

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) <u>Chairman and Co-CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/10/2018</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	01/10/2018		G	√ <sup>(1)</sup>	1,000	D	\$0	4,321,666 <sup>(2)</sup>	D	
Common Stock	10/19/2018		G	√ <sup>(1)</sup>	1,100	D	\$0	4,320,566 <sup>(2)</sup>	D	
Common Stock	02/13/2019		P		12,699	A	\$15.6476	4,333,265 <sup>(2)</sup>	D	
Common Stock								73,617	I	By B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley <sup>(3)</sup>
Common Stock								4,875	I	UTMA account of S.R. <sup>(4)(8)</sup>
Common Stock								4,875	I	UTMA account of C.R. <sup>(5)(8)</sup>
Common Stock								4,875	I	UTMA account of A.R. <sup>(6)(8)</sup>
Common Stock								4,875	I	UTMA account of E.R. <sup>(7)(8)</sup>
Common Stock								200,000	I	By the Robert Antin Children Irrevocable Trust <sup>(9)</sup>

