4%, to $133.0 million in 2011 from $123.8 million in 2010. Variable compensation costs increased $13.0 million to $96.3 million in 2011 from $83.3 million in 2010 but decreased as a percent of revenues to 29.4% in 2011 from 29.7% in 2010. Variable compensation is driven by revenue levels which increased in 2011 from 2010. Fixed compensation costs declined to $36.7 million in 2011 from $40.5 million in 2010. Included in the 2010 compensation costs was a $5.8 million non-cash charge for the acceleration of the 2007 RSA grant. Excluding this charge fixed compensation costs rose $2.0 million or 5.8%.

Management Fee: In 2011 management fee expense increased 2.5% to $12.3 million versus $12.0 million in 2010. Management fee expense is incentive-based and entirely variable in the amount of 10% of the aggregate pre-tax profits which is paid to Mr. Gabelli (or his designee) for acting as CEO pursuant to his 2008 Employment Agreement so long as he is an executive of GBL and devoting the substantial majority of his working time to the business. In accordance with his 2008 Employment Agreement, Mr. Gabelli chose to allocate $0.5 million and $2.4 million of his management fee to employees of the Company in 2011 and 2010, respectively.

Distribution Costs: Distribution costs, which include marketing, promotion and distribution costs increased $13.4 million, or 43.2%, to $44.4 million in 2011 from $31.0 million in 2010. Included in this increase was $5.6 million in one-time costs directly related to the launch of a new closed-end fund in the first quarter of 2011. Excluding this charge, distribution costs were $7.8 million, or 25.2%, higher in 2011 driven by an increase in average open-end equity mutual funds AUM of 28.4%.

Other Operating Expenses: Our other operating expenses were $24.2 million in 2011 compared to $22.5 million in 2010. This 7.6% increase was spread across multiple categories of expenses with no one expense making up a significant portion of the increase.

Operating Income and Margin
Operating income was $113.3 million for the year ended December 31, 2011, increasing 24.5% from $91.0 million in the prior year. The year over year increase in operating income was primarily due to the growth in revenues which were largely attributable to the higher levels of average AUM in 2011 versus 2010. Operating expenses grew at a slower rate benefiting from lower growth in non-variable compensation and other operating expenses and the impact of lower non-operating income on management fee. Significant charges unique to each period included $5.6 million in distribution costs related to the launch of a new closed-end fund in 2011 and a $5.8 million charge to compensation costs in 2010 related to the acceleration of RSAs. While these charges reduced operating income for each year their net impact on the year over year comparison of total operating income was only $0.2 million. Operating margin was 34.6% for the year ended December 31, 2011, versus 32.5% in the prior year period. Operating income before management fee was $125.6 million for the year ended of 2011, versus $103.0 million in the prior year.

Operating margin before management fee was 38.4% in 2011 versus 36.8% in 2010. The reconciliation of operating income before management fee and operating margin before management fee is provided at the end of this section.

Other Income and Expense
Total other income (expense) (which represents primarily investment income from our proprietary investments), net of interest expense, was an expense of $2.9 million for the year ended December 31, 2011 compared to $18.3 million of income in 2010. Net gain from investments was $5.6 million in 2011 as compared to $24.4 million in 2010. Interest and dividend income was $6.6 million in 2011 compared to $5.9 million in 2010. The increase of $0.7 million was due to an increase of $1.0 million of dividend income offset by a reduction of interest income of $0.3 million due to lower interest rates on our cash and cash equivalent holdings.

Interest expense increased $3.0 million to $15.0 million in 2011, from $12.0 million in 2010. The increase was primarily due to the issuance of $100 million of 5.875% ten-year senior notes in May 2011 and the issuance of $86.4 million in zero coupon subordinated debentures on December 31, 2010, slightly offset by the repurchases of the $40 million 2011 Notes and the $60 million 2018 Notes during the course of 2010.

Income Taxes
The effective tax rate was 36.9% for the year ended December 31, 2011, versus 36.0% for the year ended December 31, 2010.

Noncontrolling interest
Noncontrolling interest was a slight negative of $7,000 in 2011 compared to $1.2 million of expense in 2010. The decrease was primarily due to decreased earnings in 2011 as compared to 2010 from the

partnerships and offshore funds that we consolidate.

Net Income

Net income for 2011 was $69.7 million or $2.61 per fully diluted share versus $68.8 million or $2.52 per fully diluted share for 2010.

Shareholder Compensation and Initiatives

During 2011, we returned $51.2 million of our earnings to shareholders through dividends and stock repurchases. We returned $0.15 per share in regular quarterly cash dividends and a special dividend of $1.00 per share totaling $30.8 million to shareholders during 2011. During 2010, we returned $139.2 million of our earnings to shareholders through dividends and stock repurchases. We returned $1.82 per share in cash dividends through regular quarterly cash dividends and two special cash dividends of $0.90 per share and $0.80 per share, totaling $49.4 million, in 2010. Additionally, we paid a special dividend of $59.6 million ($3.20 of principal per share or $86.4 million) to shareholders in the form of a five-year, zero coupon subordinated debenture due 2015.

Through our stock buyback program, we repurchased 450,966 and 684,003 shares in 2011 and 2010, respectively, for a total of approximately $20.4 million and $30.2 million, respectively or $45.24 and $44.15 per share, respectively. Approximately 573,000 shares remain authorized under our stock buyback program at December 31, 2011.

Weighted average shares outstanding on a diluted basis in 2011 were 26.7 million. During 2011, we issued 197,200 RSA shares. RSAs affect weighted average shares for diluted earnings per share but not for basic earnings per share. See Note H to the financial statements for details.

At December 31, 2011, we had 100,900 options outstanding to purchase our Class A Stock and 275,600 RSAs which were granted under our Stock Award and Incentive Plans (the "Plans"). The allocation of the options and RSAs was recommended by the Company's Chairman who did not receive options or an RSA award.

Reconciliation of non-GAAP financial measures to GAAP:						
		2011			2010	
Revenues	$	327,128		$	280,380	
Operating income		113,294			91,029	
Add back: management fee expense		12,270			12,013	
Operating income before management fee	$	125,564		$	103,042	
Operating margin		34.6	%		32.5	%
Operating margin before management fee		38.4	%		36.8	%

Operating income before management fee expense is used by management for purposes of evaluating its business operations. We believe this measure is useful in illustrating the operating results of the Company as management fee expense is based on pre-tax income before management fee expense, which includes non-operating items including investment gains and losses from the Company's proprietary investment portfolio and interest expense. We believe that an investor would find this useful in analyzing the business operations of the Company without the impact of the non-operating items such as trading and investment portfolios or interest expense.

Operating Results for the Year Ended December 31, 2010 as Compared to the Year Ended December 31, 2009

Revenues

Total revenues were $280.4 million in 2010, $62.3 million or 28.6% higher than the total revenues of $218.1 million in 2009. The change in total revenues by revenue component was as follows (in millions):

	Year Ended December 31,		Increase (decrease)	
(unaudited)	2010	2009	$	%
Investment advisory	$ 204.9	$ 156.9	$ 48.0	30.6%
Incentive fees	26.4	21.8	4.6	21.1
Institutional research services	16.6	16.7	(0.1)	(0.6)
Distribution fees and other income	32.5	22.7	9.8	43.2
Total revenues	$ 280.4	$ 218.1	$ 62.3	28.6%

Investment Advisory and Incentive Fees: Investment advisory and incentive fees, which comprised 82.5% of total revenues in 2010, are directly influenced by the level and mix of AUM. At December 31, 2010, AUM were $32.5 billion, a 23.4% increase from prior year-end AUM of $26.3 billion. Our equity AUM were $30.9 billion on December 31, 2010, or 25.5% higher, than the $24.6 billion on December 31, 2009. We experienced increases in AUM in open-end and closed-end equity funds of $3.6 billion, in Institutional and Private Wealth Management accounts of $2.4 billion and in our investment partnerships of $210 million. Our fixed income AUM decreased 6.1% to $1.6 billion at year-end 2010 from $1.7 billion at the end of 2009. The primary driver in this decrease were net outflows of $0.1 billion.

Mutual fund revenues increased $30.0 million or 25.8%, driven by higher average AUM. Revenue from open-end funds increased $23.5 million or 32.2% from the prior year as average AUM in 2010 increased $2.6 billion, or 30.2%, to $11.2 billion from the $8.6 billion in 2009. Closed-end fund revenues increased $6.5 million, or 15.1%, to $49.6 million from the prior year. The increase was primarily attributable to higher average AUM of $4.9 billion during 2010 as compared with $4.0 billion during 2009, offset slightly by a $2.6 million decline in incentive fee revenue on The GDL Fund. Revenue from Institutional and Private Wealth Management accounts, which are generally billed on beginning quarter AUM, increased $20.8 million, or 36.0%, principally due to higher billable AUM levels and an increase of $6.3 million in incentive fees earned on certain accounts. In 2010, average AUM in our equity Institutional and Private Wealth Management business increased $2.7 billion or 29.4% for the year to $11.9 billion.

Total advisory fees from Investment Partnerships increased to $6.4 million in 2010 from $4.7 million in 2009. Incentive allocations and fees from investment partnerships, which generally represent 20% of the economic profit, increased to $3.6 million in 2010 compared to $2.7 million in 2009 and management fees were $2.8 million in 2010 increasing $0.8 million from the $2.0 million in 2009.

Institutional Research Services: Institutional research services revenues in 2010 were $16.6 million, a $0.1 million or 0.6% decrease from $16.7 million in 2009. Institutional research services revenues derived from transactions on behalf of our Mutual Funds and Institutional and Private Wealth Management clients totaled $12.5 million, or approximately 75% of total institutional research services revenues in 2010.

Distribution Fees and Other Income: Distribution fees and other income increased $9.8 million, or 43.2%, to $32.5 million in 2010 from $22.7 million in 2009. The increase was primarily due to higher distribution fees of $29.0 million in 2010 versus $20.8 million for the prior year, principally as a result of increased average AUM in our open-end equity mutual funds of 37.4%.

Expenses
Compensation: Our business model from inception in 1977 is to try to payout approximately 40% of revenues to portfolio managers and sales people. Total compensation costs, which are largely variable in nature, increased approximately $30.9 million, or 33.3%, to $123.8 million in 2010 from $92.9 million in 2009. Variable compensation costs increased $21.9 million to $83.3 million in 2010 from $61.5 million in 2009 and as a percent of revenues to 29.7% in 2010 compared to 28.2% in 2009 due to the higher marginal payout on incentive fees. Variable compensation is driven by revenue levels which increased in 2010 from 2009. Fixed compensation costs increased to $40.5 million in 2010 from $31.4 million in 2009 largely driven by the acceleration of the 2007 RSA grant during the fourth quarter of 2010 that added a $5.5 million non-cash charge that would have been taken in 2011 and 2012.

Management Fee: Management fee expense is incentive-based and entirely variable in the amount of 10% of the aggregate pre-tax profits which is paid to Mr. Gabelli (or his designee) for acting as CEO pursuant to his 2008 Employment Agreement so long as he is an executive of GBL and devoting the substantial majority of his working time to the business. In accordance with his 2008 Employment Agreement, Mr. Gabelli chose to allocate 20% or $2.4 million of his management fee to an employee of the Company in 2010. In 2010 management fee expense increased 22.4% to $12.0 million versus $9.8 million in 2009.

Distribution Costs: Distribution costs, which include marketing, promotion and distribution costs increased $6.7 million to $31.0 million from $24.3 million, or 27.6%, in 2010 from the 2009 period as average open-end mutual funds AUM increased 29.1%.

Other Operating Expenses: Our other operating expenses were $22.5 million in 2010 compared to $18.9 million in 2009. The largest contributors to the increase were increases in legal expenses of $2.7 million and charitable contributions of $0.3 million.

Operating Income and Margin
Operating income was $91.0 million for the year ended December 31, 2010, increasing 26.0% from the $72.2 million in the prior year. The year over year increase in operating income was largely the result of increased revenues offset by increased compensation expense, mutual fund distribution costs and higher non-compensation operating expenses and an increase in management fee expense. Operating margin was 32.5% for the year ended December 31, 2010, versus 33.1% in the prior year period. Operating income before management fee was $103.0 million for the year ended of 2010, versus $82.0 million in the prior

year. Operating margin before management fee was 36.8% in 2010 versus 37.6% in 2010. Included in the 2010 results is a charge of $5.8 million related to the acceleration of the vesting of RSAs. The reconciliation of operating income before management fee and operating margin before management fee is provided at the end of this section.

Other Income and Expense

Total other income (expense) (which represents primarily investment income from our proprietary investments), net of interest expense, was $18.3 million for the year ended December 31, 2010 compared to $15.7 million in 2009.

Net gain/(loss) from investments was $24.4 million in 2010 as compared to $25.6 million in 2009.

Interest and dividend income was $5.9 million in 2010 compared to $3.4 million in 2009. The increase of $2.5 million was due to an increase of $3.2 million of dividend income offset by a reduction of interest income of $733,000 due to lower average balances in our cash and cash equivalent holdings.

Interest expense decreased $1.3 million to $12.0 million in 2010, from $13.3 million in 2009. The decrease was primarily due to the repurchases of the $40 million 2011 Notes and the $60 million 2018 Notes during the course of 2010.

Income Taxes
The effective tax rate was 36.0% for the year ended December 31, 2010, versus 36.1% for the year ended December 31, 2009.

Noncontrolling interest
Noncontrolling interest was an expense of $1.2 million in 2010 compared to $609,000 in 2009. The increase was primarily due to increased earnings at our 93%-owned subsidiary, GSI in 2010 as compared to 2009.

Net Income
Net income for 2010 was $68.8 million or $2.52 per fully diluted share versus $55.5 million or $2.02 per fully diluted share for 2009.

Operating Margin
For the full year ended December 31, 2010, the operating margin before management fee was 36.8% versus 37.6% in the prior year. Operating margin after management fee was 32.5% for the full year ended December 31, 2010 compared to 33.1% in the prior year because of the impact of the other income (expense) on the management fee. The acceleration of RSAs in 2010, impacted operating margin negatively by a non-cash charge of $5.8 million or 2.0% of margin.

Shareholder Compensation and Initiatives
During 2010, we returned $139.2 million of our earnings to shareholders through dividends and our stock repurchases. We returned $1.82 per share in cash dividends ($49.4 million) to our common shareholders in 2010, which included four quarterly dividends of $0.03 per share on March 30, 2010, June 29, 2010, September 28, 2010, and December 28, 2010 to all shareholders of record on March 16, 2010, June 15, 2010, September 14, 2010, and December 14, 2010, respectively. We also paid two special cash dividends of $0.90 per share and $0.80 per share to all of our shareholders, payable on September 14, 2010 and December 31, 2010, respectively, to shareholders of record on August 31, 2010 and December 15, 2010, respectively. Additionally, we paid a special dividend of $59.6 million ($3.20 of principal per share or $86.4 million) in the form of a five-year, zero coupon subordinated debenture due 2015 to all of our shareholders, payable on December 31, 2010 to shareholders of record on December 15, 2010. During 2009, we returned $65.8 million of our earnings to shareholders through dividends and our stock repurchases. We returned $2.13 per share in dividends ($58.8 million) to our common shareholders in 2009, which included four quarterly dividends of $0.03 per share on March 31, 2009, June 30, 2009, September 29, 2009, and December 29, 2009 to all shareholders of record on March 17, 2009, June 16, 2009, September 15, 2009, and December 15, 2009, respectively. We also paid a special dividend of $2.00 per share to all of our shareholders, on December 15, 2009 to shareholders of record on December 1, 2009. Additionally, we distributed the shares of Teton that the Company owned on March 20, 2009 to shareholders of record on March 10, 2009 that had an initial value of approximately $0.01 per GBL share. Through our stock buyback program, we repurchased 684,003 and 156,500 shares in 2010 and 2009, respectively, for a total of approximately $30.2 million and $7.0 million, respectively or $44.15 and $44.91 per share,

respectively. Approximately 524,000 shares remain authorized under our stock buyback program at December 31, 2010.

Weighted average shares outstanding on a diluted basis in 2010 were 28.3 million and included approximately 1.1 million shares from the assumed conversion of the 6% convertible note and from the assumed conversion of the 6.5% convertible note for the full year 2010. During 2010, we issued 53,850 shares from the exercise of stock options and 88,800 RSAs. RSAs affect weighted average shares for diluted earnings per share but not for basic earnings per share. See Note I to the financial statements for details.

At December 31, 2010, we had 90,900 options outstanding to purchase our Class A Stock and 123,100 RSAs which were granted under our Stock Award and Incentive Plans (the “Plans”). The allocation of the options and RSAs was recommended by the Company's Chairman who did not receive options or an RSA award.

Reconciliation of non-GAAP financial measures to GAAP:		
	2010	2009
Revenues	$ 280,380	$ 218,114
Operating income	91,029	72,210
Add back: management fee expense	12,013	9,758
Operating income before management fee	$ 103,042	$ 81,968
Operating margin	32.5 %	33.1 %
Operating margin before management fee	36.8 %	37.6 %

Operating income before management fee expense is used by management for purposes of evaluating its business operations. We believe this measure is useful in illustrating the operating results of the Company as management fee expense is based on pre-tax income before management fee expense, which includes non-operating items including investment gains and losses from the Company's proprietary investment portfolio and interest expense. We believe that an investor would find this useful in analyzing the business operations of the Company without the impact of the non-operating items such as trading and investment performance.

Liquidity and Capital Resources

Our principal assets consist of cash and cash equivalents, short-term investments, securities held for investment purposes, investments in mutual funds, and investment partnerships and offshore funds, both proprietary and external. Cash and cash equivalents are comprised primarily of money market funds managed by GAMCO. Although the investment partnerships and offshore funds are, for the most part, illiquid, the underlying investments of such partnerships or funds are, for the most part, liquid, and the valuations of these products reflect that underlying liquidity.

Summary cash flow data derived from our audited consolidated statements of cash flows are as follows:

	Year Ended December 31,		
	2011	2010	2009
		(in thousands)	
Cash flows provided by (used in):			
Operating activities	$ 36,363	$ (80,030)	$ 131,793
Investing activities	3,982	67,186	(55,250)
Financing activities	67,896	(155,816)	(69,531)
	108,241	(168,660)	7,012

Increase (decrease) in cash and cash equivalents						
Effect of exchange rates on cash and cash equivalents		-		(9)		84
Net increase (decrease) in cash and cash equivalents		108,241		(168,669)		7,096
Net decrease in cash from consolidated partnerships and offshore funds		(1,502)		-		-
Cash and cash equivalents at beginning of year		169,601		338,270		331,174
Cash and cash equivalents at end of year	$	276,340	$	169,601	$	338,270

Cash and liquidity requirements have historically been met through cash generated by operating income and our borrowing capacity. We filed a shelf registration with the SEC in 2009 which, among other things, provides us opportunistic flexibility to sell any combination of senior and subordinate debt securities, convertible debt securities, equity securities (including common and preferred stock), and other securities up to a total amount of $400 million. On May 31, 2011, the Company issued $100 million of senior unsecured notes at par. The net proceeds of $99.1 million will be used for working capital and general corporate purposes, which may include acquisitions. The notes mature June 1, 2021 and bear interest, payable semi-annually, at 5.875% per annum. The notes were issued pursuant to the Company's shelf registration reducing the amount for future issuances to $300 million.

At December 31, 2011, we had cash and cash equivalents of $276.3 million, an increase of $106.7 million from the prior year-end primarily due to the Company's financing activities. Cash and cash equivalents of $16.8 million and investments in securities of $6.2 million held by consolidated investment partnerships and offshore funds may not be readily available for the Company to access. Total debt outstanding at December 31, 2011 was $263.1 million, consisting of $64.1 million in five year zero coupon subordinated debentures due 2015 ("Debentures"), with a face value of $86.3 million, $100 million of 5.875% senior notes due 2021 and $99 million of 5.5% senior notes due 2013.

Net cash provided by operating activities was $36.4 million for the year ended December 31, 2011. Net income of $69.7 million and partnership distributions of $57.1 million were the most significant contributors to cash provided by operating activities in 2011. The largest components of cash usage were additional investments in trading securities in our proprietary portfolios and contributions to partnerships. In 2010, we had net cash used in operating activities of $80.0 million. Net income of $70.0 million and partnership distributions of $9.7 million were the most significant contributors to cash provided by operations in 2010 while additional investments in trading securities into our proprietary portfolios and contributions to partnerships were the largest component of cash usage.

Net cash provided by investing activities of $4.0 million in 2011 is due to proceeds from sales of available for sale securities of $6.1 million and return of capital from available for sale securities of $2.3 million partially offset by $4.4 million in purchases of available for sale securities. Net cash provided by investing activities of $67.2 million in 2010 is due to a decrease in restricted cash of $62.3 million as the collateral underlying the Cascade escrow account during 2010 was released and no longer considered restricted while during 2009 the collateral was invested in treasury bills with maturities of less than three months and considered cash equivalents. Additionally, there were purchases of available for sale securities of $157,000, proceeds from sales of available for sale securities of $2.1 million and return of capital from available for sale securities of $3.0 million.

Net cash provided by financing activities of $67.9 million in 2011 principally resulted from the $100 million ($99.1 million net of issuance costs) issuance of 5.875% senior unsecured notes due June 2021 and net contributions of $20.1 million from redeemable non-controlling interests partially offset by $20.4 million of repurchases of our Class A Stock under the Stock Repurchase Program and $30.5 million in dividends paid. Net cash used in financing activities of $155.8 million in 2010 principally resulted from the repayment of both the 2011 Notes and the 2018 Notes of $100.4 million, repurchase of our Class A Stock under the Stock Repurchase Program of $30.2 million and dividends paid of $50.6 million offset by contributions of $25.1 million from redeemable non-controlling interests.

Under the terms of the lease of our Rye, New York office, we are obligated to make minimum total payments of $13.0 million through December 2023.

We continue to maintain our investment grade ratings which we have received from two ratings agencies, Moody's Investors Services and Standard and Poor's Ratings Services. We believe that our ability to maintain our investment grade ratings will provide greater access to the capital markets, enhance liquidity and lower overall borrowing costs. As of December 31, 2011 we have debt outstanding of $100 million of 5.875% senior notes due June 1, 2021, $99 million of 5.5% senior notes due May 15, 2013 and $64.1 million of zero coupon subordinated debentures due December 15, 2015 (with a face value of $86.3 million). In addition to the $261.7 million in cash and cash equivalents at December 31, 2011, we also had $421.6 million in investments in securities, investments in partnerships and receivable from brokers, net of securities sold not yet purchased and payables to brokers.

Gabelli & Company and G.distributors are registered with the SEC as broker-dealers and are regulated by FINRA. As such, they are subject to the minimum net capital requirements promulgated by the SEC. Gabelli & Company's and G.distributors' net capital exceeded these minimum requirements at December 31, 2011. Both Gabelli & Company and G.distributors compute their net capital under the alternative method permitted by the SEC, which requires minimum net capital of the greater of $250,000 or 2% of the aggregate debit items in the reserve formula for those broker-dealers subject to Rule 15c3-3 promulgated under the Securities Exchange Act of 1934. As of December 31, 2011 and 2010, Gabelli &

Company had net capital, as defined, of approximately $6.0 million and $11.2 million, respectively, exceeding the regulatory requirement by approximately $5.7 million and $11.0 million, respectively. G.distributors had net capital, as defined, of approximately $2.3 million, exceeding the regulatory requirement by approximately $2.1 million. Net capital requirements for our affiliated broker-dealers may increase in accordance with rules and regulations to the extent they engage in other business activities.

Our subsidiary, GAMCO Asset Management (UK) Limited is authorized and regulated by the FSA. In connection with this registration, we held Own Funds of £357,000 ($552,000 at December 31, 2010) and had an Own Funds requirement of £5,000 ($7,000 at December 31, 2010). In February 2011, GAMCO Asset Management (UK) Limited increased its permitted license with the FSA and held Own Funds of £343,000 ($530,000 at December 31, 2011) and had an Own Funds requirement of €50,000 ($65,000 at December 31, 2011). We have consistently met or exceeded these minimum requirements.

Market Risk

Our primary market risk exposure is to changes in equity prices and interest rates. Since approximately 95% of our AUM are equities, our financial results are subject to equity-market risk as revenues from our money management services are directly correlated to changes in the stock market and are sensitive to other stock market dynamics. In addition, returns from our proprietary investment portfolio are exposed to interest rate and equity market risk.

The Company's Chief Investment Officer oversees the proprietary investment portfolios and allocations of proprietary capital among the various strategies. The Chief Investment Officer and the Board of Directors review the proprietary investment portfolios throughout the year. Additionally, the Company has a risk committee which monitors the proprietary investment portfolios to ensure that they are in compliance with the Company's guidelines.

Equity Price Risk

With respect to our proprietary investment activities, included in investments in securities of $297.5 million and $305.5 million at December 31, 2011 and 2010, respectively, were investments in United States Treasury Bills and Notes of $42.1 million and $27.3 million, respectively, mutual funds, largely invested in equity products, of $62.4 million and $66.7 million, respectively, a selection of common and preferred stocks totaling $192.6 million and $209.5 million, respectively, and other investments of approximately $0.4 million and $2.0 million, respectively. Investments in mutual funds generally have lower market risk through the diversification of financial instruments within their portfolio. In addition, we may alter our investment holdings from time to time in response to changes in market risks and other factors considered appropriate by management. Of the approximately $192.6 million and $209.5 million, invested in common and preferred stocks at December 31, 2011 and 2010, respectively, $33.3 million and $37.1 million, respectively, was related to our investment in Westwood Holdings Group Inc., and $69.2 million and $24.8 million, respectively, was invested in risk arbitrage opportunities in connection with mergers, consolidations, acquisitions, tender offers or other similar transactions. Securities sold, not yet purchased are financial instruments purchased under agreements to resell and financial instruments sold under agreement to repurchase. These financial instruments are stated at fair value and are subject to market risks resulting from changes in price and volatility. At December 31, 2011 and 2010, the fair value of securities sold, not yet purchased was $5.5 million and $19.3 million, respectively. Investments in partnerships and affiliates totaled $115.9 million and $82.9 million at December 31, 2011 and 2010, respectively, the majority of which consisted of investment partnerships and offshore funds which invest in risk arbitrage opportunities. These transactions generally involve announced deals with agreed upon terms and conditions, including pricing, which typically involve less market risk than common stocks held in a trading portfolio. The principal risk associated with risk arbitrage transactions is the inability of the companies involved to complete the transaction.

The following table provides a sensitivity analysis for our investments in equity securities and partnerships and affiliates which invest primarily in equity securities, excluding arbitrage products for which the principal exposure is to deal closure and not overall market conditions, as of December 31, 2011. The sensitivity analysis assumes a 10% increase or decrease in the value of these investments (in thousands):

	Fair Value assuming	Fair Value assuming

(unaudited)	Fair Value	10% decrease in equity prices	10% increase in equity prices
At December 31, 2011:			
Equity price sensitive investments, at fair value	$ 261,024	$ 234,922	$ 287,126
At December 31, 2010:			
Equity price sensitive investments, at fair value	$ 359,699	$ 323,729	$ 395,669

The deconsolidation of Gabelli Green Long/Short Fund, L.P., on January 1, 2011, and Gabelli Associates Limited II E, on October 1, 2011, reduced investments in securities by approximately $80 million and securities sold, not yet purchased by $17 million.

The Company earns substantially all of its revenue as advisory fees from our Mutual Fund, Institutional and Private Wealth Management, and Investment Partnership assets. Such fees represent a percentage of AUM and the majority of these assets are in equity investments. Accordingly, since revenues are proportionate to the value of those investments, a substantial increase or decrease in equity markets overall will have a corresponding effect on the Company's revenues.

Investment advisory fees for mutual funds and sub-advisory relationships are based on average daily or weekly asset values. Advisory fees earned on Institutional and Private Wealth Management assets, for any given quarter, are generally determined based on asset values at the beginning of a quarter with any significant increases or decreases in market value of assets managed which occur during a quarter resulting in a relative increase or decrease in revenues for the following quarter.

Investment Partnership advisory fees are computed based on monthly or quarterly asset values. The incentive allocation or fee of 20% of the economic profit from Investment Partnerships is impacted by changes in the market prices of the underlying investments of these products and is not recognized until the end of the measurement period.

Interest Rate Risk

Our exposure to interest rate risk results, principally, from our investment of excess cash in U.S. Government securities. These investments are primarily short term in nature, and the carrying value of these investments generally approximates fair value. Based on December 31, 2011, cash and cash equivalent balance of $276.3 million a 1% increase in interest rates would increase our interest income by $2.8 million annually. Given that our current return on these cash equivalent investment is approximately 0.00% annually, an analysis of a 1% decrease is not meaningful.

Commitments and Contingencies

We are obligated to make future payments under various contracts such as debt agreements and capital and operating lease agreements. The following table sets forth our significant contractual cash obligations as of December 31, 2011 (in thousands):

	Total	2012	2013	2014	2015	2016	Thereafter
Contractual Obligations:							
5.5% Senior notes	$ 99,000	$ -	$ 99,000	$ -	$ -	$ -	$ -
Interest on 5.5% senior notes	7,941	5,445	2,496	-	-	-	-
5.875% Senior notes	100,000	-	-	-	-	-	100,000
Interest on 5.875% senior notes	55,813	5,875	5,875	5,875	5,875	5,875	26,438
Zero coupon Subordinated debentures	86,299	-	-	-	86,299	-	-
Capital lease obligations	13,017	1,137	1,080	1,080	1,080	1,080	7,560
Non-cancelable operating lease obligations	1,487	658	513	295	21	-	-
Total	$ 363,557	$ 13,115	$ 108,964	$ 7,250	$ 93,275	$ 6,955	$ 133,998

The capital lease contains an escalation clause tied to the change in the New York Metropolitan Area Consumer Price Index which may cause the future minimum payments to exceed $1,080,000 annually. Any increases to the base rental will be accounted for prospectively.

Off-Balance Sheet Arrangements

We are the General Partner or co-General Partner of various limited partnerships whose underlying assets consist primarily of marketable securities.

Our income from these limited partnerships consists of our share of the management fees and a 20% incentive allocation on profits earned by the limited partners. We also receive a pro-rata return on any investment we have in the limited partnership. We earned management fees of $3.0 million, $2.1 million and $1.5 million in 2011, 2010 and 2009, respectively, and incentive fees of $1.4 million, $2.2 million and $1.8 million in 2011, 2010 and 2009, respectively. Our pro-rata gain on investments in these limited partnerships totaled $1.6 million, $2.1 million and $1.3 million in 2011, 2010 and 2009, respectively.

We do not invest in any other off-balance sheet vehicles that provide financing, liquidity, market or credit risk support or engage in any leasing activities that expose us to any liability that is not reflected on the Consolidated Financial Statements.

Critical Accounting Policies

In the ordinary course of business, we make a number of estimates and assumptions relating to the reporting of results of operations and financial condition in the preparation of our financial statements in conformity with U.S. generally accepted accounting principles. We base our estimates on historical experience, when available, and on other various assumptions that are believed to be reasonable under the circumstances. Actual results could differ significantly from those estimates under different assumptions and conditions.

We believe the critical assumptions and estimates are those applied to revenue recognition, the accounting for and valuation of investments in securities, partnerships, and offshore funds, goodwill and other long-lived intangibles, income taxes, and stock based compensation accounting.

Major Revenue-Generating Services and Revenue Recognition

The Company's revenues are derived primarily from investment advisory and incentive fees, institutional research services and distribution fees.

Investment advisory and incentive fees are directly influenced by the level and mix of AUM as fees are derived from a contractually-determined percentage of AUM for each account as well as incentive fees earned on certain accounts. Advisory fees from the open-end mutual funds, closed-end funds and sub-advisory accounts are computed daily or weekly based on average net assets and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. Advisory fees from Institutional and Private Wealth Management accounts are generally computed quarterly based on account values as of the end of the preceding quarter, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. Management fees from investment partnerships and offshore funds are computed either monthly or quarterly, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. The Company derived approximately 82%, 83% and 82% of its total revenues from advisory and management fees, including incentive fees, for the periods ended December 31, 2011, 2010 and 2009, respectively. These revenues vary depending upon the level of sales compared with redemptions, financial market conditions, performance and the fee structure for AUM. Revenues derived from the equity-oriented portfolios generally have higher management fee rates than fixed income portfolios.

Revenues from investment partnerships and offshore funds also generally include an incentive allocation on the absolute gain in a portfolio or a fee of 20% of the economic profit as defined in the partnership agreement. The incentive allocation or fee is recognized at the end of the measurement period, which is annually, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. There were \$2.3 million and \$3.7 million in incentive allocations or fees receivable as of December 31, 2011 and 2010, respectively. The Company also receives incentive fees from certain Institutional and Private Wealth Management accounts, which are based upon meeting or exceeding specific benchmark index or indices. Incentive fees refer to fees earned when the return generated for the client exceeds the benchmark and can be earned even if the return to the client is negative as long as the return exceeds the benchmark. These fees are recognized, for each respective account, at the end of the stipulated contract period which is both quarterly and annually and varies by account. Receivables due for incentive fees earned are included in investment advisory fees receivable on the consolidated statements of financial condition. There were \$0.9 million and \$8.4 million in incentive fees receivable as of December 31, 2011 and 2010, respectively. Management fees on a majority of the closed-end preferred shares are received at year-end if the total return to common shareholders of the closed-end fund for the calendar year exceeds the dividend rate of the preferred shares. These fees are recognized at the end of the measurement period, which is annually. Receivables due for management fees on closed-end preferred shares are included in investment advisory fees receivable on the consolidated statements of financial condition. There were \$3.7 million and \$8.7 million in management fees receivable on closed-end preferred shares as of December 31, 2011 and 2010, respectively. For The GDL Fund, there is an incentive fee earned as of the end of the calendar year and varies to the extent the total return of the fund is in excess of the 90 day T-Bill Index total return. This fee is recognized at the end of the measurement period, which is annually on a calendar year basis. Receivables due on incentive fees relating to The GDL Fund are included in investment advisory fees receivable on the consolidated statements of financial condition and were $1.3 million and $3.3 million as of December 31, 2011 and 2010, respectively.

Gabelli & Company, Inc. provides institutional research services and earns brokerage commission revenues and sales manager fees on a trade-date basis from securities transactions executed on an agency basis on behalf of institutional clients and mutual funds, private wealth management clients and retail customers of affiliated companies. It has also been involved in syndicated underwriting activities that included public equity and debt offerings managed by major investment banks. Underwriting fees include underwriting revenues and syndicate profits and are accrued as earned. Underwriting fees include gains, losses, selling concessions and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as underwriter or agent. It provides institutional investors and investment partnerships with investment ideas on numerous industries and special situations, with a particular focus on small-cap and mid-cap companies. Commission revenue and related clearing charges are recorded on a trade-date basis and are included in commission revenue and other operating expenses, respectively, on the consolidated statements of income.

Distribution fees revenues are derived primarily from the distribution of Gabelli, GAMCO and Comstock open-end mutual funds (“Funds”) advised by a subsidiary of GBL, Funds Advisor and a subsidiary of GGCP, Teton. Effective August 1, 2011, G.distributors distributes our open-end Funds pursuant to distribution agreements with each Fund. Under each distribution agreement with an open-end Fund, G.distributors offers and sells such open-end Fund shares on a continuous basis and pays all of the costs of marketing and selling the shares, including printing and mailing prospectuses and sales literature, advertising and maintaining sales and customer service personnel and sales and services fulfillment systems, and payments to the sponsors of third party distribution programs, financial intermediaries and G.distributors’ sales personnel. G.distributors receive fees for such services pursuant to distribution plans adopted under provisions of Rule 12b-1 of the Investment Company Act of 1940 (“Company Act”). G.distributors is the principal underwriter for funds distributed in multiple classes of shares which carry either a front-end or back-end sales charge. Prior to August 1, 2011, Gabelli & Company was the distributor of the Gabelli, GAMCO and Comstock open-end Funds.

Under the distribution plans, the open-end Class AAA shares of the Funds (except The Gabelli U.S. Treasury Money Market Fund, Gabelli Capital Asset Fund and The Gabelli ABC Fund) and the Class A shares of certain Funds pay G.distributors a distribution or service fee of .25% per year (except the Class A shares of the Westwood Funds which pay .50% per year, except for the GAMCO Westwood Intermediate Bond Fund which pays .35%, and the Class A shares of the Gabelli Enterprise Mergers and Acquisitions Fund which pay .45% per year) on the average daily net assets of the fund. Class B and Class C shares have a 12b-1 distribution plan with a service and distribution fee totaling 1%.

Distribution fees from the open-end mutual funds are computed daily based on average net assets. The amounts receivable for distribution fees are included in receivables from affiliates on the consolidated statements of financial condition.

Finally, GBL also has investment gains or losses generated from its proprietary trading activities which are included in net gain/(loss) from investments on the consolidated statements of income.

Investments in Securities Transactions and Other Than Temporary Impairment

Investments in securities are accounted for as either "trading securities" or "available for sale" and are stated at fair value. Management determines the appropriate classification of debt and equity securities at the time of purchase and reevaluates such designations as of each balance sheet date. U.S. Treasury Bills and Notes with maturities of greater than three months at the time of purchase are considered investments in securities. Securities that are not readily marketable are stated at their estimated fair values in accordance with Generally Accepted Accounting Principles ("GAAP"). A substantial portion of investments in securities are held for resale in anticipation of short-term market movements and therefore are classified as trading securities. Trading securities are stated at fair value, with any unrealized gains or losses reported in current period earnings in net gain/(loss) from investments on the consolidated statements of income. 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 realized losses on the consolidated statements of income. Securities transactions and any related gains and losses are recorded on a trade date basis. Realized gains and losses from securities transactions are recorded on the specific identified cost basis and are included in net gain/(loss) from investments on the consolidated statements of income.

AFS securities are evaluated for other than temporary impairments each reporting period and any impairment charges are recorded in net gain/(loss) from investments on the consolidated statements of income. Management reviews all available for sale securities whose cost exceeds their fair value to determine if the impairment is other than temporary. Management uses qualitative factors such as diversification of the investment, the intent to hold the investment, the amount of time that the investment has been impaired and the severity of the decline in determining whether the impairment is other than temporary.

Securities sold, but not yet purchased are recorded on the trade date, and are stated at fair value and represent obligations of GBL to purchase the securities at prevailing market prices. Therefore, the future satisfaction of such obligations may be for an amount greater or less than the amounts recorded on the consolidated statements of financial condition. The ultimate gains or losses recognized are dependent upon the prices at which these securities are purchased to settle the obligations under the sales commitments. Realized gains and losses from covers of securities sold, not yet purchased transactions are included in net gain/(loss) from investments on the consolidated statements of income. Securities sold, not yet purchased are stated at fair value, with any unrealized gains or losses reported in current period earnings in net gain/(loss) from investments on the consolidated statements of income.

Investments in Partnerships and Affiliates

Affiliated Entities

The Company is general partner or co-general partner of various sponsored limited partnerships and the investment manager of various sponsored offshore funds whose underlying assets consist primarily of marketable securities (the “affiliated entities”). In accordance with the consolidation assessment models set forth in ASC 810-10 and 810-20, the Company consolidates all investments in partnerships and affiliates in which the Company has a controlling financial interest.

The Company first determines whether an entity is a variable interest entity ("VIE"). A VIE is an entity in which either (a) the equity investment at risk is not sufficient to permit the entity to finance its own activities without additional financial support or (b) the equity investors do not have the ability to make decisions about the entities' activities or obligation to absorb the expected losses of the entity or the right to receive the expected residual returns of the entity or (c) the voting rights are not proportional to their obligations to absorb the expected losses of the entity or their rights to receive the expected residual returns of the entity. The Company evaluates whether entities in which it has an interest are VIEs and whether the Company is the primary beneficiary of any VIEs identified in its analysis. The Company is determined to be the primary beneficiary if it absorbs a majority of the VIE's expected losses, expected residual returns, or both. If the Company is the primary beneficiary of a VIE, it consolidates that entity. If the Company is not the primary beneficiary, it accounts for its investment under the equity method.

In June 2009 the Financial Accounting Standards Board ("FASB") amended the guidance on VIEs when it issued ASU 2009-17. This guidance requires that if a decision maker has a variable interest in a VIE, the decision maker is not solely acting in a fiduciary capacity and would be required to consolidate the VIE if it has both the power to direct the most significant activities of the VIE and economic exposure that could potentially be significant to the VIE. If the Company were to apply such guidance it would be required to consolidate most of its affiliated entities. In February 2010, the FASB issued ASU 2010-10, which indefinitely deferred the effective date of the amendments to ASC 810-10 made by ASU 2009-17, for a reporting entity's interest in certain entities. Currently, interests in entities that qualify for the deferral are evaluated by applying the VIE model in ASC 810-10 (i.e., before the amendments by ASU 2009-17), while interests in entities that do not qualify for the deferral must be evaluated under the amendments in ASU 2009-17. Because all of the entities with which the Company is involved which would have been subject to the guidance in ASU 2009-17 were determined to qualify for the FASB's deferral of such guidance, the Company applies the guidance for VIEs that existed prior to the issuance of ASU 2009-17.

If the entity is not considered a VIE it is treated as a voting interest entity ("VOE") and the Company applies the guidance in ASC 810-20 in determining whether the entity should be consolidated. Under ASC 810-20, the general partner or investment manager is deemed to control the entity and therefore must consolidate it unless the unaffiliated limited partners or shareholders have the ability (a) to remove the general partner or investment manager, without cause, (b) to dissolve the entity or (c) have substantive participating rights. If the unaffiliated limited partners or shareholders possess substantive rights, then the Company does not consolidate the entity, and the equity method of accounting is applied. If the unaffiliated limited partners or shareholders do not have such rights, the Company consolidates the entity.

For those investments accounted for under the equity method, the Company's share in net earnings or losses of these affiliated entities are reflected in income as earned and are included in net gain/(loss) from investments on the consolidated statements of income. Capital contributions are recorded as an increase in investments when paid, while withdrawals and distributions received are recorded as reductions of the investments. Depending on the terms of the investment, the Company may be restricted as to the timing and amounts of withdrawals.

For consolidated feeder funds ("CFFs") that own 100% of their offshore master funds, the Company retains the feeder funds' specialized investment company accounting (i.e., the feeder funds accounts for its investment in the master fund at fair value).

The Company records noncontrolling interests in consolidated entities for which the Company's ownership is less than 100%.

Unaffiliated entities

We also have investments in unaffiliated partnerships, offshore funds and other entities. The Company applies the same guidance to unaffiliated entities as it does for affiliated entities, first looking at the VIE criteria, then VOE criteria and finally applying the equity method, if applicable. Given that we are not a general partner or investment manager in any unaffiliated entities, we do not earn any management or incentive fees and we do not have a controlling financial interest, we do not currently consolidate any unaffiliated entities.

Our balance sheet caption "investments in partnerships" includes those investments, in both affiliated and unaffiliated entities, which the Company accounts for under the equity method of accounting and certain investments in consolidated feeder funds that the Company accounts for at fair value, as described above. The Company reflects the equity in earnings of these equity method investees and the change in fair value of the consolidated feeder funds under the caption net gain/(loss) from investments on the consolidated statements of income.

Goodwill and Identifiable Intangible Assets

Goodwill is initially measured as the excess of the cost of the acquired business over the sum of the amounts assigned to assets acquired less the liabilities assumed. At December 31, 2011 and 2010, goodwill recorded on the consolidated statements of financial condition relates to our 93%-owned subsidiary, GSI and the identifiable intangible asset is an investment advisory contract for the Gabelli Enterprise Mergers and Acquisition Fund. Goodwill and identifiable intangible assets are tested for impairment at least annually on November 30th and whenever certain triggering events are met. In assessing the recoverability of goodwill and identifiable intangible assets, projections regarding estimated future cash flows and other factors are made to determine the fair value of the respective assets.

Income Taxes

Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and the reported amounts on the consolidated financial statements using the statutory tax rates in effect for the year when the reported amount of the asset or liability is recovered or settled, respectively. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying values of deferred tax assets to the amount that is more likely than not to be realized. For each tax position taken or expected to be taken in a tax return, the Company determines whether it is more likely than not that the position will be sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. The Company recognizes the accrual of interest on uncertain tax positions and penalties in income tax provision on the consolidated statements of income.

Stock Based Compensation

The Company has granted RSAs and stock options which were recommended by the Company's Chairman, who did not receive an RSA or option award, and approved by the Compensation Committee of the Company's Board of Directors. We use a fair value based method of accounting for stock-based compensation provided to our employees. The estimated fair value of RSAs is determined by using the closing price of our Class A Stock on the day prior to the grant date. The total expense, which is reduced by estimated forfeitures, is 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. The forfeiture rate is determined by reviewing historical forfeiture rates for previous stock-based compensation grants and is reviewed and updated quarterly, if necessary. During the vesting period, dividends to RSA holders are held for them until the RSA vesting dates and are forfeited if the grantee is no longer employed by the Company on the vesting dates. Dividends declared on these RSAs, less estimated forfeitures, are charged to retained earnings on the declaration date.

The estimated fair value of option awards is determined using the Black Scholes option-pricing model. This sophisticated model utilizes a number of assumptions in arriving at its results, including the estimated life of the option, the risk free interest rate at the date of grant and the volatility of the underlying common stock. There may be other factors, which have not been considered, which may have an effect on the value of the options as well. The effects of changing any of the assumptions or factors employed by the Black Scholes model may result in a significantly different valuation for the options. The total expense, which is reduced by estimated forfeitures, is recognized over the vesting period for these awards which is 75% over three years from the date of grant and 25% after four years from date of grant. The forfeiture rate is determined by reviewing historical forfeiture rates for previous stock-based compensation grants and is reviewed and updated quarterly, if necessary.

Recent Accounting Developments

In January 2010, the FASB issued guidance to improve disclosures about fair value measurements. The guidance affects all entities that are required to make disclosures about recurring and nonrecurring fair value measurements. The guidance requires new disclosures regarding purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. The guidance is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted the applicable portions of this guidance on January 1, 2011 without a material impact to the consolidated financial statement disclosures.

In May 2011, the FASB issued guidance on fair value measurement which expands existing disclosure requirements for fair value measurements and makes other amendments. The guidance requires, for level 3 fair value measurements, (1) a quantitative disclosure of the unobservable inputs and assumptions used in the measurement, (2) a description of the valuation processes in place, and (3) a narrative description of the sensitivity of the fair value to changes in unobservable inputs and interrelationships between those inputs. Additionally, the guidance requires disclosure of the level in the fair value hierarchy of items that are not measured at fair value in the statement of financial condition but whose fair value must be disclosed and clarifies that the valuation premise and highest and best use concepts are not relevant to financial assets or liabilities. The guidance is effective for interim and annual periods beginning after December 15, 2011. The application of this guidance will result in enhanced footnote disclosure upon adoption on January 1, 2012.

In June 2011, the FASB issued guidance which revises the manner in which entities present comprehensive income in their financial statements. The new guidance requires entities to report comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. Under the two-statement approach, the first statement would include components of net income, which is consistent with the income statement format used currently, and the second statement would include components of other comprehensive income ("OCI"). The guidance does not change the items that must be reported in OCI. The guidance is effective for fiscal years beginning after December 15, 2011, and for interim periods within those fiscal years. The application of this guidance is not expected to be material to the consolidated financial statements.

In September 2011, the FASB issued guidance which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the quantitative two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. This guidance is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011, with early adoption allowed. The Company early adopted this guidance that allowed for a qualitative assessment of whether it is more likely than not that an impairment has occurred.

In December 2011, the 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. 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 is currently evaluating the impact that the application of this guidance will have on its financial statements.

Seasonality and Inflation

We do not believe our operations are subject to significant seasonal fluctuations. We do not believe inflation will significantly affect our compensation costs, as they are substantially variable in nature. However, the rate of inflation may affect our expenses such as information technology and occupancy costs. To the extent inflation results in rising interest rates and has other effects upon the securities markets, it may adversely affect our financial position and results of operations by reducing our AUM, revenues or otherwise.

ITEM 7A: QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Reference is made to the information contained under the heading "Management's Discussion and Analysis of Financial Condition and Results of Operations -- Market Risk."

ITEM 8: FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

GAMCO INVESTORS, INC. AND SUBSIDIARIES
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS

	Page
Report of Independent Registered Public Accounting Firm	48
Report of Independent Registered Public Accounting Firm on Effectiveness of Internal Control over Financial Reporting	49
Consolidated Financial Statements:	
Consolidated Statements of Income for the years ended December 31, 2011, 2010 and 2009	50
Consolidated Statements of Financial Condition at December 31, 2011 and 2010	51
Consolidated Statements of Equity and Comprehensive Income	
for the years ended December 31, 2011, 2010 and 2009	52
Consolidated Statements of Cash Flows for the years ended December 31, 2011, 2010 and 2009	55
Notes to Consolidated Financial Statements	57

All schedules for which provision is made in the applicable accounting regulations of the Securities and Exchange Commission that are not required under the related instructions or are inapplicable have been omitted.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GAMCO Investors, Inc.
Rye, New York

We have audited the accompanying consolidated statements of financial condition of GAMCO Investors, Inc. and subsidiaries (the "Company") as of December 31, 2011 and 2010, and the related consolidated statements of income, equity and comprehensive income, and cash flows for each of the three years in the period ended December 31, 2011. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such consolidated financial statements present fairly, in all material respects, the financial position of GAMCO Investors, Inc. and subsidiaries at December 31, 2011 and 2010, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2011, in conformity with accounting principles generally accepted in the United States of America.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the Company's internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 6, 2012 expressed an unqualified opinion on the Company's internal control over financial reporting.

DELOITTE & TOUCHE LLP

New York, New York
March 6, 2012

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Stockholders of
GAMCO Investors, Inc.
Rye, New York

We have audited the internal control over financial reporting of GAMCO Investors, Inc. and subsidiaries (the "Company") as of December 31, 2011, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control Over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2011, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated financial statements as of and for the year ended December 31, 2011 of the Company and our report dated March 6, 2012, expressed an unqualified opinion on those financial statements.

DELOITTE & TOUCHE LLP

New York, New York
March 6, 2012

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF INCOME
(In thousands, except per share data)

	Year Ended December 31,		
	2011	2010	2009
Revenues			
Investment advisory and incentive fees	$268,024	$231,269	$178,713
Institutional research services	14,288	16,600	16,715
Distribution fees and other income	44,816	32,511	22,686
Total revenues	327,128	280,380	218,114
Expenses			
Compensation	132,970	123,840	92,859
Management fee	12,270	12,013	9,758
Distribution costs	44,427	31,048	24,339
Other operating expenses	24,167	22,450	18,948
Total expenses	213,834	189,351	145,904
Operating income	113,294	91,029	72,210
Other income (expense)			
Net gain from investments	5,551	24,391	25,558
Interest and dividend income	6,594	5,905	3,425
Interest expense	(14,997)	(11,984)	(13,290)
Total other income (expense), net	(2,852)	18,312	15,693
Income before income taxes	110,442	109,341	87,903
Income tax provision	40,767	39,326	31,761
Net income	69,675	70,015	56,142
Net income (loss) attributable to noncontrolling interests	(7)	1,223	609
Net income attributable to GAMCO Investors, Inc.'s shareholders	$69,682	$68,792	$55,533
Net income attributable to GAMCO Investors, Inc.'s shareholders per share:			
Basic	$2.62	$2.55	$2.03
Diluted	$2.61	$2.52	$2.02
Weighted average shares outstanding:			
Basic	26,636	26,959	27,345
Diluted	26,724	28,348	28,214

See accompanying notes.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION
(In thousands, except per share data)

	December 31, 2011	December 31, 2010
ASSETS		
Cash and cash equivalents	$276,340	$169,601
Investments in securities	297,547	305,486
Investments in partnerships	100,893	82,871
Receivable from brokers	20,913	46,621
Investment advisory fees receivable	32,156	44,660
Receivable from affiliates	5,048	3,837
Capital lease	3,133	3,394
Goodwill and identifiable intangible asset	5,358	5,358
Income tax receivable	39	325
Other assets	15,322	10,583
Total assets	$756,749	$672,736
LIABILITIES AND EQUITY		
Payable to brokers	$10,770	$1,554
Income taxes payable and deferred tax liabilities	15,296	23,225
Capital lease obligation	5,072	5,182
Compensation payable	17,695	23,771
Securities sold, not yet purchased	5,488	19,299
Mandatorily redeemable noncontrolling interests	1,386	1,444
Accrued expenses and other liabilities	24,441	23,089
Sub-total	80,148	97,564
5.5% Senior notes (due May 15, 2013)	99,000	99,000
5.875% Senior notes (due June 1, 2021)	100,000	-
Zero coupon subordinated debentures, Face value: $86.3 million at December 31, 2011 and		
$86.4 million at December 31, 2010 (due December 31, 2015)	64,119	59,580
Total liabilities	343,267	256,144
Redeemable noncontrolling interests	6,071	26,984
Commitments and contingencies (Note J)		
Equity:		
Preferred stock, $.001 par value; 10,000,000 shares authorized; none issued and outstanding		
Class A Common Stock, $0.001 par value; 100,000,000 shares authorized; 13,627,397 and 13,255,503		

shares issued, respectively; 6,684,149 and 6,763,221 shares outstanding, respectively	13	13
Class B Common Stock, $0.001 par value; 100,000,000 shares authorized; 24,000,000 shares issued		
and 20,070,746 and 20,290,140 shares outstanding, respectively	20	20
Additional paid-in capital	264,409	262,108
Retained earnings	409,191	370,272
Accumulated comprehensive income	22,520	25,389
Treasury stock, at cost (6,943,248 and 6,492,282 shares, respectively)	(292,181)	(271,773)
Total GAMCO Investors, Inc. stockholders' equity	403,972	386,029
Noncontrolling interests	3,439	3,579
Total equity	407,411	389,608
Total liabilities and equity	$756,749	$672,736

See accompanying notes.

51

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME
(In thousands)

	GAMCO Investors, Inc. shareholders								
			Additional		Accumulated			Redeemable	
	Noncontrolling	Common	Paid-in	Retained	Comprehensive	Treasury		Noncontrolling	Comprehensive
	Interests	Stock	Capital	Earnings	Income	Stock	Total	Interests	Income
Balance at December 31, 2008	$ 4,788	$ 33	$ 245,973	$ 413,761	$ 14,923	$ (234,537)	$ 444,941	$ 4,201	$ -
Redemptions of redeemable noncontrolling interests	(747)	-	-	-	-	-	(747)	(2,932)	-
Spin-off of subsidiary shares to noncontrolling interests	(412)	-	-	-	-	-	(412)	-	-
Net income	414	-	-	55,533	-	-	55,947	195	56,142
Net unrealized gains on securities available for sale, net of income tax ($15,765)	-	-	-	-	4,112	-	4,112	-	4,112
Foreign currency translation	-	-	-	-	53	-	53	-	53
Dividends declared ($2.13 per share)	-	-	-	(58,821)	-	-	(58,821)	-	-
Income tax effect of transaction with shareholders	-	-	(243)	-	-	-	(243)	-	-
Stock based compensation expense	-	-	5,085	-	-	-	5,085	-	-
Exercise of stock options including tax benefit	-	-	776	-	-	-	776	-	-

Purchase of treasury stock	-	-	-	-	-	(7,030)	(7,030)	-	-
Balance at December 31, 2009	$ 4,043	$ 33	$ 251,591	$ 410,473	$ 19,088	$ (241,567)	$ 443,661	$ 1,464	$ 60,307
Comprehensive income attributable to noncontrolling interest									(609)
Total comprehensive income attributable to GAMCO Investors, Inc.									$ 59,698

See accompanying notes.

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME
(continued) (In thousands)

	GAMCO Investors, Inc. shareholders								
	Noncontrolling Interests	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Comprehensive Income	Treasury Stock	Total	Redeemable Noncontrolling Interests	Comprehensive Income
Balance at December 31, 2009	$ 4,043	$ 33	$ 251,591	$ 410,473	$ 19,088	$ (241,567)	$ 443,661	$ 1,464	$ -
Redemptions of redeemable noncontrolling interests	-	-	-	-	-	-	-	(475)	-
Contributions from redeemable noncontrolling interests	-	-	-	-	-	-	-	25,137	-
Dividends paid to noncontrolling interests	(829)	-	-	-	-	-	(829)	-	-
Net income	365	-	-	68,792	-	-	69,157	858	70,015
Net unrealized gains on securities available for sale, net of income tax ($3,710)	-	-	-	-	6,317	-	6,317	-	6,317
Foreign currency translation	-	-	-	-	(16)	-	(16)	-	(16)
Cash dividends declared ($1.82 per share)	-	-	-	(49,413)	-	-	(49,413)	-	-
Non-cash dividends declared ($3.20 of principal per share)	-	-	-	(59,580)	-	-	(59,580)	-	-
Stock based compensation expense	-	-	10,585	-	-	-	10,585	-	-

Reduction of deferred tax asset									
for excess of recorded RSA tax									
benefit over actual tax benefit	-	-	(1,872)	-	-	-	(1,872)	-	-
Exercise of stock options									
including tax benefit	-	-	1,804	-	-	-	1,804	-	-
Purchase of treasury stock	-	-	-	-	-	(30,206)	(30,206)	-	-
Balance at December 31, 2010	$ 3,579	$ 33	$ 262,108	$ 370,272	$ 25,389	$ (271,773)	$ 389,608	$ 26,984	$ 76,316
Comprehensive income attributable									
to noncontrolling interest									(1,223)
Total comprehensive income									
attributable to GAMCO Investors, Inc.									$ 75,093

See accompanying notes.

53

GAMCO INVESTORS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF EQUITY AND COMPREHENSIVE INCOME
(continued) (In thousands)

	GAMCO Investors, Inc. shareholders								
			Additional		Accumulated			Redeemable	
	Noncontrolling	Common	Paid-in	Retained	Comprehensive	Treasury		Noncontrolling	Comprehensive
	Interests	Stock	Capital	Earnings	Income	Stock	Total	Interests	Income
Balance at December 31, 2010	$ 3,579	$ 33	$ 262,108	$ 370,272	$ 25,389	$ (271,773)	$ 389,608	$ 26,984	$ -
Redemptions of redeemable noncontrolling interests	-	-	-	-	-	-	-	(2,340)	-
Contributions from redeemable noncontrolling interests	-	-	-	-	-	-	-	22,418	-
Dividends paid to noncontrolling interests	(331)	-	-	-	-	-	(331)	-	-
Deconsolidation of Partnership	-	-	-	-	-	-	-	(40,998)	-
Gain attributable to noncontrolling interest holders related to common control transaction	205	-	(287)	-	-	-	(82)	-	-
Net income (loss)	(14)	-	-	69,682	-	-	69,668	7	69,675
Net unrealized losses on securities available for sale, net of income tax benefit ($1,690)	-	-	-	-	(2,877)	-	(2,877)	-	(2,877)
Foreign currency translation	-	-	-	-	8	-	8	-	8

Dividends declared ($1.15 per share)	-	-	-	(30,763)	-	-	(30,763)	-	-
Stock based compensation expense	-	-	2,588	-	-	-	2,588	-	-
Purchase of treasury stock	-	-	-	-	-	(20,408)	(20,408)	-	-
Balance at December 31, 2011	$ 3,439	$ 33	$ 264,409	$ 409,191	$ 22,520	$ (292,181)	$ 407,411	$ 6,071	$ 66,806
Comprehensive loss attributable to noncontrolling interest									7
Total comprehensive income attributable to GAMCO Investors, Inc.									$ 66,813

See accompanying notes.

54

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

	Year Ended December 31,		
	2011	2010	2009
Operating activities			
Net income	$69,675	$70,015	$56,142
Adjustments to reconcile net income to net cash provided by (used in) operating activities:			
Equity in net gains from partnerships	(1,060)	(9,155)	(10,335)
Depreciation and amortization	825	700	656
Stock based compensation expense	2,588	10,585	5,085
Deferred income taxes	(1,521)	7,553	1,831
Tax benefit from exercise of stock options	-	216	168
Foreign currency translation gain/(loss)	8	(16)	53
Donated securities	167	(524)	370
Gains on sales of available for sale securities	(772)	(29)	(2,150)
Amortization of discount on convertible debt	-	52	85
Accretion of zero coupon debentures	4,572	-	-
(Gain) loss on extinguishment of debt	(2)	497	-
(Increase) decrease in assets:			
Investments in trading securities	(58,286)	(132,702)	97,533
Investments in partnerships:			
Contributions to partnerships	(15,483)	(20,743)	(4,351)
Distributions from partnerships	57,148	9,680	12,739
Receivable from brokers	(30,039)	(16,549)	(13,612)
Investment advisory fees receivable	12,718	(8,975)	(24,101)
Income tax receivable and deferred tax assets	286	-	14,865
Other assets	(5,659)	(2,411)	(2,121)
Increase (decrease) in liabilities:			
Payable to brokers	9,216	1,159	(1,462)
Income taxes payable and deferred tax liabilities	(4,456)	1,241	-
Compensation payable	(6,076)	10,470	(1,295)
Mandatorily redeemable noncontrolling interests	(137)	(178)	226
Accrued expenses and other liabilities	2,651	(916)	1,467
Total adjustments	(33,312)	(150,045)	75,651
Net cash provided by (used in) operating activities	$36,363	$(80,030)	$131,793

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

	Year Ended December 31,		
	2011	2010	2009
Investing activities			
Purchases of available for sale securities	$(4,378)	$(157)	$(8,194)
Proceeds from sales of available for sale securities	6,054	2,097	4,329
Return of capital on available for sale securities	2,306	2,988	3,717
Decrease (increase) in restricted cash	-	62,258	(55,102)
Net cash provided by (used in) investing activities	3,982	67,186	(55,250)
Financing activities			
Contributions from redeemable noncontrolling interests	22,418	25,137	-
Redemptions of redeemable noncontrolling interests	(2,340)	(475)	(2,930)
Issuance of 5.875% Senior notes due June 1, 2021	100,000	-	-
Issuance costs on the 5.875% Senior notes due June 1, 2021	(934)	-	-
Repayment of 6% Convertible note due August 14, 2011	-	(40,400)	-
Repayment of 6.5% Convertible note due October 2, 2018	-	(60,000)	-
Repurchase of Zero coupon subordinated debentures due December 31, 2015	(32)	-	-
Proceeds from exercise of stock options	-	1,588	607
Dividends paid	(30,477)	(50,631)	(59,431)
Dividends paid to noncontrolling interests	(331)	(829)	-
Purchase of subsidiary shares from noncontrolling interests	-	-	(747)
Purchase of treasury stock	(20,408)	(30,206)	(7,030)
Net cash provided by (used in) financing activities	67,896	(155,816)	(69,531)
Effect of exchange rates on cash and cash equivalents	-	(9)	84
Net increase (decrease) in cash and cash equivalents	108,241	(168,669)	7,096
Cash and cash equivalents at beginning of period	169,601	338,270	331,174
Decrease in cash from deconsolidation of partnership	(1,502)	-	-
Cash and cash equivalents at end of period	$276,340	$169,601	$338,270
Supplemental disclosures of cash flow information:			
Cash paid for interest	$9,539	$12,902	$12,890
Cash paid for taxes	$45,460	$29,870	$25,364

Non-cash activity:

- On March 20, 2009, GAMCO Investors, Inc. distributed its shares of Teton Advisors, Inc. ($300) to its shareholders which resulted in the deconsolidation of Teton, and decreases of approximately $911 of cash and cash equivalents, $199 of net liabilities and $412 of noncontrolling interests.
- On December 31, 2010, GAMCO Investors, Inc. distributed $59,580 of zero coupon subordinated debentures ($86.4 million principal amount) due December 31, 2015 as dividends.
- For 2010, the Company recorded $1,872 as a reduction to its deferred tax asset and additional paid-in capital for the excess of the recorded restricted stock award tax benefit over the actual tax benefit.

- On January 1, 2011, GAMCO Investors, Inc. was no longer deemed to have control over a certain partnership which resulted in the deconsolidation of that partnership and decreases of approximately $1,251 of cash and cash equivalents, $2,852 of net assets and $4,103 of noncontrolling interests.
- On October 1, 2011, GAMCO Investors, Inc. was no longer deemed to have control over a certain VIE which resulted in the deconsolidation of that VIE and decreases of approximately $251 of cash and cash equivalents, $36,644 of net assets and $36,895 of noncontrolling interests.
- For 2011, 2010 and 2009 the Company accrued restricted stock award dividends of $278, $626 and $1,393, respectively.

See accompanying notes.

A. Significant Accounting Policies

Basis of Presentation

GAMCO Investors, Inc. ("GBL" or the "Company") was incorporated in April 1998 in the state of New York, with no significant assets or liabilities and did not engage in any substantial business activities prior to the initial public offering ("Offering") of our shares. On February 9, 1999, we exchanged 24 million shares of our Class B Common Stock ("Class B Stock"), representing all of our then issued and outstanding common stock, with Gabelli Funds, Inc. ("GFI") and two of its subsidiaries in consideration for substantially all of the operating assets and liabilities of GFI, relating to its institutional and retail asset management, mutual fund advisory, underwriting and brokerage business (the "Reorganization"). GBL distributed net assets and liabilities, principally a proprietary investment portfolio, of approximately $165 million, including cash of $18 million, which was recorded for accounting purposes as a deemed distribution to GFI. GFI, which was renamed Gabelli Group Capital Partners, Inc. in 1999, is the majority shareholder of GBL and was renamed GGCP, Inc. ("GGCP") in 2005. During 2010, the shares of GBL owned by GGCP were transferred to GGCP Holdings LLC, a subsidiary of GGCP.

The accompanying consolidated financial statements include the assets, liabilities and earnings of:

- GBL; and
- Our wholly-owned subsidiaries: Gabelli Funds, LLC ("Funds Advisor"), GAMCO Asset Management Inc. ("GAMCO"), G.distributors, LLC ("G.distributors"), GAMCO Asset Management (UK) Limited, Gabelli Arbitrage Holdings LLC, Gabelli Trading Holdings LLC, Gabelli Fixed Income, Inc. ("Fixed Income") and its subsidiaries, GAMCO International Partners LLC, GAMCO Acquisition LLC, GAMCO Asset Management (Singapore) Pte. Ltd.;
- Our majority-owned or majority-controlled subsidiaries: Gabelli Securities, Inc. ("GSI") and its subsidiaries and Teton Advisors, Inc. ("Teton") (through the date of the spin-off on March 20, 2009); and
- Certain investment partnerships ("Investment Partnerships") and offshore funds in which we have a direct or indirect controlling financial interest. Please see Note D included herein.

At December 31, 2011, 2010 and 2009, we owned approximately 93% of GSI. In 2009 through the date of its spin-off, we had a 51% voting interest in Teton (42% economic interest). The consolidated financial statements comprise the financial statements of GBL and its subsidiaries as of December 31 of each year. The financial statements of the subsidiaries are prepared for the same reporting year as the parent company, using consistent accounting policies. All intercompany transactions and balances have been eliminated. Subsidiaries are fully consolidated from the date of acquisition, being the date on which GBL obtains control, and continue to be consolidated until the date that such control ceases.

Certain items previously reported have been reclassified to conform to the current period's consolidated financial statements presentation.

Use of Estimates

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

Nature of Operations

GAMCO, Funds Advisor, Gabelli Fixed Income LLC ("Fixed Income LLC"), a wholly-owned subsidiary of Fixed Income, Teton and GSI are registered investment advisors under the Advisers Act of 1940. Gabelli & Company, Inc. ("Gabelli & Company"), a wholly-owned subsidiary of GSI, and G.distributors are registered broker-dealers with the Securities and Exchange Commission ("SEC") and are regulated by the Financial Industry Regulatory Authority ("FINRA"). Gabelli & Company acts as an introducing broker, and all transactions for its customers are cleared through New York Stock Exchange ("NYSE") member firms on a fully-disclosed basis. Accordingly, open customer transactions are not reflected in the accompanying consolidated statements of financial condition. Gabelli & Company is exposed to credit losses on these open positions in the event of nonperformance by its customers, pursuant to conditions of its clearing agreements with its clearing brokers. This exposure is reduced by the clearing brokers' policy of obtaining and maintaining adequate collateral and credit of the counterparties until the open transaction is completed. Refer to Major Revenue-Generating Services and Revenue Recognition section within Note A for additional discussion of GBL's business.

Cash and Cash Equivalents

Cash equivalents primarily consist of an affiliated money market mutual fund which is highly liquid. U.S. Treasury Bills and Notes with maturities of three months or less at the time of purchase are also considered cash equivalents. At December 31, 2009, approximately $62.3 million of cash and cash equivalents was held in escrow to secure the $60 million convertible note. On October 13, 2010, the Company repaid Cascade Investment LLC ("Cascade") $60.1 million of principal and accrued but unpaid interest, and the escrow agreement relating to the 2018 Note was terminated by mutual consent between the Company and Cascade. The remaining funds in the escrow account were no longer restricted and were returned to the Company at that time.

Securities Transactions

Investments in securities are accounted for as either "trading securities" or "available for sale" and are stated at fair value. Management determines the appropriate classification of debt and equity securities at the time of purchase and reevaluates such designations as of each balance sheet date. U.S. Treasury Bills and Notes with maturities of greater than three months at the time of purchase are considered investments in securities. Securities that are not readily marketable are stated at their estimated fair values in accordance with Generally Accepted Accounting Principles ("GAAP"). A substantial portion of investments in securities are held for resale in anticipation of short-term market movements and therefore are classified as trading securities. Trading securities are stated at fair value, with any unrealized gains or losses reported in current period earnings in net gain/(loss) from investments on the consolidated statements of income. 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 realized losses on the consolidated statements of income. Securities transactions and any related gains and losses are recorded on a trade date basis. Realized gains and losses from securities transactions are recorded on the specific identified cost basis and are included in net gain/(loss) from investments on the consolidated statements of income.

Available for sale securities are evaluated for other than temporary impairments each reporting period and any impairment charges are recorded in net gain/(loss) from investments on the consolidated statements of income. Management reviews all available for sale securities whose cost exceeds their fair value to determine if the impairment is other than temporary. Management uses qualitative factors such as diversification of the investment, the intent to hold the investment, the amount of time that the investment has been impaired and the severity of the decline in determining whether the impairment is other than temporary.

Securities sold, but not yet purchased are recorded on the trade date, and are stated at fair value and represent obligations of GBL to purchase the securities at prevailing market prices. Therefore, the future satisfaction of such obligations may be for an amount greater or less than the amounts recorded on the consolidated statements of financial condition. The ultimate gains or losses recognized are dependent upon the prices at which these securities are purchased to settle the obligations under the sales commitments. Realized gains and losses from covers of securities sold, not yet purchased transactions are included in net gain/(loss) from investments on the consolidated statements of income. Securities sold, not yet purchased are stated at fair value, with any unrealized gains or losses reported in current period earnings in net gain/(loss) from investments on the consolidated statements of income.

Investments in Partnerships

Affiliated Entities

The Company is general partner or co-general partner of various sponsored limited partnerships and the investment manager of various sponsored offshore funds whose underlying assets consist primarily of marketable securities (the “affiliated entities”). In accordance with the two consolidation assessment models, the variable interest model and voting interest model applicable to partnerships, the Company consolidates all investments in partnerships and affiliates in which the Company has a controlling financial interest.

The Company first determines whether an entity is a variable interest entity (“VIE”). A VIE is an entity in which either (a) the equity investment at risk is not sufficient to permit the entity to finance its own activities without additional financial support or (b) the equity investors do not have the ability to make decisions about the entities’ activities or obligation to absorb the expected losses of the entity or the right to receive the expected residual returns of the entity or (c) the voting rights are not proportional to their obligations to absorb the expected losses of the entity or their rights to receive the expected residual returns of the entity. The Company evaluates whether entities in which it has an interest are VIEs and whether the Company is the primary beneficiary of any VIEs identified in its analysis. The Company is determined to be the primary beneficiary if it absorbs a majority of the VIE’s expected losses, expected residual returns, or both. If the Company is the primary beneficiary of a VIE, it consolidates that entity. If the Company is not the primary beneficiary, it accounts for its investment under the equity method.

In June 2009 the Financial Accounting Standards Board ("FASB") amended the guidance on VIEs. This guidance requires that if a decision maker has a variable interest in a VIE, the decision maker is not solely acting in a fiduciary capacity and would be required to consolidate the VIE if it has both the power to direct the most significant activities of the VIE and economic exposure that could potentially be significant to the VIE. If the Company were to apply such guidance it would be required to consolidate most of its affiliated entities. In February 2010, the FASB issued guidance, which indefinitely deferred the effective date of the amendments to the guidance on VIEs, for a reporting entity's interest in certain entities. Currently, interests in entities that qualify for the deferral are evaluated by applying the VIE model before the amendments, while interests in entities that do not qualify for the deferral must be evaluated under the amended guidance. Because all of the entities with which the Company is involved which would have been subject to the amended guidance were determined to qualify for the FASB's deferral of such guidance, the Company applies the guidance for VIEs that existed prior to the issuance of the amended guidance.

If the entity is not considered a VIE it is treated as a voting interest entity ("VOE") and the Company applies the guidance under the voting interest model for partnerships in determining whether the entity should be consolidated. Under this guidance, the general partner or investment manager is deemed to control the entity and therefore must consolidate it unless the unaffiliated limited partners or shareholders have the ability (a) to remove the general partner or investment manager, without cause, (b) to dissolve the entity or (c) have substantive participating rights. If the unaffiliated limited partners or shareholders possess substantive rights, then the Company does not consolidate the entity, and the equity method of accounting is applied. If the unaffiliated limited partners or shareholders do not have such rights, the Company consolidates the entity.

For those investments accounted for under the equity method, the Company's share in net earnings or losses of these affiliated entities are reflected in income as earned and are included in net gain/(loss) from investments on the consolidated statements of income. Capital contributions are recorded as an increase in investments when paid, while withdrawals and distributions received are recorded as reductions of the investments. Depending on the terms of the investment, the Company may be restricted as to the timing and amounts of withdrawals.

For consolidated feeder funds ("CFFs") that own 100% of their offshore master funds, the Company retains the feeder funds' specialized investment company accounting (i.e., the feeder funds accounts for its investment in the master fund at fair value).

The Company records noncontrolling interests in consolidated entities for which the Company's ownership is less than 100%.

Unaffiliated entities

We also have investments in unaffiliated partnerships, offshore funds and other entities. The Company applies the same guidance to unaffiliated entities as it does for affiliated entities, first looking at the VIE criteria, then VOE criteria and finally applying the equity method, if applicable. Given that we are not a general partner or investment manager in any unaffiliated entities, we do not earn any management or incentive fees and we do not have a controlling financial interest, we do not currently consolidate any unaffiliated entities.

Our balance sheet caption "investments in partnerships" includes those investments, in both affiliated and unaffiliated entities, which the Company accounts for under the equity method of accounting and certain investments in consolidated feeder funds that the Company accounts for at fair value, as described above. The Company reflects the equity in earnings of these equity method investees and the change in fair value of the consolidated feeder funds under the caption net gain/(loss) from investments on the consolidated statements of income.

Receivables from and Payables to Brokers

Receivables from and payables to brokers consist of amounts arising from the purchases and sales of securities as well as cash amounts held in anticipation of investment.

Major Revenue-Generating Services and Revenue Recognition

The Company's revenues are derived primarily from investment advisory and incentive fees, institutional research services and distribution fees.

Investment advisory and incentive fees are directly influenced by the level and mix of assets under management ("AUM") as fees are derived from a contractually-determined percentage of AUM for each account as well as incentive fees earned on certain accounts. Advisory fees from the open-end mutual funds, closed-end funds and sub-advisory accounts are computed daily or weekly based on average net assets and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. Advisory fees from Institutional and Private Wealth Management accounts are generally computed quarterly based on account values as of the end of the preceding quarter, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. Management fees from investment partnerships and offshore funds are computed either monthly or quarterly, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. The Company derived approximately 82%, 83% and 82% of its total revenues from advisory and management fees, including incentive fees, for the periods ended December 31, 2011, 2010 and 2009, respectively. These revenues vary depending upon the level of sales compared with redemptions, financial market conditions, performance and the fee structure for AUM. Revenues derived from the equity-oriented portfolios generally have higher management fee rates than fixed income portfolios.

Revenues from investment partnerships and offshore funds also generally include an incentive allocation on the absolute gain in a portfolio or a fee of 20% of the economic profit as defined in the partnership agreement. The incentive allocation or fee is recognized at the end of the measurement period, which is annually, and amounts receivable are included in investment advisory fees receivable on the consolidated statements of financial condition. There were $2.3 million and $3.7 million in incentive allocations or fees receivable as of December 31, 2011 and 2010, respectively. The Company also receives incentive fees from certain Institutional and Private Wealth Management accounts, which are based upon meeting or exceeding a specific benchmark index or indices. Incentive fees refer to fees earned when the return generated for the client exceeds the benchmark and can be earned even if the return to the client is negative as long as the return exceeds the benchmark. These fees are recognized, for each respective account, at the end of the stipulated contract period which is either quarterly or annually and varies by account. Receivables due for incentive fees earned are included in investment advisory fees receivable on the consolidated statements of financial condition. There were $0.9 million and $8.4 million in incentive fees receivable as of December 31, 2011 and 2010, respectively. Management fees on a majority of the closed-end preferred shares are received at year-end if the total return to common shareholders of the closed-end fund for the calendar year exceeds the dividend rate of the preferred shares. These fees are recognized at the end of the measurement period, which is annually. Receivables due for management fees on closed-end preferred shares are included in investment advisory fees receivable on the consolidated statements of financial condition. There were $3.7 million and $8.7 million in management fees receivable on closed-end preferred shares as of December 31, 2011 and respectively. For The GDL Fund, there is a performance fee earned as of the end of the calendar year if the total return of the fund is in excess of the 90 day T-Bill Index total return. This fee is recognized at the end of the measurement period, which is annually on a calendar year basis. Receivables due on incentive fees relating to The GDL Fund are included in investment advisory fees receivable on the consolidated statements of financial condition and were $1.3 million and $3.3 million as of December 31, 2011 and 2010, respectively.

Gabelli & Company provides institutional research services and earns brokerage commission revenues and sales manager fees on a trade-date basis from securities transactions executed on an agency basis on behalf of institutional clients and mutual funds, private wealth management clients and retail customers of affiliated companies. It has also been involved in syndicated underwriting activities that included public equity and debt offerings managed by major investment banks. Underwriting fees include underwriting revenues and syndicate profits and are accrued as earned. Underwriting fees include gains, losses, selling concessions and fees, net of syndicate expenses, arising from securities offerings in which the Company acts as underwriter or agent. It provides institutional investors and investment partnerships with investment ideas on numerous industries and special situations, with a particular focus on small-cap and mid-cap companies. Commission revenue and related clearing charges are recorded on a trade-date basis and are included in commission revenue and other operating expenses, respectively, on the consolidated statements of income.

Distribution fees revenues are derived primarily from the distribution of Gabelli, GAMCO and Comstock open-end mutual funds ("Funds") advised by a subsidiary of GBL, Funds Advisor and a subsidiary of GGCP, Teton. Effective August 1, 2011, G.distributors distributes our open-end Funds pursuant to distribution agreements with each Fund. Under each distribution agreement with an open-end Fund, G.distributors offers and sells such open-end Fund shares on a continuous basis and pays all of the costs of marketing and selling the shares, including printing and mailing prospectuses and sales literature, advertising and maintaining sales and customer service personnel and sales and services fulfillment systems, and payments to the sponsors of third party distribution programs, financial intermediaries and G.distributors' sales personnel. G.distributors receive fees for such services pursuant to distribution plans adopted under provisions of Rule 12b-1 ("12b-1") of the Investment Company Act of 1940 ("Company Act"). G.distributors is the principal underwriter for funds distributed in multiple classes of shares which carry either a front-end or back-end sales charge. Prior to August 1, 2011, Gabelli & Company was the distributor of the Gabelli, GAMCO and Comstock open-end Funds.

Under the distribution plans, the open-end Class AAA shares of the Funds (except The Gabelli U.S. Treasury Money Market Fund, Gabelli Capital Asset Fund and The Gabelli ABC Fund) and the Class A shares of certain Funds pay G.distributors a distribution or service fee of .25% per year (except the Class A shares of the Westwood Funds which pay .50% per year and the Class A shares of the Gabelli Enterprise Mergers and Acquisitions Fund which pays .45% per year) on the average daily net assets of the fund. Class B and Class C shares have a 12b-1 distribution plan with a service and distribution fee totaling 1%.

Distribution fees from the open-end mutual funds are computed daily based on average net assets. The amounts receivable for distribution fees are included in receivables from affiliates on the consolidated statements of financial condition.

Finally, GBL also has investment gains or losses generated from its proprietary trading activities which are included in net gain/(loss) from investments on the consolidated statements of income.

Distribution Costs

We incur certain promotion and distribution costs, which are expensed as incurred, principally related to the sale of shares of open-end mutual funds, shares sold in the initial public offerings of our closed-end funds, and after-market support services related to our closed-end funds. Additionally, Funds Advisor has agreed to reimburse expenses on certain funds, beyond certain expense caps.

Dividends and Interest Income and Interest Expense

Dividends are recorded on the ex-dividend date. Interest income and interest expense are accrued as earned or incurred.

Depreciation and Amortization

Fixed assets other than leasehold improvements, with net book value of $817,000 and $869,000 at December 31, 2011 and 2010, respectively, which are included in other assets, are recorded at cost and depreciated using the straight-line method over their estimated useful lives from four to seven years. Accumulated depreciation was $1.9 million and $1.5 million at December 31, 2011 and 2010, respectively. Leasehold improvements, with net book value of $2.1 million and $2.0 million at December 31, 2011 and 2010, respectively, which are included in other assets, are recorded at cost and amortized using the straight-line method over their estimated useful lives or lease terms, whichever is shorter. The leased property under the capital lease is depreciated utilizing the straight-line method over the term of the lease, which expires on December 31, 2023. The capital lease was extended on September 15, 2008 to December 31, 2023 from April 30, 2013. For the years ended December 31, 2011, 2010 and 2009, depreciation and amortization were $825,000, $700,000 and $656,000, respectively. We estimate that depreciation and amortization will be approximately $800,000 annually over the next three years.

Derivative Financial Instruments

The Company recognizes all derivatives as either assets or liabilities measured at fair value and are included in either investments in securities or securities sold, not yet purchased on the consolidated statements of financial condition. From time to time, the Company will enter into hedging transactions to manage its exposure to foreign currencies and equity prices related to its proprietary investments. During 2011, 2010 and 2009, the Company had derivative transactions which resulted in net losses of $676,000, net gains of $42,000 and net losses of $281,000, respectively. At December 31, 2011 and 2010 we held derivative contracts on 142,000 equity shares and 403,000 equity shares, respectively, and the fair value was $24,000 and $1.0 million, respectively, and are included as investments in securities on the consolidated statements of financial condition. These transactions are not designated as hedges for accounting purposes, and changes in fair values of these derivatives are included in net gain (loss) from investments on the consolidated statements of income and included in investments in trading securities on the consolidated statements of financial condition.

Goodwill and Identifiable Intangible Assets

Goodwill is initially measured as the excess of the cost of the acquired business over the sum of the amounts assigned to assets acquired less the liabilities assumed. At December 31, 2010, goodwill recorded on the consolidated statements of financial condition relates to our 93%-owned subsidiary, GSI, and the identifiable intangible asset is an investment advisory contact for the Gabelli Enterprise Mergers and Acquisition Fund. During 2011, concurrent with the transfer of the distribution business from Gabelli & Company to G.distributors on August 1, 2011 the Company transferred $213,000 of goodwill from GSI to G.distributors, our wholly-owned subsidiary. At December 31, 2011, goodwill recorded on the consolidated statements of financial condition relates to two reporting units, GSI and G.distributors, and the identifiable intangible asset is an investment advisory contact for the Gabelli Enterprise Mergers and Acquisition Fund. Goodwill and identifiable intangible assets are tested for impairment at least annually on November 30th and whenever certain triggering events are met. In assessing the recoverability of the identifiable intangible asset for 2011 and 2010, projections regarding estimated future cash flows and other factors are made to determine the fair value of the asset.

In assessing the recoverability of goodwill for our annual impairment test on November 30, 2011, we early adopted the guidance issued by FASB that allowed for a qualitative assessment of whether it was more likely than not that an impairment has occurred, and concluded that a quantitative analysis was not required. In assessing the recoverability of goodwill for 2010 and the triggering event that occurred during 2011, projections regarding estimated future cash flows and other factors were made to determine the fair value of the reporting units.

Income Taxes

Deferred tax assets and liabilities are recorded for temporary differences between the tax basis of assets and liabilities and the reported amounts on the consolidated financial statements using the statutory tax rates in effect for the year when the reported amount of the asset or liability is recovered or settled, respectively. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in the results of operations in the period that includes the enactment date. A valuation allowance is recorded to reduce the carrying values of deferred tax assets to the amount that is more likely than not to be realized. For each tax position taken or expected to be taken in a tax return, the Company determines whether it is more likely than not that the position will be sustained upon examination based on the technical merits of the position, including resolution of any related appeals or litigation. A tax position that meets the more likely than not recognition threshold is measured to determine the amount of benefit to recognize. The tax position is measured at the largest amount of benefit that is greater than 50% likely of being realized upon settlement. The Company recognizes the accrual of interest on uncertain tax positions and penalties in income tax provision on the consolidated statements of income.

Noncontrolling Interests

Noncontrolling interests that are mandatorily redeemable upon a certain date or event occurring are classified as liabilities and relates to certain shareholders of GSI who are employed by GBL, or its affiliates, who are required to sell their shares back to GSI at book value once they cease being employed by GBL, or its affiliates. Noncontrolling interests in investment partnerships and offshore funds that are redeemable at the option of the holder are classified as redeemable noncontrolling interests in the mezzanine section between liabilities and equity. All other noncontrolling interests are classified as equity and are presented within the equity section, separately from GAMCO Investors, Inc.'s portion of equity.

For the years ended December 31, 2011, 2010 and 2009, net income (loss) attributable to noncontrolling interests on the consolidated statements of income represents income attributable to certain minority stockholders of GSI and Teton (through March 20, 2009), as well as to certain limited partners of investment partnerships and offshore funds that are also consolidated. The minority stockholders of Teton were principally employees, officers and directors of GBL. The income/expense attributable to the noncontrolling interests classified as liabilities is included in interest expense on the consolidated statements of income.

Fair Values of Financial Instruments

All of the instruments within cash and cash equivalents, investments in securities and securities sold, not yet purchased are measured at fair value. Certain investments in partnerships are also measured at fair value.

The Company's assets and liabilities recorded at fair value have been categorized based upon a fair value hierarchy in accordance with the FASB's guidance on fair value measurement. The levels of the fair value hierarchy and their applicability to the Company are described below:

- Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical assets or liabilities at the reporting date. Level 1 assets include cash equivalents, government obligations, open-end mutual funds, closed-end funds and equities.
- Level 2 inputs utilize inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets and liabilities in active markets, quoted prices for identical or similar

assets or liabilities that are not active and inputs other than quoted prices that are observable for the asset or liability, such as interest rates and yield curves that are observable at commonly-quoted intervals. Assets that generally are included in this category may include certain limited partnership interests in private funds in which the valuations for substantially all of the investments within the fund are based upon Level 1 or Level 2 inputs and over the counter derivatives that have inputs to the valuations that can generally be corroborated by observable market data.

- Level 3 inputs are unobservable inputs for the asset or liability, and include situations where there is little, if any, market activity for the asset or liability. Assets included in this category generally include equities that trade infrequently and direct private equity investments held within consolidated partnerships.

In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the level in the fair value hierarchy within which the fair value measurement in its entirety falls has been determined based on the lowest level input that is significant to the fair value measurement in its entirety. The Company's assessment of the significance of a particular input to the fair value measurement in its entirety requires judgment and considers factors specific to the asset or liability. Investments are transferred into or out of any level at their beginning period values.

The availability of observable inputs can vary from product to product and is affected by a wide variety of factors, including, for example, the type of product, whether the product is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Company in determining fair value is greatest for instruments categorized as Level 3.

In the absence of a closing price, an average of the bid and ask price is used. Bid prices reflect the highest price that the market is willing to pay for an asset. Ask prices represent the lowest price that the market is willing to accept for an asset.

Cash equivalents – Cash equivalents primarily consist of an affiliated money market mutual fund which is invested solely in U.S. Treasuries. U.S. Treasury Bills and Notes with maturities of three months or less at the time of purchase are also considered cash equivalents. Cash equivalents are valued using quoted market prices.

Investments in securities and securities sold, not yet purchased – Investments in securities and securities sold, not yet purchased are generally valued based on quoted prices from an exchange. To the extent these securities are actively traded, valuation adjustments are not applied, and they are categorized in Level 1 of the fair value hierarchy. Securities categorized in Level 2 investments are valued using other observable inputs. Nonpublic and infrequently traded investments are included in Level 3 of the fair value hierarchy because significant inputs to measure fair value are unobservable.

Investments in Partnerships – The Company's investments include limited partner investments in consolidated feeder funds. The Company considers the net asset value of the master funds held by the consolidated feeder fund to be the best estimate of fair value. Investments in private funds that are redeemable at the measurement date or within the near term, are categorized in Level 2 of the fair value hierarchy. These funds primarily invest in long and short investments in debt and equity securities that are traded in public and over-the-counter exchanges in the United States and are generally classified as Level 1 assets or liabilities in the funds' financial statements. We may redeem our investments in these funds monthly with 30 days' notice.

Earnings Per Share

Basic earnings per share is based on the weighted-average number of common shares outstanding during each period less unvested restricted stock. Diluted earnings per share is based on basic shares plus the incremental shares that would be issued upon the assumed exercise of in-the-money stock options and unvested restricted stock using the treasury stock method and, if dilutive, assumes the conversion of the convertible notes for the periods outstanding since the issuances in August 2001 and October 2008 using the if converted method.

Management Fee

Management fee expense is incentive-based and entirely variable compensation in the amount of 10% of the aggregate pre-tax profits which is paid to Mr. Gabelli or his designee for acting as CEO pursuant to his 2008 Employment Agreement so long as he is an executive of GBL and devotes the substantial majority of his working time to the business. In accordance with his 2008 Employment Agreement, he has allocated approximately \$0.5 million, \$2.4 million and \$4.0 million of his management fee to certain other employees of the Company in 2011, 2010 and 2009, respectively.

Stock Based Compensation

The Company has granted restricted stock awards (“RSAs”) and stock options which were recommended by the Company’s Chairman, who did not receive an RSA or option award, and approved by the Compensation Committee of the Company’s Board of Directors. We use a fair value based method of accounting for stock-based compensation provided to our employees.

The estimated fair value of RSAs is determined by using the closing price of our Class A Stock on the day prior to the grant date. The total expense, which is reduced by estimated forfeitures, is 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. The forfeiture rate is determined by reviewing historical forfeiture rates for previous stock-based compensation grants and is reviewed and updated quarterly, if necessary. During the vesting period, dividends to RSA holders are held for them until the RSA vesting dates and are forfeited if the grantee is no longer employed by the Company on the vesting dates. Dividends declared on these RSAs, less estimated forfeitures, are charged to retained earnings on the declaration date.

The estimated fair value of option awards on the grant date is determined using the Black Scholes option-pricing model. This sophisticated model utilizes a number of assumptions in arriving at its results, including the estimated life of the option, the risk free interest rate at the date of grant and the volatility of the underlying common stock. There may be other factors, which are not considered in the Black Scholes model, which may have an effect on the value of the options as well. The effects of changing any of the assumptions or factors employed by the Black Scholes model may result in a significantly different valuation for the options. The total expense based on the grant date fair value, which is reduced by estimated forfeitures, is recognized over the vesting period for these awards which is 75% over three years from the date of grant and 25% over four years from date of grant. The forfeiture rate is determined by reviewing historical forfeiture rates for previous stock-based compensation grants and is reviewed and updated quarterly, if necessary.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash and cash equivalents and receivable from brokers. The Company maintains cash and cash equivalents primarily in the Gabelli U.S. Treasury Money Market Fund, which invests fully in instruments issued by the U.S. government, and has receivables from brokers with various brokers and financial institutions, where these balances can exceed the federally insured limit. The concentration of credit risk with respect to advisory fees receivable is generally limited due to the short payment terms extended to clients by the Company. In addition, the credit risk is further limited by virtue of the fact that no single advisory relationship provided over 10% of the total revenue of the Company during the years 2011, 2010, or 2009. All investments in securities are held at third party brokers or custodians.

Business Segment

The Company operates in one business segment, the investment advisory and asset management business. The Company conducts its investment advisory business principally through: GAMCO (Institutional and Private Wealth Management), Funds Advisor (Mutual Funds) and GSI (Investment Partnerships). The Company also provides institutional research through Gabelli & Company, one of the Company's broker-dealer subsidiaries. The distribution of our open-end funds and underwriting of those Funds was conducted through Gabelli & Company, until July 31, 2011, and through G.distributors, our newly formed broker-dealer subsidiary, effective August 1, 2011.

Recent Accounting Developments

In January 2010, the FASB issued guidance to improve disclosures about fair value measurements. The guidance affects all entities that are required to make disclosures about recurring and nonrecurring fair value measurements. The guidance requires new disclosures regarding purchases, sales, issuances, and settlements in the roll forward of activity in Level 3 fair value measurements. The guidance is effective for fiscal years beginning after December 15, 2010, and for interim periods within those fiscal years. The Company adopted the applicable portions of this guidance on January 1, 2011 without a material impact to the consolidated financial statement disclosures.

In May 2011, the FASB issued guidance on fair value measurement which expands existing disclosure requirements for fair value measurements and makes other amendments. The guidance requires, for level 3 fair value measurements, (1) a quantitative disclosure of the unobservable inputs and assumptions used in the measurement, (2) a description of the valuation processes in place, and (3) a narrative description of the sensitivity of the fair value to changes in unobservable inputs and interrelationships between those inputs. Additionally, the guidance requires disclosure of the level in the fair value hierarchy of items that are not measured at fair value in the statement of financial condition but whose fair value must be disclosed and clarifies that the valuation premise and highest and best use concepts are not relevant to financial assets or liabilities. The guidance is effective for interim and annual periods beginning after December 15, 2011. The application of this guidance will result in enhanced footnote disclosure upon adoption on January 1, 2012.

In June 2011, the FASB issued guidance which revises the manner in which entities present comprehensive income in their financial statements. The new guidance requires entities to report comprehensive income in either (1) a continuous statement of comprehensive income or (2) two separate but consecutive statements. Under the two-statement approach, the first statement would include components of net income, which is consistent with the income statement format used currently, and the second statement would include components of other comprehensive income ("OCI"). The guidance does not change the items that must be reported in OCI. The guidance is effective for fiscal years beginning after December 15, 2011, and for interim periods within those fiscal years. The application of this guidance is not expected to be material to the consolidated financial statements.

In September 2011, the FASB issued guidance which permits an entity to make a qualitative assessment of whether it is more likely than not that a reporting unit's fair value is less than its carrying value before applying the quantitative two-step goodwill impairment model that is currently in place. If it is determined through the qualitative assessment that a reporting unit's fair value is more likely than not greater than its carrying value, the remaining impairment steps would be unnecessary. The qualitative assessment is optional, allowing companies to go directly to the quantitative assessment. This guidance is effective for annual and interim goodwill impairment tests performed in fiscal years beginning after December 15, 2011, with early adoption allowed. The Company early adopted this guidance that allowed for a qualitative assessment of whether it is more likely than not that an impairment has occurred.

In December 2011, the 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. 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 is currently evaluating the impact that the application of this guidance will have on its disclosures.

B. Investments in Securities

Investments in securities at December 31, 2011 and 2010 consisted of the following:

	2011		2010	
	Cost	Fair Value	Cost	Fair Value
(In thousands)				
Trading securities:				
Government obligations	$ 42,124	$ 42,126	$ 27,327	$ 27,288
Common stocks	153,294	159,314	158,455	170,374
Mutual funds	1,099	1,325	1,205	1,554
Convertible bonds	-	-	574	620
Preferred stocks	-	-	1,783	1,973
Other investments	466	399	1,559	1,350
Total trading securities	196,983	203,164	190,903	203,159
Available for sale securities:				
Common stocks	16,487	33,282	16,835	37,139
Mutual funds	40,679	61,101	43,707	65,188
Total available for sale securities	57,166	94,383	60,542	102,327
Total investments in securities	$ 254,149	$ 297,547	$ 251,445	$ 305,486

Securities sold, not yet purchased at December 31, 2011 and 2010 consisted of the following:

	2011		2010	
	Cost	Fair Value	Cost	Fair Value
(In thousands)				
Common stocks	$ 5,271	$ 5,415	$ 19,071	$ 19,299
Other	49	73	-	-
Total securities sold, not yet purchased	$ 5,320	$ 5,488	$ 19,071	$ 19,299

The aggregate fair value of common stock investments available for sale at December 31, 2011 and 2010 was $33.3 million and $37.1 million, respectively. The total unrealized gains for common stock investments available for sale were $16.8 million and $20.3 million at December 31, 2011 and 2010, respectively. There were no unrealized losses for common stock investments available for sale at December 31, 2011 or December 31, 2010. At December 31, 2011 and 2010, the fair value of mutual fund investments available for sale with unrealized gains was $61.0 million and $65.2 million, respectively. At December 31, 2011, the fair value of mutual fund investments available for sale with unrealized losses was $0.1 million. At December 31, 2010 there were no unrealized losses for mutual fund investments available for sale. The total unrealized gains for mutual fund investments available for sale were $20.5 million and $21.5 million at December 31, 2011 and 2010, respectively. The total unrealized losses for mutual fund investments available for sale was $28,000 at December 31, 2011.

Increases in unrealized losses, net of taxes, for AFS securities for the year ended December 31, 2011 of $2.9 million have been included in equity at December 31, 2011. Increases in unrealized gains, net of taxes, for AFS securities for the years ended December 31, 2010 and 2009 of $6.3 million and $4.1 million have been included in equity at December 31, 2010 and 2009, respectively. Return of capital on available for sale securities were $2.3 million, $3.0 million and $3.7 million for the years ended December 31, 2011, 2010 and 2009, respectively. Proceeds from sales of investments available for sale were approximately $6.1 million, $2.1 million and $4.3 million for the years ended December 31, 2011, 2010 and 2009, respectively. For the years ended December 31, 2011, 2010 and 2009, gross gains on the sale of investments available for sale amounted to $772,000, $29,000 and $2.1 million, respectively, and were reclassed from other comprehensive income into the consolidated statements of income. There were no losses on the sale of investments available for sale for the years ended December 31, 2011, 2010 and 2009. The basis on which the cost of a security sold is determined is specific identification.

GBL has an established accounting policy and methodology to determine other-than-temporary impairment. Under this policy, available for sale securities are evaluated for other than temporary impairments and any impairment charges are recorded in net gain/(loss) from investments on the consolidated statements of income. Management reviews all available for sale securities whose cost exceeds their market value to determine if the impairment is other than temporary. Management uses qualitative factors such as diversification of the investment, the amount of time that the investment has been impaired and the severity of the decline in determining whether the impairment is other than temporary.

At December 31, 2011, 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, 2011 was a mutual fund with diversified holdings across multiple companies and across multiple industries. The one holding was impaired for seven consecutive months. The value of this holding at December 31, 2011 was $0.1 million.

At December 31, 2010, there were no available for sale holdings in loss positions.

For the years ended December 31, 2010 and 2009, there were no losses on available for sale securities deemed to be other than temporary.

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 December 31, 2011 and 2010 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 December 31, 2011 (in thousands)

Assets	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, 2011
Cash equivalents	$ 260,969	$ -	$ -	$ 260,969

Investments in partnerships		-		27,122		-		27,122
Investments in securities:								
AFS - Common stocks		33,282		-		-		33,282
AFS - Mutual funds		61,101		-		-		61,101
Trading - Gov't obligations		42,126		-		-		42,126
Trading - Common stocks		158,623		21		670		159,314
Trading - Mutual funds		1,325		-		-		1,325
Trading - Other		55		60		284		399
Total investments in securities		296,512		81		954		297,547
Total investments		296,512		27,203		954		324,669
Total assets at fair value	$	557,481	$	27,203	$	954	$	585,638
Liabilities								
Trading - Common stocks	$	5,415	$	-	$	-	$	5,415
Trading - Other		-		73		-		73
Securities sold, not yet purchased	$	5,415	$	73	$	-	$	5,488

Assets and Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2010 (in thousands)

Assets	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, 2010
Cash equivalents	$ 167,548	$ -	$ -	$ 167,548
Investments in partnerships	-	27,690	-	27,690
Investments in securities:				
AFS - Common stocks	37,139	-	-	37,139
AFS - Mutual funds	65,188	-	-	65,188
Trading - Gov't obligations	27,288	-	-	27,288
Trading - Common stocks	170,204	23	147	170,374
Trading - Mutual funds	1,554	-	-	1,554
Trading - Convertible bonds	620	-	-	620
Trading - Preferred stocks	1,973	-	-	1,973
Trading - Other	72	1,000	278	1,350
Total investments in securities	304,038	1,023	425	305,486
Total investments	304,038	28,713	425	333,176
Total assets at fair value	$ 471,586	$ 28,713	$ 425	$ 500,724
Liabilities				
Trading - Common stocks	$ 19,299	$ -	$ -	$ 19,299
Securities sold, not yet purchased	$ 19,299	$ -	$ -	$ 19,299

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 Measured at Fair Value on a Recurring Basis for the year ended December 31, 2011 (in thousands)

	Total Realized and Unrealized Gains or (Losses) in Income	(Losses) Included in Other	Realized and Unrealized	Net Transfers
December				

Asset	Beginning Balance 31, 2010	Trading	AFS Investments	Comprehensive Income	Gains or (Losses)	Purchases	Sales	In and/or (Out) of Level 3	Ending Balance
Financial instruments owned:									
Trading - Common stocks	$ 147	$ 94	$ -	$ -	$ 94	$ 537	$ (108)	$ -	$ 670
Trading - Other	278	142	-	-	142	13	(155)	6	284
Total	$ 425	$ 236	$ -	$ -	$ 236	$ 550	$ (263)	$ 6	$ 954

During the year ended December 31, 2011, there were no transfers between Level 1 and Level 2 holdings. During the year ended December 31, 2011, the Company reclassed approximately $6,000 of investments from Level 1 to Level 3. The reclassifications were due to decreased availability of market price quotations and were based on the values at the beginning of the period in which the reclass occurred.

Changes in Level 3 Assets Measured at Fair Value on a Recurring Basis for the year ended December 31, 2010 (in thousands)

Asset	December 31, 2009 Beginning Balance	Total Realized and Unrealized Gains or (Losses) in Income: Trading	Total Realized and Unrealized Gains or (Losses) in Income: AFS Investments	Total Unrealized Gains or (Losses) Included in Other Comprehensive Income	Total Realized and Unrealized Gains or (Losses)	Purchases and Sales, net	Net Transfers In and/or (Out) of Level 3	Ending Balance
Financial instruments owned:								
Trading - Common stocks	$ 205	$ 78	$ -	$ -	$ 78	$ (206)	$ 70	$ 147
Trading - Preferred stocks	15	(15)	-	-	(15)	-	-	-
Trading - Other	90	188	-	-	188	-	-	278
Total	$ 310	$ 251	$ -	$ -	$ 251	$ (206)	$ 70	$ 425

During the year ended December 31, 2010, there were no transfers between Level 1 and Level 2 holdings. During the year ended December 31, 2010, the Company reclassed approximately $23,000 of investments from Level 1 to Level 3 and $47,000 from Level 2 to Level 3. The reclassifications were due to decreased availability of market price quotations and were based on the values at the beginning of the period in which the reclass occurred.

D. Investment in Partnerships, Offshore Funds and Variable Interest Entities

The Company is general partner or co-general partner of various sponsored limited partnerships and the investment manager of various sponsored offshore funds, totaling $86.9 million and $64.0 million at December 31, 2011 and 2010, respectively, whose underlying assets consist primarily of marketable securities (the “affiliated entities”). We also have investments in unaffiliated partnerships, offshore funds and other entities of $14.0 million and $18.9 million at December 31, 2011 and 2010, respectively (the “unaffiliated entities”). We evaluate each entity for the appropriate accounting treatment and disclosure. Certain of the affiliated entities are consolidated, as discussed in Note A. In addition, our balance sheet caption “investments in partnerships” 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 under the caption net gain from investments on the consolidated statements of income.

The following table highlights the number of entities that we consolidate as well as under which accounting guidance they are consolidated, including CFFs which retain their specialized investment company accounting, and partnerships and offshore funds which we consolidate as described in Note A.

Entities consolidated	CFFs		Partnerships		Offshore Funds		Total	
	VIEs	VOEs	VIEs	VOEs	VIEs	VOEs	VIEs	VOEs
Entities consolidated at December 31, 2008	1	5	-	1	1	-	2	6
Additional consolidated entities	-	-	-	-	-	-	-	-
Deconsolidated entities	-	(3)	-	-	(1)	-	(1)	(3)
Entities consolidated at December 31, 2009	1	2	-	1	-	-	1	3
Additional consolidated entities	-	-	-	1	1	-	1	1
Deconsolidated entities	-	-	-	-	-	-	-	-
Entities consolidated at December 31, 2010	1	2	-	2	1	-	2	4
Additional consolidated entities	-	-	-	-	-	1	-	1
Deconsolidated entities	-	-	-	(1)	(1)	-	(1)	(1)
Entities consolidated at December 31, 2011	1	2	-	1	-	1	1	4

On January 1, 2011, upon analysis of several factors, including the additional contribution of capital from unrelated third parties into a partnership that we consolidated for the year ended and as of December 31, 2010, we determined that the Company was no longer deemed to control the partnership, resulting in the deconsolidation of this partnership, effective January 1, 2011. The deconsolidation did not result in the recognition of any gain or loss. The Company continues to serve as the general partner and earns fees for this role, and it also maintains an investment in the deconsolidated partnership which is included in investments in partnerships on the consolidated statements of financial condition and is accounted for under the equity method (which approximates fair value).

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

	December 31, 2011				
	Prior to Consolidation	CFFs	Partnerships	Offshore Funds	As Reported
Assets					
Cash and cash equivalents	$ 259,531	$ 15,000	$ 1,809	$ -	$ 276,340
Investments in securities	284,796	-	6,228	6,523	297,547
Investments in partnerships	107,981	933	(8,021)	-	100,893
Receivable from brokers	17,593	-	270	3,050	20,913
Investment advisory fees receivable	32,157	1	(2)	-	32,156
Other assets	43,889	(14,989)	-	-	28,900
Total assets	$ 745,947	$ 945	$ 284	$ 9,573	$ 756,749
Liabilities and equity					
Securities sold, not yet purchased	$ 5,488	$ -	$ -	$ -	$ 5,488
Accrued expenses and other liabilities	69,929	51	28	4,652	74,660
Total debt	263,119	-	-	-	263,119
Redeemable noncontrolling interests	-	894	256	4,921	6,071
Total equity	407,411	-	-	-	407,411
Total liabilities and equity	$ 745,947	$ 945	$ 284	$ 9,573	$ 756,749

	December 31, 2010				
	Prior to Consolidation	CFFs	Partnerships	Offshore Funds	As Reported
Assets					
Cash and cash equivalents	$ 167,753	$ -	$ 1,297	$ 551	$ 169,601
Investments in securities	219,364	-	20,410	65,712	305,486
Investments in partnerships	147,801	1,069	(13,381)	(52,618)	82,871
Receivable from brokers	23,062	-	8,388	15,171	46,621
Investment advisory fees receivable	44,944	7	(149)	(142)	44,660
Other assets	23,429	10	10	48	23,497

Total assets	$	626,353	$	1,086	$	16,575	$	28,722	$	672,736
Liabilities and equity										
Securities sold, not yet purchased	$	2,557	$	-	$	10,157	$	6,585	$	19,299
Accrued expenses and other liabilities		75,608		193		1,639		825		78,265
Total debt		158,580		-		-		-		158,580
Redeemable noncontrolling interests		-		893		4,779		21,312		26,984
Total equity		389,608		-		-		-		389,608
Total liabilities and equity	$	626,353	$	1,086	$	16,575	$	28,722	$	672,736

The following table breaks out the Company's net earnings (loss) from non consolidated entities, a component of net gain/(loss) from investments on the consolidated statements of income, management fee and incentive allocation, components of investment advisory and incentive fees on the consolidated statements of income, by type of entity (in thousands):

2011	Net Earnings (Loss)	Management Fees	Incentive Allocation
Feeder funds	$ (58)	$ 114	$ -
Affiliated partnerships	1,558	3,029	1,397
Affilated offshore funds	1,057	976	876
Unaffiliated entities	(929)	-	-
Total	$ 1,628	$ 4,119	$ 2,273

2010	Net Earnings (Loss)	Management Fees	Incentive Allocation
Feeder funds	$ 159	$ 97	$ 151
Affiliated partnerships	1,975	2,031	2,118
Affilated offshore funds	1,070	722	1,337
Unaffiliated entities	3,761	-	-
Total	$ 6,965	$ 2,850	$ 3,606

2009	Net Earnings (Loss)	Management Fees	Incentive Allocation
Feeder funds	$ 49	$ 121	$ 27
Affiliated partnerships	1,235	1,428	1,730
Affilated offshore funds	1,055	501	923
Unaffiliated entities	2,585	-	-
Total	$ 4,924	$ 2,050	$ 2,680

Variable Interest Entities

We also have sponsored a number of investment vehicles where we are the general partner or investment manager. These vehicles are variable interest entities ("VIEs"), and we are not the primary beneficiary because we do not absorb a majority of the entities' expected losses or expected returns. The Company has not provided any financial or other support to these entities. The total assets of these entities at December 31, 2011 and 2010 were $73.7 million and $13.3 million, respectively. Our maximum exposure to loss as a result of our involvement with the VIEs is limited to the investment in one VIE and the deferred carried interest that we have in another. On December 31, 2011, we had an investment in one of the VIE offshore funds of approximately $5.0 million which was included in investments in partnerships on the consolidated statements of financial condition. On December 31, 2011 and 2010, we had a deferred carried interest in one of the VIE offshore funds of approximately $47,000 and $325,000, respectively, which was included in investments in partnerships on the 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 consolidated statement of income, consolidated statement of financial condition and consolidated statement of cash flows.

Prior to January 1, 2011, we were consolidating two VIEs since we had determined that we were the primary beneficiary of each because we had equity interests and absorbed a majority of each entity's expected losses; therefore they were consolidated in the financial statements. Effective October 1, 2011, we deconsolidated one of the VIEs upon analysis of several factors, including the redemption of the $49.2 million of proprietary capital from this VIE, we determined that the Company was no longer deemed to be the primary beneficiary of the VIE. The deconsolidation did not result in the recognition of any gain or loss. The Company has not provided any financial support to these VIEs but does continue to serve as the investment manager and earn fees for this role, and it also maintains an investment in the deconsolidated VIE, which is included in investments in partnerships on the consolidated statement of financial condition and is accounted for under the equity method (which approximates fair value). The assets of these VIEs may only be used to satisfy obligations of the VIEs. The following table presents the balances related to these VIEs that were included on the consolidated statements of financial condition as well as GAMCO's net interest in these VIEs:

	December 31, 2011	December 31, 2010
(In thousands)		
Cash and cash equivalents	$ 15,000	$ 551
Investments in securities	-	65,712
Investments in partnerships	1,433	1,522
Receivable from brokers	-	15,171
Other assets	-	47
Securities sold, not yet purchased	-	(6,585)
Accrued expenses and other liabilities	(15,006)	(864)
Redeemable noncontrolling interests	(381)	(21,699)
GAMCO's net interests in consolidated VIEs	$ 1,046	$ 53,855

E. Income Taxes

GBL and the Company's greater than 80% owned subsidiaries file a consolidated federal income tax return. Accordingly, the income tax provision represents the aggregate of the amounts provided for all companies.

The provision for income taxes for the years ended December 31, 2011, 2010 and 2009 consisted of the following:

	2011	2010	2009
(In thousands)			
Federal:			
Current	$ 37,293	$ 28,140	$ 27,290
Deferred	(1,417)	7,432	1,825
State and local:			
Current	4,995	3,633	2,640
Deferred	(104)	121	6
Total	$ 40,767	$ 39,326	$ 31,761

A reconciliation of the Federal statutory income tax rate to the effective tax rate is set forth below:

	2011	2010	2009
Statutory Federal income tax rate	35.0%	35.0%	35.0%
State income tax, net of Federal benefit	2.6	2.2	2.0
Other	(0.7)	(1.2)	(0.9)
Effective income tax rate	36.9%	36.0%	36.1%

Significant components of our deferred tax assets and liabilities are as follows:

	2011	2010
(In thousands)		
Deferred tax assets:		
Stock compensation expense	$ 1,620	$ 656
Deferred compensation	2,193	1,001
Intangible asset amortization	229	309
Capital lease obligation	718	655
Other	221	270
Total deferred tax assets	4,981	2,891
Deferred tax liabilities:		
Investments in securities available for sale	(5,166)	(6,837)
Investments in securities and partnerships	(6,213)	(5,934)
Contingent deferred sales commissions	(1,050)	(760)
Total deferred tax liabilities	(12,429)	(13,531)
Net deferred tax assets (liabilities)	$ (7,448)	$ (10,640)

As a result of the accelerated vesting of the RSAs and in accordance with GAAP, a $1.9 million reduction to deferred tax assets was recorded in additional paid in capital for the year ended December 31, 2010 as the previously recorded deferred tax benefit for the RSA was greater than the actual tax benefit realized by the Company and the Company had a sufficient additional paid in capital pool.

As of December 31, 2011 and 2010, the total amount of gross unrecognized tax benefits was approximately $9.1 million and $8.8 million, respectively, of which recognition of $6.0 million and $5.7 million, respectively, would impact the Company's effective tax rate.

As of December 31, 2011 and 2010, the net liability for unrecognized tax benefits was $8.3 million and $7.5 million, respectively, and is included in accrued expenses and other liabilities on the consolidated statements of financial condition.

A reconciliation of the beginning and ending amount of gross unrecognized tax benefits is as follows:

	(in millions)
Balance at January 1, 2009	$ 8.6
Additions based on tax positions related to the current year	1.1
Additions for tax positions of prior years	-
Reductions for tax positions of prior years	(1.8)
Settlements	-
Balance at December 31, 2009	7.9
Additions based on tax positions related to the current year	1.4
Additions for tax positions of prior years	-
Reductions for tax positions of prior years	(0.4)
Settlements	(0.1)
Balance at December 31, 2010	8.8
Additions based on tax positions related to the current year	0.7
Additions for tax positions of prior years	-
Reductions for tax positions of prior years	(0.4)
Settlements	-
Balance at December 31, 2011	$ 9.1

The Company records penalties and interest related to tax uncertainties in income taxes. As of December 31, 2011 and 2010, the Company had recognized gross liabilities of approximately $3.4 million and $2.6 million, respectively, related to interest and penalties. For the years ended December 31, 2011, 2010 and

2009, the Company recorded income tax expenses related to an increase in its liability for interest and penalties of $0.6 million, $0.1 million and $0.02 million, respectively.

The Company is currently being audited by New York State for its income tax returns filed between 2001 and 2005 but does not expect that the potential assessments will be material to its results of operations. The Company's Federal tax returns are subject to potential future audit for 2009, 2010 and 2011. The Company's State income tax returns are subject to potential future audit for all years after 2005.

F. Earnings per Share

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

	For the Years Ending December 31,		
(In thousands, except per share amounts)	2011	2010	2009
Basic:			
Net income attributable to GAMCO Investors, Inc.'s shareholders	$ 69,682	$ 68,792	$ 55,533
Weighted average shares outstanding	26,636	26,959	27,345
Basic net income attributable to GAMCO Investors, Inc.'s shareholders per share	$ 2.62	$ 2.55	$ 2.03
Diluted:			
Net income attributable to GAMCO Investors, Inc.'s shareholders	$ 69,682	$ 68,792	$ 55,533
Add interest expense on certain convertible notes, net of management fee and taxes	-	2,521	1,356
Total	$ 69,682	$ 71,313	$ 56,889
Weighted average share outstanding	26,636	26,959	27,345
Dilutive stock options and restricted stock awards	88	249	114
Assumed conversion of certain convertible notes	-	1,140	755
Total	26,724	28,348	28,214
Diluted net income attributable to GAMCO Investors, Inc.'s shareholders per share	$ 2.61	$ 2.52	$ 2.02

G. Debt

Debt consists of the following:

	2011	2010

(In thousands)		
5.5% Senior notes	$ 99,000	$ 99,000
5.875% Senior notes	100,000	-
0% Subordinated debentures	64,119	59,580
Total	$ 263,119	$ 158,580

5.5% Senior notes

On May 15, 2003, the Company issued 10-year, $100 million senior notes. The senior notes, due May 15, 2013, pay interest semi-annually at 5.5%. During 2008, the Company repurchased $1 million of these notes. There were no repurchases during 2009, 2010 or 2011.

5.875% Senior notes

On May 31, 2011, the Company issued $100 million of senior unsecured notes at par. The net proceeds of $99.1 million will be used for working capital and general corporate purposes, which may include acquisitions. The issuance costs of $0.9 million have been capitalized and will be amortized over the term of the debt. 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. During 2011, the Company repurchased 461 Debentures, having a face value of $46,100. The redemption was accounted for as an extinguishment of debt and resulted in a gain of $2,000 which was included in net gain/(loss) from investments on the 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 December 31, 2011 and 2010, the debt was recorded at its accreted value of $64.1 million and $59.6 million, respectively.

The fair value of the Company's debt is estimated based on 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. At December 31, 2011 and 2010, the fair value of the Company's debt is estimated to be $252.7 million and $163.0 million, respectively. The carrying value of the Company's debt at December 31, 2011 and 2010 is $263.1 million and $158.6 million, respectively.

H. Equity

Voting Rights

The holders of Class A Stock and 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 GBL 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 RSAs 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.

During 2011, the Company issued 10,000 options at an exercise price of $45.77 having a grant date fair value of $18.66 per share. These options vest 75% after three years and 100% after four years from the date of grant and expire after ten years.

During 2011, 2010 and 2009, the Company issued 197,200, 88,800 and 15,000 RSAs, respectively, at grant date fair values of $48.80, $40.64 and $29.06 per share, respectively. As of December 31, 2011, there are 275,600 RSA shares outstanding that were issued at an average grant price of $45.56. All grants of RSAs were recommended by the Company's Chairman, who did not receive a RSA, and approved by the

Compensation Committee of the Company's Board of Directors. This expense, net of estimated forfeitures, is 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 are held for them until the RSA vesting dates and are forfeited if the grantee is no longer employed by the Company on the vesting dates. Dividends declared on these RSAs, less estimated forfeitures, are charged to retained earnings on the declaration date.

During 2010, the Board of Directors of the Company approved the acceleration of the vesting of the 70% tranche of the RSAs granted in 2007 to December 7, 2010, resulting in recognition of $5.5 million in stock compensation expense during 2010 that would have been recorded in 2011 and 2012. Additionally, the Board of Directors of the Company approved an offer to repurchase the newly vested RSAs from employees at fair value on one of two dates in December 2010. As a result of this offer, 212,031 shares of the newly vested RSAs were repurchased for $10.1 million, or a weighted average of $47.80 per share.

A summary of the stock option and RSA activity for the years ended December 31, 2011 and 2010 is as follows:

	Options		RSAs	
	Shares	Weighted Average Exercise Price	Shares	Weighted Average Grant Date Fair Value
Outstanding at December 31, 2009	144,750	$ 34.17	360,100	$ 60.79
Granted	-	-	88,800	40.64
Forfeited	-	-	(10,200)	50.73
Exercised	(53,850)	29.50	(315,600)	63.50
Outstanding at December 31, 2010	90,900	36.93	123,100	40.14
Granted	10,000	45.77	197,200	48.80
Forfeited	-	-	(44,700)	44.90
Exercised / Vested	-	-	-	-
Outstanding at December 31, 2011	100,900	$ 37.81	275,600	$ 45.56
Shares available for future issuance at December 31, 2011	637,575			

At December 31, 2011 and 2010, there were exercisable outstanding stock options of 89,400 and 82,400, respectively. The weighted average exercise price of the exercisable outstanding stock options at December 31, 2011 and 2010 was $36.69 per share and $35.77 per share, respectively.

The table below represents for various prices, the weighted average characteristics of outstanding employee stock options at December 31, 2011.

Exercise price	Options outstanding	Weighted average remaining contractual life	Options currently exercisable	Exercise price of options currently exercisable
$ 28.95	34,900	1.17	34,900	$ 28.95
39.55	10,000	4.33	10,000	39.55
39.65	20,000	2.42	20,000	39.65
39.90	10,000	5.08	10,000	39.90
44.90	10,000	3.83	10,000	44.90
45.77	10,000	9.08	-	45.77
$ 51.74	6,000	6.33	4,500	$ 51.74

The weighted average estimated fair value of the options granted at their grant date using the Black-Scholes option-pricing model was as follows:

	2011	2010 (a)	2009 (a)
Weighted average fair value of options granted:	$ 18.66	N/A	N/A
Assumptions made:			
Expected volatility	49%	N/A	N/A
Risk free interest rate	0.15%	N/A	N/A
Expected life	5 years	N/A	N/A
Dividend yield	0.26%	N/A	N/A

(a) The Company did not grant any options in 2010 or 2009.

The expected volatility reflects the volatility of GBL stock over a period of approximately four years, prior to each respective grant date, based on month-end prices. The expected life reflected an estimate of the length of time the employees are expected to hold the options, including the vesting period, and is based, in part, on actual experience with other grants. The dividend yield for the grants reflected the assumption of a $0.03 per share quarterly dividend. The weighted average remaining contractual life of the outstanding options at December 31, 2011 was 3.47 years.

The total compensation costs related to non-vested awards not yet recognized is approximately $11.5 million as of December 31, 2011. This will be recognized as expense in the following periods:

2012	2013	2014	2015	2016
$3,481,000	$3,328,000	$2,389,000	$1,754,000	$559,000

For the years ended December 31, 2011, 2010 and 2009, the Company recorded approximately $2.6 million, $10.6 million and $5.1 million, respectively, in stock based compensation expense which resulted in the recognition of tax benefits of approximately $843,000, $3.6 million and $1.9 million, respectively. The $10.6 million for the year ended December 31, 2010 is net of a $0.5 million reversal of expense recorded for the forfeiture of a single grant and includes $5.5 million in stock compensation expense as a result of the acceleration of the 70% tranche of the RSAs granted in 2007. There were no comparable reversals or acceleration in the years ended December 31, 2011 and 2009.

There were no stock options exercised for the year ended December 31, 2011. For the years ended December 31, 2010 and 2009, the Company received approximately $1.6 million and $608,000, respectively, from the exercise of stock options which resulted in tax benefits of $216,000 and $168,000, respectively.

Stock Repurchase Program

In 1999, the Board of Directors established the Stock Repurchase Program through which the Company has been authorized to purchase up to $9 million of Class A Stock. During 2010, the Board of Directors authorized additional repurchases of 500,000 shares in May. In May 2011, the Board of Directors authorized an additional 500,000 shares. In 2011, 2010 and 2009, we repurchased 450,966 shares, 684,003 shares and 156,500 shares, respectively, at an average price of $45.24 per share, $44.15 per share and $44.91 per share, respectively. There remain 573,367 shares available under this program at December 31, 2011. Under the program, the Company has repurchased 7,344,052 shares at an average price of $40.63 per share and an aggregate cost of $298.4 million through December 31, 2011.

Dividends

During 2011, the Company paid dividends of $1.15 per share to class A and class B shareholders totaling $30.8 million. During 2010, the Company paid cash dividends of $1.82 per share to class A and class B shareholders totaling $49.4 million and paid $3.20 of principal value per share in the form of a five-year, zero coupon subordinated debenture due December 31, 2015. For dividend accounting purposes the debenture was valued at $2.21 per share. During 2009, the Company paid dividends of $2.13 per share to class A and class B shareholders totaling $58.8 million, including the Teton distribution of approximately $0.01. Under the terms of the RSA agreements, we accrue dividends, less estimated forfeitures, for RSA grantees from the date of grant but these dividends are held for grantees who are not entitled to receive dividends until their awards vest and only if they are still employed by the Company at those dates. As of December 31, 2011 and 2010, dividends accrued on RSAs not yet vested were approximately $452,000 and $174,000, respectively.

Shelf Registration

In August 2009, the SEC declared effective the Company's $400 million "shelf" registration statement on Form S-3. The $100 million 5.875% senior notes were issued pursuant to this shelf, leaving the Company the flexibility to sell any combination of senior and subordinate debt securities, convertible debt securities and equity securities (including common and preferred securities) up to a total amount of $300 million.

I. Capital Lease

On December 5, 1997, prior to the Offering in 1999, the Company entered into a fifteen-year lease, expiring on April 30, 2013, of office space from an entity controlled by members of the Chairman's family. On September 15, 2008, the Company modified and extended its lease with M4E, LLC, the Company’s landlord at 401 Theodore Fremd Ave, Rye, NY. The lease term was extended to December 31, 2023, and the base rental was established at $18 per square foot, or $1.1 million, for 2009, an increase from $14.83 per square foot for 2008. From January 1, 2010 through December 31, 2023, the base rental will be determined by the change in the consumer price index for the New York Metropolitan Area for November of the immediate prior year with the base period as November 2008 for the New York Metropolitan Area. As a result of the lease term's extension, the present value of net obligations increased by approximately $3.0 million.

The lease has been accounted for as a capital lease as it transfers substantially all the benefits and risks of ownership to GBL. The Company has recorded the leased property as an asset and a capital lease obligation for the present value of the obligation of the leased property. The leased property is amortized over the fifteen-year lease term on a straight-line basis. The capital lease obligation is amortized over the same term using the interest method of accounting. Capital lease improvements are amortized from the date of expenditure through the end of the lease term or the useful life, whichever is shorter, on a straight-line basis. The lease provides that all operating expenses relating to the property (such as property taxes, utilities and maintenance) are to be paid by the lessee, GBL. These are recognized as expenses in the periods in which they are incurred. Accumulated amortization on the leased property was approximately $3.5 million and $3.3 million at December 31, 2011 and 2010, respectively.

Future minimum lease payments for this capitalized lease at December 31, 2011 are as follows:

	(In thousands)
2012	$ 1,137
2013	1,080
2014	1,080
2015	1,080
2016	1,080
Thereafter	7,560
Total minimum obligations	13,017
Interest	7,942
Present value of net obligations	$ 5,075

Lease payments under this agreement amounted to approximately $1.1 million for each of the years ended December 31, 2011, 2010 and 2009, respectively. The capital lease contains an escalation clause tied to the change in the New York Metropolitan Area Consumer Price Index which may cause the future minimum payments to exceed $1,080,000 annually. Future minimum lease payments have not been reduced by related minimum future sublease rentals of approximately $1.4 million due over the next twelve years, which are due from affiliated entities. Total minimum obligations exclude the operating expenses to be borne by the Company, which are estimated to be approximately $800,000 per year.

J. Commitments and Contingencies

We rent office space under leases which expire at various dates through January 2015. Future minimum lease commitments under these operating leases as of December 31, 2011 are as follows:

	(In thousands)
2012	$ 658
2013	513
2014	295
2015	21

2016		-
Total	$	1,487

Equipment rentals and occupancy expense amounted to approximately $2.6 million, $2.6 million and $2.5 million, respectively, for the years ended December 31, 2011, 2010 and 2009.

K. Related Party Transactions

The following is a summary of certain related party transactions.

GGCP Holdings LLC owns a majority of our Class B Stock, representing approximately 95% of the combined voting power and 73% of the outstanding shares of our common stock at December 31, 2011.

Capital Lease

We lease an approximately 60,000 square foot building located at 401 Theodore Fremd Avenue, Rye, New York as our headquarters (the “Building”) from an entity controlled by members of the Chairman’s family. Under the lease for the Building, which expires on December 31, 2023, we are responsible for all operating expenses, costs of electricity and other utilities and taxes. For 2011, the rent was $1,103,567 or $18.39 per square foot, and will increase to $1,137,450, or $18.96 per square foot, for the period January 1, 2012 through December 31, 2012. For 2010 and 2009, the rent was $1,088,907, or $18.15 per square foot, and $1,080,000, or $18.00 per square foot, respectively.

We sub-lease approximately 3,300 square feet in the Building to LICT Corporation, a company for which Mr. Gabelli serves as Chairman and CEO, which pays rent at the rate of $28 per square foot plus $3 per square foot for electricity, subject to adjustment for increases in taxes and other operating expenses. The total amounts paid in 2011, 2010, and 2009 for rent and other expenses under this lease were $119,025, $112,087, and $113,730, respectively. Concurrent with the extension of the lease on the Building, we and LICT Corporation further agreed to extend the term of the sub-lease until December 2023 on the same terms and conditions. As of July 1, 2008, we also sub-lease approximately 1,600 square feet in the Building to Teton. Teton pays rent at the rate of $37.75 per square foot plus $3 per square foot for electricity, subject to adjustment for increases in taxes and other operating expenses. The total amount paid in 2011, 2010 and 2009 for rent and other expenses under this lease were $69,330, $66,911 and $66,911, respectively, and were recorded in other operating expenses as a credit on the consolidated statements of income.

Investment Advisory Services

GAMCO has entered into agreements to provide advisory and administrative services to MJG Associates, Inc., which is wholly-owned by Mr. Gabelli, with respect to the private investment funds managed by them. Pursuant to such agreements, MJG Associates, Inc. paid GAMCO $10,000 (excluding reimbursement of expenses) for each of the years 2011, 2010, and 2009. For 2011, 2010 and 2009, Manhattan Partners I, L.P. and Manhattan Partners II, L.P., investment partnerships for which John Gabelli Inc., an entity owned by John Gabelli, a brother of our Chairman, is the general partner, paid GAMCO investment advisory fees in the amount of $19,608, $19,870 and $24,242, respectively, and Manhattan Partners I, L.P. paid management fees in the amount of $10,665, $9,974 and $9,002, respectively, to the general partners of Gemini Global Partners, L.P. In addition, an entity that Mr. John Gabelli's wife is the sole shareholder of is the co-general partner of S.W.A.N. Partners, LP ("S.W.A.N."). S.W.A.N. paid GAMCO investment advisory fees in the amount of $36,466, $30,826 and $26,929 for 2011, 2010 and 2009, respectively, and is included in investment advisory and incentive fees on the consolidated statements of income.

Gabelli Securities International Limited ("GS International") was formed in 1994 to provide management and investment advisory services to offshore funds and accounts. Mr. Marc Gabelli, who had various responsibilities within several of our subsidiaries and is the son of our Chairman, owns 55% of GS International and GSI owns the remaining 45%. In 1994, Gabelli International Gold Fund Limited ("GIGFL"), an offshore investment company investing primarily in securities of issuers with gold-related activities, was formed and GS International entered into an agreement to provide management services to GIGFL. GSI in turn entered into an agreement with GS International to provide investment advisory services to GIGFL in return for receiving all investment management fees paid by GIGFL. Pursuant to such agreement, GSI received investment management fees of $32,203 and no incentive fees for 2011. Comparable amounts for 2010 were $50,337 and $267,238, respectively, and for 2009 they were $39,326 and $0, respectively. As of December 31, 2011 and 2010, there were $8,335 and $1,701, respectively, payable to GIGFL included in accrued expenses and other liabilities on the consolidated statements of financial condition relating to management fees. At December 31, 2010, there was $267,238 receivable from GIGFL included in investment advisory fees receivable on the consolidated statements of financial condition.

In April 1999, Gabelli Global Partners, Ltd. ("GGP Ltd."), an offshore investment fund, was incorporated. GS International and Gemini Capital Management, LLC ("Gemini"), an entity owned by Mr. Marc Gabelli, were engaged by GGP Ltd. as investment advisors as of July 1, 1999. GGP Ltd. paid half of the management fees for 2011 in the amount of $45,668 to GS International. There was no incentive fee earned in 2011. GS International in turn paid GSI $20,551 in management fees. For 2011, Gemini received half of the management fees paid by GGP Ltd. in the amount of $45,668. GGP Ltd. paid half of the management fees and incentive fees for 2010 in the amounts of $45,928 and $61,808, respectively, to GS International. GS International in turn paid GSI $15,680 and $28,197 in management and incentive fees, respectively. For 2010, Gemini received half of the management fees and incentive fees paid by GGP Ltd. in the amounts of $45,928 and $61,808, respectively. For 2009 there was no incentive fee paid. For 2009, the fund paid half of the management fees in the amounts of $42,628 to GS International, with equal amounts being received by Gemini. For 2009 there was no incentive fee paid. As of December 31, 2011 and 2010, there were $69,426 and $15,680, respectively, receivable from GGP Ltd. included in investment advisory fees receivable on the consolidated statements of financial condition.

In April 1999, GSI formed Gabelli Global Partners, L.P., an investment limited partnership for which GSI and Gemini are the general partners. In March 2002, Gabelli Global Partners, L.P. changed its name to Gemini Global Partners, L.P. Gemini and GSI each received half of the management fee paid by the partnership to the general partners in the amount of $88,904 for 2011. There was no incentive fee earned in 2011. Comparable amounts for 2010 were $81,735 and $74,429, respectively, and comparable amounts for 2009 were $78,459 and $27,025, respectively. As of December 31, 2011 and 2010, there were $151,092 and $62,188, respectively, receivable from Gemini Global Partners, L.P. included in investment advisory fees receivable on the consolidated statements of financial condition.

We serve as the investment advisor for the Funds and earn advisory fees based on predetermined percentages of the average net assets of the Funds. In addition, G.distributors has entered into distribution agreements with each of the Funds. As principal distributor, G.distributors incurs certain promotional and distribution costs related to the sale of Fund shares, for which it receives a distribution fee from the Funds or reimbursement from the investment advisor. Gabelli & Company earns a majority of its commission revenue from transactions executed on behalf of clients of affiliated companies. Advisory and distribution fees receivable from the Funds were approximately $22.8 million and $28.2 million at December 31, 2011 and 2010, respectively. GBL earned approximately $1.4 million, $1.6 million and $1.8 million in 2011, 2010 and 2009, respectively, in advisory fee revenues and approximately $15,000, $16,000 and $12,000 in 2011, 2010 and 2009, respectively, in distribution fees from our proprietary investments in the Funds which are included in investment advisory and incentive fees and distribution fees and other income, respectively, on the consolidated statements of income.

Investments in Securities

At December 31, 2011 and 2010, approximately $93 million and $90 million, respectively, of our proprietary investment portfolio were managed by our analysts or portfolio managers other than Mr. Gabelli. The individuals managing these accounts receive 20% of the net profits, if any, earned on the accounts; however, some of the analysts are required to meet a hurdle rate of 5% before earning this 20% payout. In August 2006, a son of the Chairman was given responsibility for managing a proprietary investment account on which he would be paid, on an annual basis, 20% of any net profits earned on the account for the year. The account was initially funded with approximately $40 million during 2006. During 2009, $20 million was transferred from this account back to the firm’s proprietary account and is no longer subject to the 20% payout. For 2010, he was paid approximately $174,000 for managing this account. For 2011 and 2009, there were no payouts for managing this account. At December 31, 2011, there existed a high water mark of $1.7 million.

We had an aggregate investment in the Funds of approximately $320.1 million and $217.3 million at December 31, 2011 and 2010, respectively, of which approximately $259.0 million and $152.1 million was invested in an affiliated money market mutual fund, included in cash and cash equivalents, at December 31, 2011 and 2010, respectively. GBL earned approximately $45,000, $189,000, and $873,000 in 2011, 2010 and 2009, respectively, in dividend income from our investment in our money market mutual fund. Distributions from investments in our equity Funds, which are included within interest and dividend income on the consolidated statements of income, were approximately $2.2 million, $1.2 million and $653,000, in 2011, 2010 and 2009, respectively.

Investments in Partnerships

We had an aggregate investment in affiliated partnerships and offshore funds of approximately $93.9 million and $128.9 million at December 31, 2011 and 2010, respectively.

Compensation

Immediately preceding the Offering and in conjunction with the Reorganization, GBL and our Chairman and CEO entered into an employment agreement. Under the employment agreement and the amended agreement described below, we will pay the Chairman and CEO, or his designee, 10% of our aggregate pre-tax profits while he is an executive of GBL and devoting the substantial majority of his working time to the business of GBL.

On February 6, 2008, as noted above in Note A, Mr. Gabelli's employment agreement was amended and restated as the 2008 Employment Agreement which was approved by the GBL shareholders on November 30, 2007 and re-approved on May 6, 2011 and which limits his activities outside of GBL. The 2008 Employment Agreement amended Mr. Gabelli's employment agreement primarily by (i) eliminating outdated provisions, clarifying certain language and reflecting our name change, (ii) revising the term of the employment agreement from an indefinite term to automatically renewed one-year periods in perpetuity following the initial three-year term unless either party gives 90 days written notice prior to the expiration of the annual term following the initial three-year term, (iii) allowing for services to be performed for former subsidiaries that are spun off to shareholders or otherwise cease to be subsidiaries in similar transactions, (iv) allowing new investors in the permitted outside accounts if all of the performance fees, less expenses, generated by assets attributable to such investors are paid to us, (v) allowing for the management fee to be paid directly to Mr. Gabelli or to an entity designated by him, and (vi) adding certain language to ensure that the 2008 Employment Agreement is construed to avoid the imposition of any tax pursuant to Section 409A of the Code.

Consistent with the firm's practice since its inception in 1977, Mr. Gabelli will also continue receiving a percentage of revenues or net operating contribution, which are substantially derived from AUM, as compensation relating to or generated by the following activities: (i) managing or overseeing the management of various investment companies and partnerships, (ii) attracting mutual fund shareholders, (iii) attracting and managing Institutional and Private Wealth Management clients, and (iv) otherwise generating revenues for the company. Such payments are made in a manner and at rates as agreed to from time to time by GAMCO, which rates have been and generally will be the same as those received by other professionals at GAMCO performing similar services. With respect to our Institutional and Private Wealth Management and mutual fund advisory business, we pay out up to 40% of the revenues or net operating contribution to the portfolio managers and marketing staff who introduce, service or generate such business, with payments involving the Institutional and Private Wealth Management accounts being typically based on revenues and payments involving the mutual funds being typically based on net operating contribution.

Mr. Gabelli has agreed that while he is employed by us he will not provide investment management services outside of GAMCO, except for certain permitted accounts. The 2008 Employment Agreement may not be amended without the approval of the Compensation Committee and Mr. Gabelli.

The Chairman and CEO received compensation in the form of a management fee for managing the Company. Additionally, he earns compensation for acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's Institutional and Private Wealth Management clients, for creating and acting as portfolio manager of several open-end funds, for creating and acting as portfolio manager of the closed-end funds and for providing other services, including acting as portfolio and relationship manager of investment partnerships.

Other

On May 31, 2006, we entered into an Exchange and Standstill Agreement with Frederick J. Mancheski, a significant shareholder, pursuant to which, among other things, he agreed to exchange his 2,071,635 shares of Class B Stock for an equal number of shares of Class A Stock. The standstill expires on May 31, 2016. Under the terms of the standstill agreement, Mr. Mancheski agreed to, among other things, vote his shares in favor of the nominees and positions advocated by the board of directors.

For 2011, 2010, and 2009, we incurred variable costs of $586,000, $324,000, and $300,000, respectively, for actual usage (but not the fixed costs) relating to our use of aircraft in which GGCP owns the fractional interests.

As required by our Code of Ethics, our staff members are required to maintain their brokerage accounts at Gabelli & Company unless they receive permission to maintain an outside account. Gabelli & Company offers its entire staff the opportunity to engage in brokerage transactions at discounted commission rates. Accordingly, many of our staff members, including the executive officers or entities controlled by them, have brokerage accounts at Gabelli & Company and have engaged in securities transactions at discounted rates.

Gabelli & Company also participates in syndicated underwriting activities, some of which involve the issuance of preferred or common shares of Gabelli closed-end funds. During 2011, Gabelli & Company participated as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli. During 2010, Gabelli & Company acted as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli. During 2009, Gabelli & Company acted as the dealer manager for The GDL Fund's Series A Cumulative Callable Preferred Share Rights Offering and as agent in the secondary offerings of The GAMCO Global Gold, Natural Resources & Income Trust by Gabelli. During 2011, 2010 and 2009 there were $3.2 million, $3.8 million and $4.1 million, respectively, included in institutional research services on the consolidated statements of income.

GBL and Teton entered into a transitional administrative and management service agreement in connection with the spin-off of Teton from GBL that formalized certain arrangements. Effective January 1, 2011, Teton and GBL renegotiated the terms of the sub-administration agreement from a flat .20% on the average net assets of the mutual funds managed by Teton to .20% on the first $370 million in average net assets, .12% on the next $630 million in average net assets and .10% on average net assets in excess of $1 billion, as compensation for providing mutual fund administration services and $15,000 per month for various administrative services. Prior to the spin-off these fees were eliminated. During 2011, 2010 and 2009, there was $1.5 million, $1.2 million and $886,000, respectively, included in distribution fees and other income on the consolidated statements of income.

L. Financial Requirements

As registered broker-dealers, Gabelli & Company and G.distributors are subject to the Uniform Net Capital Rule 15c3-1 (the "Rule") of the SEC. Gabelli & Company and G.distributors compute their net capital under the alternative method permitted by the Rule which requires minimum net capital of $250,000. The Companies met or exceeded this requirement at December 31, 2011.

Our subsidiary, GAMCO Asset Management (UK) Limited is authorized and regulated by the Financial Services Authority ("FSA"). In connection with this registration, we held Own Funds of £357,000 ($552,000 at December 31, 2010) and had an Own Funds requirement of £5,000 ($7,000 at December 31, 2010). In February 2011, GAMCO Asset Management (UK) Limited increased its permitted license with the FSA and held Own Funds of £343,000 ($530,000 at December 31, 2011) and had an Own Funds requirement of €50,000 ($65,000 at December 31, 2011). We have consistently met or exceeded these minimum requirements.

M. Administration Fees

We have entered into administration agreements with other companies (the "Administrators"), whereby the Administrators provide certain services on behalf of several of the Funds and Investment Partnerships. Such services do not include the investment advisory and portfolio management services provided by GBL. The fees are negotiated based on predetermined percentages of the net assets of each of the Funds.

N. Profit Sharing Plan and Incentive Savings Plan

The Company has a qualified contributory employee profit sharing plan and incentive savings plan covering substantially all employees. Company contributions to the plans are determined annually by the Board of Directors but may not exceed the amount permitted as a deductible expense under the Internal Revenue Code. The Company accrued contributions of approximately $13,000, $67,000 and $79,000 to the plans for the years ended December 31, 2011, 2010 and 2009, respectively.

O. Goodwill and Identifiable Intangible Asset

At December 31, 2010, $3.5 million of goodwill is reflected on the consolidated statements of financial condition related to a 93%-owned subsidiary, GSI. During 2011, in connection with the transfer of the distribution business from Gabelli & Company, a wholly-owned subsidiary of GSI, to G.distributors, a wholly-owned subsidiary of GBL, $213,000 of the goodwill was also transferred. An impairment analysis was performed in conjunction with this transfer and the goodwill was not deemed to be impaired and no impairment charge was recorded. At December 31, 2011, $3.5 million of goodwill is reflected on the consolidated statements of financial condition with $3.3 million related to GSI and $0.2 million related to G.distributors. The Company early adopted the guidance issued by the FASB that allowed for a qualitative assessment of whether it is more likely than not that an impairment has occurred. At November 30, 2011 and November 30, 2010, management conducted its annual assessments of the recoverability of goodwill and determined that there was no impairment of goodwill on GBL's consolidated financial statements.

As a result of becoming the advisor to the Gabelli Enterprise Mergers and Acquisitions Fund and the associated consideration paid, the Company maintains an identifiable intangible asset of $1.9 million within other assets on the consolidated statements of financial condition at both December 31, 2011 and 2010. 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 2013.

P. Other Matters

From time to time, the Company is 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. The 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 investment management industry is likely to continue facing a high level of regulatory scrutiny and become subject to additional rules designed to increase disclosure, tighten controls and reduce potential conflicts of interest. In addition, the SEC has substantially increased its use of focused inquiries which request information from a number of fund complexes regarding particular practices or provisions of the securities laws. The Company participates in some of these inquiries in the normal course of our business. Changes in laws, regulations and administrative practices by regulatory authorities, and the associated compliance costs, have increased our cost structure and could in the future have a material impact.

The Company indemnifies the clearing brokers of Gabelli & Company for losses they may sustain from the customer accounts that trade on margin introduced by our broker-dealer subsidiary. At December 31, 2011, 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 consolidated financial statements.

Q. Quarterly Financial Information (Unaudited)

Quarterly financial information for the years ended December 31, 2011 and 2010 is presented below.

	2011				
	1st	2nd	3rd	4th	Total
(In thousands, except per share data)					
Revenues	$ 76,905	$ 85,081	$ 80,151	$ 84,991	$ 327,128
Operating income	20,760	30,497	30,661	31,376	113,294
Net income attributable to GAMCO Investors, Inc.'s shareholders	17,643	20,647	7,699	23,693	69,682
Net income attributable to GAMCO Investors, Inc.'s shareholders per share:					
Basic	0.66	0.77	0.29	0.89	2.62
Diluted	$ 0.65	$ 0.77	$ 0.29	$ 0.89	$ 2.61

	2010				
	1st	2nd	3rd	4th	Total
Revenues	$ 59,998	$ 62,499	$ 62,443	$ 95,440	$ 280,380
Operating income	19,370	22,580	19,509	29,570	91,029
Net income attributable to GAMCO Investors, Inc.'s shareholders	13,726	8,049	20,106	26,911	68,792
Net income attributable to GAMCO					

Investors, Inc.'s shareholders per share:					
Basic	0.50	0.30	0.75	1.00	2.55
Diluted	$ 0.50	$ 0.30	$ 0.73	$ 0.99	$ 2.52

R. Subsequent Events

On January 3, 2012, the Company issued 105,300 RSAs to its professional staff for which the fair value was $43.49 per share. The RSAs will vest 30% over three years from the date of grant and 70% over five years from the date of grant. The Company expects that the additional annual expense related to this grant will be $0.9 million for the years 2012 through 2014 and $0.5 million for the years 2015 through 2016.

On February 7, 2012, the Board of Directors declared a regular quarterly dividend of $0.04 per share to all of its shareholders, payable on March 27, 2012 to shareholders of record on March 13, 2012.

From January 1, 2012 to March 6, 2012, the Company repurchased 18,657 shares at $46.92 per share. This brings the remaining authorization under the stock repurchase program to 554,710 shares at March 6, 2012.

ITEM 9: CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A: CONTROLS AND PROCEDURES

(a) Evaluation of Disclosure Controls and Procedures

The Company maintains a system of disclosure controls and procedures that is designed to provide reasonable assurance that information, which is required to be timely disclosed, is recorded, processed, summarized, and reported to management within the time periods specified in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The Company's Chief Executive Officer and Chief Financial Officer, after evaluating the effectiveness of the Company's disclosure controls and procedures (as defined in the Exchange Act) as of the end of the period covered by this report, have concluded that the Company's disclosure controls and procedures are effective to provide reasonable assurance that information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate, to allow timely decisions regarding required disclosure and are effective to provide reasonable assurance that such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

(b) Management's Report on Internal Control Over Financial Reporting

GBL's management is responsible for establishing and maintaining adequate internal control over financial reporting, as such term is defined in Rule 13a-15(f) of the Exchange Act. Management, with the participation of the principal executive officer and under the supervision of the principal financial officer, of the Company conducted an evaluation of the effectiveness of GBL's internal control over financial reporting as of December 31, 2010, as required by Rule 13a-15(c) of the Exchange Act. There are inherent limitations to the effectiveness of any system of internal control over financial reporting, including the possibility of human error and the circumvention or overriding of the controls and procedures. Accordingly, even effective internal control over financial reporting controls can only provide reasonable assurance of achieving their control objectives. In making its assessment of the effectiveness of its internal control over financial reporting, the Company used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in Internal Control-Integrated Framework.

Based on its evaluation, management concluded that, as of December 31, 2011, the Company maintained effective internal control over financial reporting. The independent registered public accounting firm that audited the consolidated financial statements included in the annual report containing the disclosure required by this Item has issued an attestation report on the Company's internal control over financial reporting.

(c) Changes in Internal Control Over Financial Reporting

There has been no change in our internal control over financial reporting during the quarter ended December 31, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

ITEM 9B: OTHER INFORMATION

None.

PART III

ITEM 10: DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Information regarding the Directors and Executive Officers of GBL and compliance with Section 16(a) of the Securities Exchange Act of 1934 is incorporated herein by reference from the our definitive proxy statement for our 2012 Annual Meeting of Shareholders (the “Proxy Statement”).

GBL has adopted a Code of Business Conduct that applies to all of our officers, directors, full-time and part-time employees and a Code of Conduct that sets forth additional requirements for our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions (together, the “Codes of Conduct”). The Codes of Conduct are posted on our website (www.gabelli.com) and are available in print free of charge to anyone who requests a copy. Interested parties may address a written request for a printed copy of the Codes of Conduct to: Deputy General Counsel, GAMCO Investors, Inc., One Corporate Center, Rye, New York 10580-1422. We intend to satisfy the disclosure requirement regarding any amendment to, or a waiver of, a provision of the Codes of Conduct by posting such information on our website.

In addition to the certifications attached as Exhibits to this Form 10-K, following its 2011 Annual Meeting, GBL also submitted to the New York Stock Exchange (“NYSE”) a certification by our Chief Executive Officer that he is not aware of any violations by GBL of the NYSE corporate governance listing standards as of the date of the certification.

ITEM 11: EXECUTIVE COMPENSATION

Information required by Item 11 is included in our Proxy Statement for the 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

ITEM 12: SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Information required by Item 12 is included in our Proxy Statement for the 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

ITEM 13: CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Information required by Item 13 is included in our Proxy Statement for the 2012 Annual Meeting of Stockholders and is incorporated herein by reference.

ITEM 14: PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information set forth under the caption “Independent Registered Public Accounting Firm” in our Proxy Statement for the 2012 Annual Meeting of Stockholders is incorporated herein by reference.

PART IV

ITEM 15: EXHIBITS, FINANCIAL STATEMENT SCHEDULES, AND REPORTS ON FORM 8-K

(a) List of documents filed as part of this Report:

(1) Consolidated Financial Statements and Independent Registered Public Accounting Firm's Reports included herein:
See Index on page F-1

(2) Financial Statement Schedules
Financial statement schedules are omitted as not required or not applicable or because the information is included in the Financial Statements or notes thereto.

(3) List of Exhibits:

The agreements included or incorporated by reference as exhibits to this Annual Report on Form 10-K contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties were made solely for the benefit of the other parties to the applicable agreement and (i) were not intended to be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate; (ii) may have been qualified in such agreement by disclosures that were made to the other party in connection with the negotiation of the applicable agreement; (iii) may apply contract standards of "materiality" that are different from "materiality" under the applicable securities laws; and (iv) were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement.

The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this report not misleading.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of GAMCO Investors, Inc. (the "Company") (Incorporated by reference to Exhibit 3.1 to the Company's Form 10-K for the year ended December 31, 2008 filed with the Securities and Exchange Commission on March 11, 2009).
3.2	Amended Bylaws of the Company. (Incorporated by reference to Exhibit 3.1 to the Company's Report on Form 8-K dated May 28, 2010 filed with the Securities and Exchange Commission on May 28, 2010).
4.1	Specimen of Class A Common Stock Certificate. (Incorporated by reference to Exhibit 4.1 to Amendment No. 3 to the Company's Registration Statement on Form S-1 (File No. 333-51023) filed with the Securities and Exchange Commission on January 29, 1999).
4.2	Indenture, dated as of December 31, 2010, between the Company and Computershare Trust Company, N.A., as Trustee (includes form of 0% Subordinated Debenture due 2015). (Incorporated by reference

to Exhibit 4.1 to the Company's Report on Form 8-K dated January 6, 2011 filed with the Securities and Exchange Commission on January 6, 2011).

4.3 Second Supplemental Indenture, dated May 31, 2011, between the Company and The Bank of New York Mellon, as Trustee (includes form of 5.875% Senior Notes due 2021). (Incorporated by reference to Exhibit 4.1 to the Company's Report on Form 8-K dated May 25, 2011 filed with the Securities and Exchange Commission on May 31, 2011).

10.1 Tax Indemnification Agreement between the Company and GFI. (Incorporated by reference to Exhibit 10.2 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-51023) filed with the Securities and Exchange Commission on February 10, 1999).

10.2 GAMCO Investors, Inc. 1999 Stock Award and Incentive Plan (Incorporated by reference to Exhibit 10.4 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-51023) filed with the Securities and Exchange Commission on February 10, 1999). *

10.3 GAMCO Investors, Inc. 1999 Annual Performance Incentive Plan (Incorporated by reference to Exhibit 10.5 to Amendment No. 4 to the Company's Registration Statement on Form S-1 (File No. 333-51023) filed with the Securities and Exchange Commission on February 10, 1999). *

10.4 GAMCO Investors, Inc. 2002 Stock Award and Incentive Plan (Incorporated by reference to Exhibit A to the Company's definitive proxy statement on Schedule 14A filed with the Securities and Exchange Commission on April 30, 2002). *

10.5 Employment Agreement between the Company and Mario J. Gabelli (Incorporated by reference to Exhibit 10.1 to Company's Report on Form 8-K dated February 7, 2008 filed with the Securities and Exchange Commission on February 7, 2008). *

10.6 Exchange and Standstill Agreement, dated May 31, 2006, between the Company and Frederick J. Mancheski (Incorporated by reference to Exhibit 10.1 to the Company's Form 10-Q for the quarter ended June 30, 2006 filed with the Securities and Exchange Commission on August 8, 2006).

10.7 Registration Rights Agreement, dated May 31, 2006. (Incorporated by reference to Exhibit 10.2 to the Company's Form 10-Q for the quarter ended June 30, 2006 filed with the Securities and Exchange Commission on August 8, 2006).

12.1 Computation of Ratios of Earnings to Fixed Charges.

21.1 Subsidiaries of the Company.

23.1 Consent of Independent Registered Public Accounting Firm

24.1 Powers of Attorney (included on page 96 of this Report).

31.1 Certification of CEO pursuant to Rule 13a-14(a).

31.2 Certification of CFO pursuant to Rule 13a-14(a).

32.1 Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

* Compensatory agreements.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Rye, State of New York, on March 6, 2012.

GAMCO INVESTORS, INC.

By:/s/ Kieran Caterina	By:/s/ Diane M. LaPointe
Name: Kieran Caterina	Name: Diane M. LaPointe
Title: Co-Chief Accounting Officer (Co-Principal Accounting Officer)	Title: Co-Chief Accounting Officer (Co-Principal Accounting Officer)
Date: March 6, 2012	Date: March 6, 2012

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Kieran Caterina, Diane M. LaPointe and Robert S. Zuccaro and each of them, their true and lawful attorney-in-fact and agent with full power of substitution and resubstitution, for them in their name, place and stead, in any and all capacities, to sign any and all amendments to this report and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and hereby grants to such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Mario J. Gabelli Mario J. Gabelli	Chairman of the Board, Chief Executive Officer (Principal Executive Officer) and Director	March 6, 2012
/s/ Robert S. Zuccaro Robert S. Zuccaro	Executive Vice-President and Chief Financial Officer (Principal Financial Officer)	March 6, 2012
/s/ Kieran Caterina Kieran Caterina	Co-Chief Accounting Officer (Co-Principal Accounting Officer)	March 6, 2012
/s/ Diane M. LaPointe Diane M. LaPointe	Co-Chief Accounting Officer (Co-Principal Accounting Officer)	March 6, 2012
/s/ Edwin L. Artzt Edwin L. Artzt	Director	March 6, 2012
/s/ Raymond C. Avansino, Jr. Raymond C. Avansino, Jr.	Director	March 6, 2012
/s/ Richard L. Bready Richard L. Bready	Director	March 6, 2012

/s/ Eugene R. McGrath	Director	March 6, 2012
Eugene R. McGrath		
/s/ Robert S. Prather, Jr.	Director	March 6, 2012
Robert S. Prather, Jr.		
/s/ Elisa M. Wilson	Director	March 6, 2012
Elisa M. Wilson		