

B. Riley Financial, Inc.
 Form 3
 July 12, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â DJ Fund Investments, LLC - Series E | | | (Month/Day/Year) | B. Riley Financial, Inc. [RILY] | |
| (Last) | (First) | (Middle) | 05/19/2014 | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 111 W. JACKSON BLVD.,Â STE 2000 | | | | (Check all applicable) | |
| (Street) | | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| CHICAGO,Â ILÂ 60604 | | | | <input type="checkbox"/> Officer (give title below) | <input type="checkbox"/> Other (specify below) |
| (City) | (State) | (Zip) | | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock with a par value of \$0.0001 per share | 2,000,000 | D <u>(1)</u> <u>(2)</u> | Â |
| Common Stock with a par value of \$0.0001 per share | 100,000 | D <u>(2)</u> <u>(3)</u> | Â |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| DJ Fund Investments, LLC - Series E 111 W. JACKSON BLVD. STE 2000 CHICAGO, IL 60604 | ^ | ^ X | ^ | ^ |
| ASHER DANIEL 111 W JACKSON BLVD 20TH FL CHICAGO, IL 60604 | ^ | ^ X | ^ | ^ |
| Goldman Fred 111 W. JACKSON BLVD., SUITE 2000 CHICAGO, IL 60604 | ^ | ^ X | ^ | ^ |
| LaRocque Michael 111 W. JACKSON BLVD., SUITE 2000 CHICAGO, IL 60604 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|---|------------|
| DJ Fund Investments, LLC - Series E By Its Manager, Fred Goldman /s/ Fred Goldman | 07/12/2016 |
| __Signature of Reporting Person | Date |
| /s/ Daniel Asher | 07/12/2016 |
| __Signature of Reporting Person | Date |
| /s/ Fred Goldman | 07/12/2016 |
| __Signature of Reporting Person | Date |
| /s/ Michael LaRocque | 07/12/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) These securities are held of record by DJ Fund Investments, LLC - Series E ("DJ Fund"). Fred Goldman ("Goldman") and Michael LaRocque ("LaRocque"), both natural persons, are managers of DJ Fund. Daniel Asher ("Asher"), a natural person, is a member and holder of less than 50% of the membership interests of DJ Fund. DJ Fund, Goldman, LaRocque and Asher have entered into an informal unwritten agreement that provides Asher with investment and voting power over the securities. By virtue of these relationships,

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Goldman, LaRocque and Asher may be deemed to have voting and investment power over the securities held by DJ Fund and as a result may be deemed to have beneficial ownership over such securities. Both Goldman and LaRoque disclaim beneficial ownership of the securities.

- (2) This Form 3 is being jointly filed by DJ Fund, Goldman, LaRocque and Asher (collectively, the "Reporting Persons"). The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement for purposes of Section 16 of the Securities Exchange Act of 1934, as amended or for any other purpose, except to the extent of its or his pecuniary interest therein, if any, or actual ownership of such securities, if any.
- (3) These securities were purchased on May 5, 2016 through, and are held of record in, a brokerage account at Equitec Proprietary Market, LLC in Asher's name.

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Remarks:

FredÂ GoldmanÂ andÂ MichaelÂ LaRocqueÂ disclaimÂ beneficialÂ ownershipÂ ofÂ theÂ securities,Â exceptÂ toÂ theÂ e

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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