

B. Riley Financial, Inc.  
Form 8-K  
December 06, 2017

## UNITED STATES

## SECURITIES AND EXCHANGE COMMISSION

**Washington, D.C. 20549**

**FORM 8-K**

## CURRENT REPORT

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported):** December 6, 2017

### B. Riley Financial, Inc.

(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other jurisdiction<br>of incorporation) | <b>001-37503</b><br>(Commission File Number) | <b>27-0223495</b><br>(IRS Employer Identification No.) |
|--|--|--|

**21255 Burbank Boulevard, Suite 400**  
**91367**

**Woodland Hills, California**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(818) 884-3737**

(Former name or former address, if changed since last report.)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

**Item 7.01 Regulation FD Disclosure.**

On December 6, 2017, B. Riley Financial, Inc. (the “Company”) issued a press release announcing the commencement of its public offering of \$25,000,000 aggregate principal amount of senior notes due 2027. The Company expects to grant the underwriters a 30-day option to purchase up to an additional \$3,750,000 aggregate principal amount of senior notes in connection with the offering solely to cover overallotments. A copy of the press release is attached hereto as Exhibit 99.1.

In addition, in connection with the public offering, the Company will be making road show presentations to certain existing and potential securityholders of the Company. The road show materials are attached hereto as Exhibit 99.2.

[illegible]

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press release, dated December 6, 2017.

### 99.2 Road Show Materials.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

December 6, 2017 B. RILEY FINANCIAL, INC.

By: /s/ Phillip J. Ahn

Name: Phillip J. Ahn

Title: Chief Financial Officer & Chief Operating Officer