

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

<b>OMB APPROVAL</b>	
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**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>Wunderlich Gary Kent JR</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 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/03/2018</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	07/03/2018		F		3,981 <sup>(1)</sup>	D	\$22.7	241,213	D	
Common Stock								9,707	I	By Wunderlich Children's Trust <sup>(2)</sup>
Common Stock								3,086	I	By Alvin Wunderlich, Jr. Grandchildren's Trust <sup>(3)</sup>
Common Stock								1,320	I	By Gary Wunderlich Jr. IRA - WFCS as Custodian Trust <sup>(4)</sup>
Common Stock								787	I	By Madison Wunderlich Trust <sup>(5)</sup>
Common Stock								787	I	By Gary Wunderlich III Trust <sup>(6)</sup>

**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		Date Exercisable	Expiration Date					

**Explanation of Responses:**

- Represents shares withheld by the Company and remitted on behalf of the Reporting Person for payment of taxes in connection with the vesting of shares from Restricted Stock Units granted on July 12, 2017.
- Mr. Wunderlich benefits from the Wunderlich Children's Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.

3. Mr. Wunderlich benefits from the Alvin Wunderlich, Jr. Grandchildren's Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.
4. Mr. Wunderlich benefits from the shares held in his IRA account. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities in his IRA account.
5. Mr. Wunderlich is the trustee of the Madison Wunderlich Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.
6. Mr. Wunderlich is the trustee of the Gary Wunderlich III Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.

/s/ Gary K. Wunderlich      07/06/2018

\*\* 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.**