

Gebbia Gloria E
 Form 4
 February 16, 2018

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 *
 Gebbia Gloria E

2. Issuer Name and Ticker or Trading Symbol
 SIEBERT FINANCIAL CORP
 [SIEB]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 02/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O SIEBERT FINANCIAL CORP., 120 WALL STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10005

(City) (State) (Zip)

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock, \$0.01 par value per share | 02/14/2018 | | J ⁽¹⁾ | | 4,410,000 | A | Ⓛ 7,707,800 | D |
| Common Stock, \$0.01 par value per share | 02/14/2018 | | J ⁽¹⁾⁽²⁾ | | 900,318 | A | Ⓛ 5,879,494 | I ⁽²⁾ |
| | 02/14/2018 | | J ⁽¹⁾⁽³⁾ | | 9,090,000 | D | Ⓛ 3,827,283 | I ⁽³⁾ |

By family ⁽²⁾

Common
Stock,
\$0.01 par
value per
share

By KCA
(3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

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. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gebbia Gloria E C/O SIEBERT FINANCIAL CORP., 120 WALL STREET NEW YORK, NY 10005 | X | X | | |

Signatures

/s/ Gloria E.
Gebbia

02/15/2018

**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).

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- (1) Effective February 14, 2018, Kennedy Cabot Acquisition, LLC ("KCA") completed a distribution to its members, pro-rata without consideration, of 9,090,000 shares of Issuer common stock (the "Distribution"). The Reporting Person received 4,410,000 shares based upon her ownership of KCA class A member interests.
- (2) Certain members of the Reporting Person's family received a total of 1,530,000 shares of Issuer common stock in the Distribution. The Reporting Person may be deemed to be the indirect beneficial owner of a total of 5,879,494 shares of Issuer common stock owned by a family trust and certain family members. The Reporting Person disclaims beneficial ownership of such shares of Issuer common stock, except to the extent of the Reporting Person's pecuniary interest therein.
- (3) The Reporting Person is the Managing Member of KCA and may be deemed to be the indirect beneficial owner of 3,827,283 shares of Issuer common stock directly owned by KCA. The Reporting Person disclaims beneficial ownership of the shares of Issuer common stock owned by KCA, except to the extent of the Reporting Person's pecuniary interest therein.

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.