

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>B. Riley Principal Sponsor Co., LLC</u> (Last) (First) (Middle) <u>C/O B. RILEY PRINCIPAL MERGER CORP.</u> <u>299 PARK AVENUE, 21ST FLOOR</u> (Street) <u>NEW YORK NY 10171</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>B. Riley Principal Merger Corp. [BRPM]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/30/2019</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	\$11.5	04/30/2019		P		25,000		(1)	(2)	Class A Common Stock	25,000	\$0.65	25,000	I	See footnote ⁽³⁾
Warrants (right to buy)	\$11.5	05/16/2019		S		300		(1)	(2)	Class A Common Stock	300	\$0.67	24,700	I	See footnote ⁽³⁾
Warrants (right to buy)	\$11.5	05/16/2019		S		200		(1)	(2)	Class A Common Stock	200	\$0.67	24,500	I	See footnote ⁽³⁾
Warrants (right to buy)	\$11.5	05/22/2019		S		200		(1)	(2)	Class A Common Stock	200	\$0.65	24,300	I	See footnote ⁽³⁾
Warrants (right to buy)	\$11.5	06/06/2019		S		100		(1)	(2)	Class A Common Stock	100	\$0.64	24,200	I	See footnote ⁽³⁾

1. Name and Address of Reporting Person*		
B. Riley Principal Sponsor Co., LLC		
(Last)	(First)	(Middle)
C/O B. RILEY PRINCIPAL MERGER CORP.		
299 PARK AVENUE, 21ST FLOOR		
(Street)		
NEW YORK	NY	10171
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
B. Riley Financial, Inc.		
(Last)	(First)	(Middle)
299 PARK AVENUE, 21ST FLOOR		
(Street)		
NEW YORK	NY	10171
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
B. Riley FBR, Inc.		
(Last)	(First)	(Middle)
299 PARK AVENUE, 21ST FLOOR		
(Street)		
NEW YORK	NY	10171
(City) (State) (Zip)		

Explanation of Responses:

- The Warrants will become exercisable on the later of (a) 30 days after the completion of an Initial Business Combination (as further described in the Prospectus filed by B. Riley Principal Merger Corp. with the Securities and Exchange Commission on April 9, 2019 (the "Prospectus")) or (b) on April 11, 2020, which is 12 months from the closing of the initial public offering of the Issuer.
- The Warrants will expire five years after the completion of the Initial Business Combination or earlier upon redemption or liquidation, as further described in the Prospectus.
- B. Riley FBR, Inc. ("BRFBR") is the direct owner of the warrants. B. Riley Financial, Inc. ("BRF") is the parent company of BRFBR and the sole member of the managing member of B. Riley Principal Sponsor Co., LLC (the "Sponsor") and has voting and dispositive power over the securities held by each of BRFBR and the Sponsor.

Remarks:

Certain of these transactions are matchable transactions under Section 16(b) of the Exchange Act. The reporting persons have disgorged the full amount of recoverable profits to the Issuer.

[B. Riley Financial, Inc., by: /s/
Bryant R. Riley, Co-Chief Executive Officer](#) 08/16/2019
[B. Riley Principal Sponsor Co., LLC, by: /s/ Bryant R. Riley, Authorized Signer](#) 08/16/2019
[B. Riley FBR, Inc., by: /s/ Andrew Moore, Chief Executive Officer](#) 08/16/2019

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.