

B. Riley Principal Sponsor Co., LLC  
 Form 3  
 April 08, 2019

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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

(Print or Type Responses)

|  |         |                                      |   |  |
|--|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person *                          |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol  |  |
| Â B. Riley Principal Sponsor Co., LLC                              |         | (Month/Day/Year)                     | B. Riley Principal Merger Corp. [BRPM]  |  |
| (Last)   | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer  |  |
| C/O B. RILEY PRINCIPAL MERGER CORP.,Â 299 PARK AVENUE., 21ST FLOOR |         |                                      | 5. If Amendment, Date Original Filed(Month/Day/Year)  |  |
| (Street)   |         |                                      | (Check all applicable)  |  |
| NEW YORK,Â NYÂ 10171   |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)                   |  |
| (City)   | (State) | (Zip)                                | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input type="checkbox"/> Form filed by One Reporting Person<br><input checked="" type="checkbox"/> Form filed by More than One Reporting Person |  |

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

|                                    |  |   |  |
|------------------------------------|--|---|--|
| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|

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)**

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

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|                      | Date Exercisable | Expiration Date | Title                | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |               |
|----------------------|------------------|-----------------|----------------------|----------------------------|----------|---------------------------------------|---------------|
| Class B Common Stock | Â (1)            | Â (1)           | Class A Common Stock | 3,513,750                  | \$ (1)   | I (2)                                 | See footnote. |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| B. Riley Principal Sponsor Co., LLC<br>C/O B. RILEY PRINCIPAL MERGER CORP.<br>299 PARK AVENUE., 21ST FLOOR<br>NEW YORK, NY 10171 | Â             | Â X       | Â       | Â     |
| B. Riley Financial, Inc.<br>21255 BURBANK BOULEVARD, SUITE 400<br>WOODLAND HILLS, CA 91367                                       | Â             | Â X       | Â       | Â     |

## Signatures

|   |            |
|---|------------|
| /s/ Daniel Nussen, Attorney-in-Fact for B. Riley Principal Sponsor Co., LLC | 04/08/2019 |
| **Signature of Reporting Person   | Date       |
| /s/ Daniel Nussen, Attorney-in-Fact for B. Riley Financial, Inc.            | 04/08/2019 |
| **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).

The shares of Class B common stock are convertible for shares of the Issuer's Class A common stock as described under the heading "Description of Securities" in the Issuer's Registration Statement on Form S-1 (File No. 333-230286) (the "Registration Statement") and (1) have no expiration date. The shares of Class B common stock beneficially owned by the Reporting Persons include up to 468,750 shares of Class B common stock subject to forfeiture to the Issuer depending on the extent to which the underwriters' over-allotment option is exercised in connection with the Issuer's initial public offering of units, as described in the Registration Statement.

- (2) B. Riley Financial, Inc. ("BRF") is the sole member of the managing member of B. Riley Principal Sponsor Co., LLC (the "Sponsor") and has voting and dispositive power over the securities held by the Sponsor. BRF disclaims beneficial ownership over any securities directly held by the Sponsor other than to the extent of any pecuniary interest it may have therein, directly or indirectly.

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### Remarks:

See Exhibits 24.1 and 24.2 - Powers of Attorney

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.