

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

B. RILEY FINANCIAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

27-0223495

(I.R.S. Employer Identification No.)

**21255 Burbank Boulevard, Suite 400
Woodland Hills, California**

(Address of principal executive offices)

91367

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

6.75% Senior Notes due 2024

**Name of each exchange on which
each class is to be registered**

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is the 6.75% Senior Notes due 2024 (the "Senior Notes") of B. Riley Financial, Inc. (the "Company"). For a description of the Senior Notes, reference is made to (i) the information under the heading "Description of the Debt Securities" in the Company's shelf registration statement on Form S-3 (Registration No. 333-228731) initially filed with the Securities and Exchange Commission (the "Commission") on December 10, 2018, and declared effective by the Commission on December 17, 2018 and (ii) the information under the heading "Description of the Notes" included in the Prospectus Supplement with respect to the Senior Notes dated May 2, 2019, filed with the Commission pursuant to Rule 424(b) of the general rules and regulations of the Securities Act on May 3, 2019, which information is incorporated herein by reference.

Item 2. Exhibits.

- 4.1 [Indenture, dated as of May 7, 2019, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.](#)
 - 4.2 [First Supplemental Indenture, dated as of May 7, 2019, between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee.](#)
 - 4.3 Form of 6.75% Senior Notes due 2024 (included as Exhibit A to Exhibit 4.2 above).
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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

May 7, 2019

B. RILEY FINANCIAL, INC.

By: /s/ Phillip J. Ahn
Name: Phillip J. Ahn
Title: Chief Financial Officer and
Chief Operating Officer
