

B. Riley Financial, Inc.  
Form 3  
August 06, 2018

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## INITIAL STATEMENT OF 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

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*

Â B. Riley Financial, Inc.

(Last) (First) (Middle)

21255 BURBANK  
BOULEVARD,,Â SUITE 400

(Street)

WOODLAND  
HILLS,,Â CAÂ 91367

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

08/01/2018

3. Issuer Name **and** Ticker or Trading Symbol  
Liberty Tax, Inc. [TAX]

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security  
(Instr. 4)

2. Amount of Securities Beneficially Owned  
(Instr. 4)

3. Ownership Form:  
Direct (D)  
or Indirect (I)  
(Instr. 5)

4. Nature of Indirect Beneficial Ownership  
(Instr. 5)

Class A Common Stock

2,005,353 <sup>(2)</sup>

D

Â

Class A Common Stock

475,000

I

Please see footnotes <sup>(1)</sup> <sup>(3)</sup> <sup>(4)</sup>

Class A Common Stock

150,000

I

Please see footnotes <sup>(1)</sup> <sup>(3)</sup> <sup>(5)</sup>

Class A Common Stock

455,434

I

Please see footnotes <sup>(1)</sup> <sup>(3)</sup> <sup>(6)</sup>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date                                                                   | Title                                                              | Amount or<br>Number of<br>Shares                                                                     |                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                                        | Relationships |           |         |       |
|-------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                       | Director      | 10% Owner | Officer | Other |
| B. Riley Financial, Inc.<br>21255 BURBANK BOULEVARD,<br>SUITE 400<br>WOODLAND HILLS,, CA 91367        | Â             | Â X       | Â       | Â     |
| BRC Partners Opportunity Fund, LP<br>11100 SANTA MONICA BLVD.,<br>SUITE 800<br>LOS ANGELES,, CA 90025 | Â             | Â X       | Â       | Â     |
| B. RILEY CAPITAL MANAGEMENT, LLC<br>11100 SANTA MONICA BLVD.,<br>SUITE 800<br>LOS ANGELES,, CA 90025  | Â             | Â X       | Â       | Â     |
| B. RILEY FBR, INC.<br>119 ROWAYTON AVENUE,<br>2ND FLOOR<br>NORWALK,, CT 06853                         | Â             | Â X       | Â       | Â     |
| Dialectic Antithesis Partners, LP<br>11100 SANTA MONICA BLVD.,<br>SUITE 800<br>LOS ANGELES,, CA 90025 | Â             | Â X       | Â       | Â     |
| BR Dialectic Capital Management, LLC<br>119 ROWAYTON AVENUE,<br>2ND FLOOR<br>NORWALK,, CT 06853       | Â             | Â X       | Â       | Â     |

## Signatures

|                                                                                       |            |
|---------------------------------------------------------------------------------------|------------|
| B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer         | 08/06/2018 |
| **Signature of Reporting Person                                                       | Date       |
| BRC Partners Opportunity Fund, L.P., by: /s/ Bryant R. Riley, Chief Executive Officer | 08/06/2018 |
| **Signature of Reporting Person                                                       | Date       |
| B. Riley Capital Management, LLC, by: /s/ Bryant R. Riley, Chief Executive Officer    | 08/06/2018 |

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|                                                                               |            |
|-------------------------------------------------------------------------------|------------|
| <u>  </u> **Signature of Reporting Person                                     | Date       |
| Dialectic Antithesis Partners, LP, by: /s/ John Fichthorn, Portfolio Manager  | 08/06/2018 |
| <u>  </u> **Signature of Reporting Person                                     | Date       |
| B. Riley FBR, Inc., by: /s/ Bryant R. Riley, Executive Officer                | 08/06/2018 |
| <u>  </u> **Signature of Reporting Person                                     | Date       |
| BR Dialectic Capital Management, LLC, by: /s/ John Fichthorn, Managing Member | 08/06/2018 |
| <u>  </u> **Signature of Reporting Person                                     | Date       |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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).
- In addition to B. Riley Financial, Inc., a Delaware corporation ("BRF"), this Form 3 is being filed jointly by BRC Partners Opportunity Fund, L.P., a Delaware limited partnership ("BRPLP"), B. Riley Capital Management, LLC, a New York limited liability company ("BRCM"), BRC Partners Management GP, LLC, a Delaware limited liability company ("BRPGP"), B. Riley FBR, Inc., a Delaware corporation ("BRFBR"), Dialectic Antithesis Partners, LP, a Delaware limited partnership ("Dialectic") and BR Dialectic Capital Management, LLC, a Delaware limited liability company (collectively, the "Filing Persons"). Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock, par value \$0.01 per share ("Tax Common Stock"), of Liberty Tax, Inc., a Delaware corporation ("Liberty Tax" or the "Issuer"), reported herein except to the extent of its pecuniary interest therein.
- (1) Represents 2,005,353 shares of Tax Common Stock owned directly by BRF.
- (2) BRPGP is the general partner of BRPLP, BRCM is an investment advisor to BRPLP and BRF is the parent company of BRCM. As a result, BRPGP, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by BRPLP. BRCM is an investment advisor to BRFBR and BRF is the parent company of BRFBR. As a result, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by BRFBR. BR Dialectic is the general partner and investment manager of Dialectic. BRCM is an investment advisor and the parent company of BR Dialectic and BRF is the parent company of BRCM. As a result, BR Dialectic, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by Dialectic.
- (3) Represents 475,000 shares of Tax Common Stock owned directly by BRPLP.
- (4) Represents 150,000 shares of Tax Common Stock owned directly by Dialectic.
- (5) Represents 455,434 shares of Tax Common Stock owned directly by BRFBR.

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### Remarks:

BRPGPÂ hadÂ notÂ yetÂ obtainedÂ edgarÂ accessÂ codesÂ atÂ theÂ timeÂ ofÂ thisÂ filingÂ andÂ thereforeÂ cannotÂ s

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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