

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>KELLEHER THOMAS J /ADV</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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;">Co-CEO</p>
	3. Date of Earliest Transaction (Month/Day/Year) 05/24/2019	
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	05/24/2019		A		38,481 ⁽¹⁾	A	\$0.00	137,423	D	
Common Stock								10,100	I	See note ⁽²⁾⁽³⁾
Common Stock								456,248	I	See note ⁽⁴⁾
Common Stock								600	I	By wife ⁽⁵⁾
Common Stock								600	I	By daughter ⁽⁶⁾
Common Stock								600	I	By daughter ⁽⁷⁾
Common Stock								600	I	By daughter ⁽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:

- Represents a restricted stock unit that settles in common stock of the Company and vests in three equal installments on May 22, 2020, May 24, 2021 and May 24, 2022.
- 100 shares included in the Thomas John Kelleher IRA account were previously reported under Mr. Kelleher's direct holdings.
- The shares are held by self-directed IRA: Thomas John Kelleher IRA.
- Held of record by Thomas J. Kelleher and M. Meighan Kelleher as Trustees for the Kelleher Family Trust.
- Held with dispositive power for Mary Meighan Kelleher IRA.
- Held with dispositive power for Lyndsey Kelleher.
- Held of record by Thomas J. Kelleher as UTMA custodian for daughter Kaitlin Kelleher.
- Held with dispositive power for Mackenna Kelleher.

/s/ Thomas J. Kelleher

05/29/2019

** 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.