

B. Riley Financial, Inc.
Form 4
May 09, 2016

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLEHER THOMAS J /ADV

(Last) (First) (Middle)

**C/O B. RILEY FINANCIAL,
INC., 11100 SANTA MONICA
BLVD., STE. 800**

(Street)

SANTA MONICA, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
B. Riley Financial, Inc. [RILY]

3. Date of Earliest Transaction
(Month/Day/Year)
05/05/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Common Stock	05/06/2016		P	(A) 16,000 (1)	\$ 9.5 456,248	I	See Note (2)
Common Stock	05/06/2016		P	(A) 500 (1)	\$ 9.5 600	I	By wife (3)
Common Stock	05/06/2016		P	(A) 500 (1)	\$ 9.5 600	I	By Daughter (4)
Common Stock	05/06/2016		P	(A) 500 (1)	\$ 9.5 600	I	By daughter (5)
	05/06/2016		P	(A) 500 (1)	600	I	

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Common Stock	\$ 9.5			By daughter <u>(6)</u>
Common Stock	23,910		D	

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KELLEHER THOMAS J /ADV C/O B. RILEY FINANCIAL, INC. 11100 SANTA MONICA BLVD., STE. 800 SANTA MONICA, CA 90025	X		President	

Signatures

/s/ Thomas J. Kelleher 05/09/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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- (1) Represents shares purchased as part of public offering of common stock by the issuer.
- (2) Held of record by Thomas J. Kelleher and M. Meighan Kelleher as Trustees for the Kelleher Family Trust.
- (3) Held with dispositive power for Mary Meighan Kelleher IRA
- (4) Held with dispositive power for Lyndsey Kelleher
- (5) Held of record by Thomas J. Kelleher as UTMA custodian for daughter Kaitlin Kelleher
- (6) Held with dispositive power for Mackenna Kelleher

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