

B. Riley Financial, Inc.  
Form 8-A12B  
November 17, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**B. RILEY FINANCIAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State of incorporation or organization)

**27-0223495**

(I.R.S. Employer Identification No.)

**21255 Burbank Boulevard, Suite 400**

**91367**

**Woodland Hills, California**

(Address of principal executive offices)

(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

<b>Title of each class to be so registered</b>	<b>Name of each exchange on which each class is to be registered</b>
7.50% Senior Notes due 2021	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

**Item 1. Description of Registrant's Securities to be Registered.**

The class of securities to be registered hereby is the 7.50% Senior Notes due 2021 (the "Senior Notes") of B. Riley Financial, Inc. (the "Company"). For a description of the Senior Notes, reference is made to (i) the information under the heading "Description of the Debt Securities" in the Company's shelf registration statement on Form S-3 (Registration No. 333-203534) initially filed 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, and the registration statement on Form S-3 (Registration No. 333-214234) filed by the Company with the Commission on October 25, 2016 in connection with the registration pursuant to the Act of up to an aggregate of \$1,749,310 of the Company's senior and subordinated debt securities under the Securities Act of 1933, as amended ( the "Securities Act") and (ii) the information under the heading "Description of the Notes" included in the Prospectus Supplement with respect to the Senior Notes dated October 27, 2016, filed with the Commission pursuant to Rule 424(b) of the general rules and regulations of the Securities Act on October 28, 2016, which information is incorporated herein by reference.

**Item 2. Exhibits.**

Base Indenture, dated as of November 2, 2016, by and between the Company and U.S. Bank National Association, 4.1 as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on November 2, 2016).

First Supplemental Indenture, dated as of November 2, 2016, by and between the Company and U.S. Bank 4.2 National Association, as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed on November 2, 2016).

4.3 Form of 7.50% Senior Notes due 2021 (included as Exhibit A to Exhibit 4.2 above).

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

November 17, 2016 B. RILEY FINANCIAL, INC.

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

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