

B. Riley Financial, Inc.
Form 8-A12B
May 17, 2018

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 **27-0223495**
(State of incorporation or organization) (I.R.S. Employer Identification No.)

21255 Burbank Boulevard, Suite 400
Woodland Hills, California **91367**
(Address of principal executive offices) (Zip Code)

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

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 7.375% Senior Notes due 2023 | 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.

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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 7.375% Senior Notes due 2023 (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. 333-223789) initially filed with the Securities and Exchange Commission (the "Commission") on March 20, 2018, and declared effective by the Commission on April 6, 2018 and (ii) the information under the heading "Description of the Notes" included in the Prospectus Supplement with respect to the Senior Notes dated May 14, 2018, filed with the Commission pursuant to Rule 424(b) of the general rules and regulations of the Securities Act on May 16, 2018, 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, 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 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).

Second Supplemental Indenture, dated as of May 31, 2017, by and between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 31, 2017).

Third Supplemental Indenture, dated as of December 13, 2017, by and between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on December 13, 2017).

Fourth Supplemental Indenture, dated as of May 17, 2018, by and between the Company and U.S. Bank National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on May 17, 2018).

4.6 Form of 7.375% Senior Notes due 2023 (included as Exhibit A to Exhibit 4.5 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.

May 17, 2018 B. RILEY
FINANCIAL, INC.

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