

B. Riley Financial, Inc.  
Form S-3MEF  
October 25, 2016

**As filed with the Securities and Exchange Commission on October 25, 2016**

**Registration No. 333-**

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM S-3**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**B. RILEY FINANCIAL, INC.**

**(Exact name of registrant as specified in its charter)**

<b>Delaware</b>	<b>7389</b>	<b>27-0223495</b>
(State of Incorporation)	(Primary Standard Industrial Classification Code Number)	(IRS Employer Identification No.)

**21255 Burbank Blvd, Suite 400**

**Woodland Hills, California 91367**

**(818) 884-3737**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Bryant Riley**

**Chief Executive Officer**

**21255 Burbank Blvd, Suite 400**

**Woodland Hills, California 91367**

**(818) 884-3737**

(Name, address, including zip code, and telephone number,  
including area code, of agent for service)

*Copy to:*

**Scott M. Stanton, Esq.**

**Morrison & Foerster LLP**

**12531 High Bluff Drive, Suite 100**

**San Diego, California 92130**

**(858) 720-5100**

**Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.**

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. x

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. x Registration No. 333-203534

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer " Non-accelerated filer " Smaller reporting company x

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities to be Registered(1)	Amount to be Registered/ Proposed Maximum Offering Price Per Unit/Proposed Maximum Aggregate Offering Price(2)(3)	Amount of Registration Fee
Debt Securities	\$ 1,749,310	\$ 202.75

(1) In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the “Securities Act”), an additional amount of securities having a proposed maximum aggregate offering price of no more than 20% of the maximum aggregate offering price of the securities which remain eligible to be sold under the registrant’s Registration Statement on Form S-3 (File No. 333-203534) is hereby registered. The registrant’s Registration Statement on Form S-3 (File No. 333-203534) registered up to a maximum aggregate offering price of \$50,000,000, of which \$27,000,690 remains eligible to be sold.

(2) Pursuant to this registration statement, the registrant is registering an additional indeterminate amount of debt securities with an aggregate offering price not to exceed \$1,749,310.

(3) Calculated pursuant to Rule 457(o) under the Securities Act.

**Pursuant to Rule 462(b) under the Securities Act, this Registration Statement shall become effective upon filing with the Securities and Exchange Commission.**

**EXPLANATORY NOTE**

**INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement is being filed pursuant to Rule 462(b) and General Instruction IV.A of Form S-3, both promulgated under the Securities Act (this “Rule 462(b) Registration Statement”), for the sole purpose of increasing the aggregate dollar amount of securities registered under the Registration Statement on Form S-3 (Registration No. 333-203534) filed by B. Riley Financial, Inc., a Delaware corporation, with the Securities and Exchange Commission (the “Commission”) on April 20, 2015, as amended by Amendment No. 1 filed with the Commission on May 22, 2015, and declared effective by the Commission on July 2, 2015 (the “Initial Registration Statement”), by \$1,749,310. Pursuant to Rule 462(b) under the Securities Act, the contents of the Initial Registration Statement, including each of the documents filed by the registrant and incorporated or deemed to be incorporated by reference therein and all exhibits thereto, are hereby incorporated by reference herein. The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith. Pursuant to Rule 462(b) under the Securities Act, this Rule 462(b) Registration Statement is to be effective upon filing with the Commission.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Rule 462(b) Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Woodland Hills, State of California on October 25, 2016.

**B. RILEY  
FINANCIAL, INC.**

By: /s/ Phillip J. Ahn  
Name: Phillip J. Ahn  
Title: Chief Financial  
Officer and  
Chief Operating  
Officer

Pursuant to the requirements of the Securities Act of 1933, this Rule 462(b) Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>SIGNATURE</b>	<b>TITLE</b>	<b>DATE</b>
/s/ Bryant R. Riley Bryant R. Riley	Chief Executive Officer and Chairman of the Board ( <i>Principal Executive Officer</i> )	October 25, 2016
/s/ Phillip J. Ahn Phillip J. Ahn	Chief Financial Officer and Chief Operating Officer ( <i>Principal Financial Officer</i> )	October 25, 2016
/s/ Howard Weitzman Howard E. Weitzman	Chief Accounting Officer ( <i>Principal Accounting Officer</i> )	October 25, 2016
/s/ Robert D'Agostino Robert D'Agostino	Director	October 25, 2016
/s/ Andrew Gumaer Andrew Gumaer	Director	October 25, 2016
/s/ Thomas J. Kelleher Thomas J. Kelleher	Director	October 25, 2016

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/s/ Richard L. Todaro Richard L. Todaro	Director	October 25, 2016
/s/ Todd D. Sims Todd D. Sims	Director	October 25, 2016
/s/ Mikel H. Williams Mikel H. Williams	Director	October 25, 2016

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Morrison & Foerster LLP regarding the legality of the securities being registered
23.1	Consent of Morrison & Foerster LLP (included in Exhibit 5.1)
23.2	Consent of Marcum LLP
23.3	Consent of PricewaterhouseCoopers LLP