

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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 B. Riley Financial, Inc. [RILY]	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) 02/21/2019	
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	02/21/2019		P		19,512	A	\$16.2794	4,352,777 ⁽¹⁾	D	
Common Stock	02/22/2019		P		1,201	A	\$16.6306	4,353,978 ⁽¹⁾	D	
Common Stock								73,617	I	By B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley ⁽²⁾
Common Stock								4,875	I	UTMA account of S.R. ⁽³⁾⁽⁷⁾
Common Stock								4,875	I	UTMA account of C.R. ⁽⁴⁾⁽⁷⁾
Common Stock								4,875	I	UTMA account of A.R. ⁽⁵⁾⁽⁷⁾
Common Stock								4,875	I	UTMA account of E.R. ⁽⁶⁾⁽⁷⁾
Common Stock								200,000	I	By the Robert Antin Children Irrevocable Trust ⁽⁸⁾

**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					

Explanation of Responses:

1. Bryant R. Riley (the "Reporting Person") beneficially owns these shares directly or jointly with his wife.
2. B. Riley Financial, Inc. 401(k) Profit Sharing Plan FBO Bryant Riley was formerly known as "B. Riley & Co., LLC 401(k) Profit Sharing Plan FBO Bryant Riley."
3. The shares are held for S.R., the child of the Reporting Person, through a custodial account established pursuant to the Uniform Transfer to Minors Act ("UTMA") for which the Reporting Person serves as custodian.
4. The shares are held for C.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
5. The shares are held for A.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
6. The shares are held for E.R., the child of the Reporting Person, through a custodial account established pursuant to the UTMA for which the Reporting Person serves as custodian.
7. The Reporting Person disclaims beneficial ownership of these shares, and this report shall not be deemed an admission that the Reporting Person is the beneficial owner of these shares for purposes of Section 16 or for any other purpose.
8. Held of record by the Robert Antin Children Irrevocable Trust Dtd 1/1/01 (the "Trust"). The Reporting Person, as Trustee of the Trust, may be deemed to beneficially own the shares held by the Trust.

/s/ Bryant R. Riley 02/25/2019

** 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.