

B. Riley Financial, Inc.
 Form 4
 May 26, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
KELLEHER THOMAS J /ADV

(Last) (First) (Middle)

**C/O B. RILEY FINANCIAL,
 INC., 11100 SANTA MONICA
 BLVD., STE. 800**

(Street)

SANTA MONICA, CA 90025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
B. Riley Financial, Inc. [RILY]

3. Date of Earliest Transaction
 (Month/Day/Year)
05/24/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 President

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4)
Common Stock	05/24/2016		A	(A) or (D) Code V Amount A 25,317 (1)	\$ 0 49,227	D	
Common Stock					456,248	I	See note (2)
Common Stock					600	I	By wife (3)
Common Stock					600	I	By Daughter (4)
					600	I	

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- (1) Represents a restricted stock unit that settles in common stock of the Company and vests in three equal installments on May 24, 2017, May 24, 2018, and May 24, 2019.
- (2) Held of record by Thomas J. Kelleher and M. Meighan Kelleher as Trustees for the Kelleher Family Trust.
- (3) Held with dispositive power for Mary Meighan Kelleher IRA
- (4) Held with dispositive power for Lyndsey Kelleher
- (5) Held of record by Thomas J. Kelleher as UTMA custodian for daughter Kaitlin Kelleher
- (6) Held with dispositive power for Mackenna Kelleher

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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