

B. Riley Financial, Inc.
 Form 4
 July 13, 2017

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 *
 Wunderlich Gary Kent JR

(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)
 07/12/2017

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)

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 or 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	07/12/2017		A	V Amount 81,744 (1)	\$ 0 245,194	D	
Common Stock					9,709	I	By Wunderlich Children's Trust (2)
Common Stock					3,086	I	By Alvin Wunderlich, Jr. Grandchildren's Trust (3)
Common					1,320	I	By Gary

Stock					Wunderlich Jr. IRA - WFCS as Custodian Trust <u>(4)</u>
Common Stock		787		I	By Madison Wunderlich Trust <u>(5)</u>
Common Stock		787		I	By Gary Wunderlich III Trust <u>(6)</u>

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

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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 Following Reported Transaction (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Wunderlich Gary Kent JR C/O B. RILEY FINANCIAL, INC., 21255 BURBANK BLVD., SUITE 400 WOODLAND HILLS, CA 91367	X			

Signatures

/s/ Gary K.
Wunderlich 07/13/2017

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 a restricted stock unit that settles in common stock of the Company and vests in five equal installments on or about each July 3rd of 2018 through 2022.
- (2) Mr. Wunderlich benefits from the Wunderlich Children's Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.
- (3) Mr. Wunderlich benefits from the Alvin Wunderlich, Jr. Grandchildren's Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.
- (4) Mr. Wunderlich benefits from the shares held in his IRA account. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities in his IRA account.
- (5) Mr. Wunderlich is the trustee of the Madison Wunderlich Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.
- (6) Mr. Wunderlich is the trustee of the Gary Wunderlich III Trust. As such, Mr. Wunderlich may be deemed to have beneficial ownership of the securities owned by this entity.

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.