

KELLEHER THOMAS J /ADV  
 Form 4  
 March 15, 2019

**FORM 4**

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

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 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., 21255 BURBANK BLVD,  
 SUITE 400

(Street)

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

**B. Riley Financial, Inc. [RILY]**

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

03/14/2019

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)  
 Co-CEO

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    | 12/31/2018                           |  | A                              | V 1,091   | \$ 12.07 98,942 <sup>(2)</sup>  | D  |   |
| Common Stock                    | 03/14/2019                           |  | P                              | 10,000 A  | \$ 16.7512 10,100   | I  | See note <sup>(2)</sup> <sup>(3)</sup>                |
| Common Stock                    |                                      |  |                                |   | 456,248   | I  | See note <sup>(4)</sup>                               |
| Common Stock                    |                                      |  |                                |   | 600   | I  | By wife <sup>(5)</sup>                                |
| Common Stock                    |                                      |  |                                |   | 600   | I  | By daughter   |

|              |     |   |   |
|--------------|-----|---|---|
| Common Stock | 600 | I | <u>(6)</u><br>By daughter<br><u>(7)</u> |
| Common Stock | 600 | I | <u>(8)</u><br>By daughter<br><u>(8)</u> |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| KELLEHER THOMAS J /ADV<br>C/O B. RILEY FINANCIAL, INC.<br>21255 BURBANK BLVD, SUITE 400<br>WOODLAND HILLS, CA 91367 | X             |           | Co-CEO  |       |

## Signatures

/s/ Thomas J. Kelleher 03/15/2019

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* 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).
- (1) Represents shares acquired under the provisions of the B. Riley Financial, Inc. 2018 Employee Stock Purchase Plan in a transaction that was exempt under both Rule 16b-3(d) and Rule 16b-3(c).
- (2) 100 shares included in the Thomas John Kelleher IRA account were previously reported under Mr. Kelleher's direct holdings.
- (3) The shares are held by self-directed IRA: Thomas John Kelleher IRA.
- (4) Held of record by Thomas J. Kelleher and M. Meighan Kelleher as Trustees for the Kelleher Family Trust.
- (5) Held with dispositive power for Mary Meighan Kelleher IRA.
- (6) Held with dispositive power for Lyndsey Kelleher.
- (7) Held of record by Thomas J. Kelleher as UTMA custodian for daughter Kaitlin Kelleher.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.