

B. Riley Financial, Inc.  
Form 8-K  
December 01, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 1, 2014**

**B. RILEY FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **000-54010**                      **27-0223495**

(State or other jurisdiction  
of incorporation)                      (Commission File Number) (IRS Employer Identification No.)

**21860 Burbank Boulevard, Suite 300 South**  
**Woodland Hills, California**                      **91367**

(Address of principal executive offices)                      (Zip Code)

Registrant's telephone number, including area code: **(818) 884-3737**

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(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 8.01. Other Information.**

On November 6, 2014, B. Riley Financial, Inc. (the “Company”), formerly known as Great American Group, Inc., issued a press release reporting its financial results for the fiscal quarter ended September 30, 2014. Subsequent to the issuance of the release, the Company discovered errors in the table attached to the release which reconciled non-GAAP disclosures to the most comparable GAAP measures. The table below sets forth the correct information in the same tabular format as that attached to the original release.

**Note Regarding Use of Non-GAAP Financial Measures**

Certain of the information set forth herein, including Adjusted EBITDA, may be considered non-GAAP financial measures. B. Riley Financial believes this information is useful to investors because it provides a basis for measuring the performance of the Company on a combined basis with B. Riley & Co. In addition, the Company’s management uses these non-GAAP financial measures along with the most directly comparable GAAP financial measures in evaluating the Company’s operating performance, capital resources and cash flow. Non-GAAP financial measures should not be considered in isolation from, or as a substitute for, financial information presented in compliance with GAAP, and non-financial measures as reported by the Company may not be comparable to similarly titled amounts reported by other companies. The accompanying tables have more details on the non-GAAP financial measures that are most directly comparable to GAAP financial measures and the related reconciliations between these financial measures.

**B. RILEY FINANCIAL, INC. AND SUBSIDIARIES****Adjusted EBITDA And Proforma Adjusted EBITDA Reconciliation****(Unaudited)****(Dollars in thousands)**

	Three Months Ended September 30, 2014		Nine Months Ended September 30, 2014	
	2013		2013	
Adjusted EBITDA and Proforma Adjusted EBITDA Reconciliation:				
Net income (loss) as reported	\$ (868 )	\$ 366	\$ (2,979 )	\$ 124
Adjustments:				
Benefit for income taxes	(387 )	(133 )	(1,795 )	(342 )
Interest expense	53	567	1,130	1,838
Interest income	(3 )	(31 )	(9 )	(38 )

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Depreciation and amortization	187	143	451	465
Transaction costs related to B. Riley & Co., Inc. acquisition	—	—	995	—
Restructuring charge	2,548	—	2,548	—
Impairment charge for goods held for sale or auction	1,750	—	1,750	28
Loss in United Kingdom in the quarter ended September 30, 2014	465	—	465	—
Severance costs and compensation expense for fair value adjustment for mandatorily redeemable noncontrolling interests	—	—	914	1,508
Total EBITDA adjustments	4,613	546	6,449	3,459
Adjusted EBITDA	\$ 3,745	\$ 912	\$ 3,470	\$ 3,583
Proforma Adjusted EBITDA for B. Riley & Co., Inc. operations and new employment agreements	(22 )	1,373	3,260	4,266
Proforma Adjusted EBITDA	\$ 3,723	\$ 2,285	\$ 6,730	\$ 7,849

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

B. RILEY FINANCIAL, INC.

December 1, 2014

By: /s/ Phillip J. Ahn

Name: Phillip J. Ahn

Chief Financial Officer and

Title:

Chief Operating Officer