

OMB APPROVAL	
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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>RILEY BRYANT R</u> (Last) (First) (Middle) C/O B. RILEY FINANCIAL, INC. 21255 BURBANK BLVD, SUITE 400 (Street) WOODLAND CA 91367 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>B. Riley Financial, Inc. [RILY]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chairman and Co-CEO
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/24/2019</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	05/24/2019		A		38,481 ⁽¹⁾	A	\$0.00	4,482,688 ⁽²⁾	D	
Common Stock								73,617	I	By B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley ⁽³⁾
Common Stock								4,875	I	UTMA account of S.R. ⁽⁴⁾⁽⁸⁾
Common Stock								4,875	I	UTMA account of C.R. ⁽⁵⁾⁽⁸⁾
Common Stock								4,875	I	UTMA account of A.R. ⁽⁶⁾⁽⁸⁾
Common Stock								4,875	I	UTMA account of E.R. ⁽⁷⁾⁽⁸⁾
Common Stock								200,000	I	By the Robert Antin Children Irrevocable Trust ⁽⁹⁾

