

B. Riley Financial, Inc.

Form SC 13D

July 12, 2016

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

Under the Securities Exchange Act of 1934 (Amendment No. \_\_\_\_ )\*

B. Riley Financial, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

05580M 108

(CUSIP Number)

Fred Goldman

c/o Equitec Group LLC

111 W. Jackson Blvd., Suite 2000

Chicago, Illinois 60604

(312) 692-5007

*(Name, Address and Telephone Number of Person*

*Authorized to Receive Notices and Communications)*

May 5, 2016

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the

following box [ ].

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the Notes).

*(Continued on following pages)*

CUSIP No. 05580M 108

13D Page 3 of 12 Pages

1 NAMES OF REPORTING PERSONS  
**DJ Fund Investments, LLC – Series E;**  
**Tax ID No. 46-3799992**

CHECK THE APPROPRIATE BOX IF A  
 MEMBER OF A GROUP (See  
 2 Instructions) (a) ☒

(b) ☐  
 3 SEC USE ONLY  
 SOURCE OF FUNDS (See Instructions)

4 **OO**  
 CHECK BOX IF DISCLOSURE OF  
 5 LEGAL PROCEEDINGS IS REQUIRED  
 PURSUANT TO ITEMS 2(d) or 2(e) ☐  
 CITIZENSHIP OR PLACE OF  
 6 ORGANIZATION

**Illinois**  
 NUMBER OF SOLE VOTING POWER

SHARES 7

BENEFICIALLY 0 Shares  
 SHARED VOTING POWER

OWNED BY 8

EACH  
 2,000,000 Shares  
 REPORTING SOLE DISPOSITIVE POWER

PERSON 9

WITH 0 Shares  
 10 SHARED DISPOSITIVE POWER

**2,000,000 Shares**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**11**

**2,000,000 Shares**

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**12**

**13**

**10.5%\***

TYPE OF REPORTING PERSON (See  
Instructions)

**14**

**PN**

\* This percentage is based upon 19,035,766 outstanding shares of Common Stock reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 16, 2016.

CUSIP No. 05580M 108

13D Page 4 of 12 Pages

1 NAMES OF REPORTING PERSONS  
**Daniel Asher**  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (See  
Instructions) (a) ☒   
(b) ☐   
3 SEC USE ONLY  
SOURCE OF FUNDS (See Instructions)  
4  
**OO, PF**  
CHECK BOX IF DISCLOSURE OF  
5 LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ☐   
CITIZENSHIP OR PLACE OF  
6 ORGANIZATION  
**Illinois**  
SOLE VOTING POWER  
7  
NUMBER OF  
**111,791 Shares**  
8 SHARES SHARED VOTING POWER  
BENEFICIALLY  
OWNED BY  
**2,000,000 Shares**  
9 EACH SOLE DISPOSITIVE POWER  
REPORTING  
PERSON  
**111,791 Shares**  
SHARED DISPOSITIVE POWER  
WITH  
10  
**2,000,000 Shares**

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

11

**2,111,791 Shares**

12

CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ]  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

13

**11.1%\***  
TYPE OF REPORTING PERSON (See  
Instructions)

14

**IN**

\* This percentage is based upon 19,035,766 outstanding shares of Common Stock reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 16, 2016.

CUSIP No. 05580M 108

13D Page 5 of 12 Pages

1 NAMES OF REPORTING PERSONS  
**Fred Goldman**  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (See  
Instructions) (a) ☒   
(b) ☐   
3 SEC USE ONLY  
SOURCE OF FUNDS (See Instructions)  
4  
**OO**  
CHECK BOX IF DISCLOSURE OF  
5 LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ☐   
CITIZENSHIP OR PLACE OF  
6 ORGANIZATION  
**Illinois**  
SOLE VOTING POWER  
7  
NUMBER OF  
**0 Shares**  
SHARES SHARED VOTING POWER  
BENEFICIALLY 8  
OWNED BY  
**2,000,000 Shares**  
EACH SOLE DISPOSITIVE POWER  
9  
REPORTING  
**0 Shares**  
PERSON SHARED DISPOSITIVE POWER  
WITH  
10  
**2,000,000 Shares**  
11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH



REPORTING PERSON

**12**      **2,000,000 Shares\***  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ☐ ]  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**14**      **10.5%\*\***  
TYPE OF REPORTING PERSON (See  
Instructions)

**PN**

\* Mr. Goldman disclaims beneficial ownership of these Shares.

\*\* This percentage is based upon 19,035,766 outstanding shares of Common Stock reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 16, 2016

CUSIP No. 05580M 108

13D Page 6 of 12 Pages

1 NAMES OF REPORTING PERSONS  
**Michael LaRocque**  
CHECK THE APPROPRIATE BOX IF A  
2 MEMBER OF A GROUP (See  
Instructions) (a) ☒   
(b) ☐   
3 SEC USE ONLY  
SOURCE OF FUNDS (See Instructions)  
4  
**OO**  
CHECK BOX IF DISCLOSURE OF  
5 LEGAL PROCEEDINGS IS REQUIRED  
PURSUANT TO ITEMS 2(d) or 2(e) ☐   
CITIZENSHIP OR PLACE OF  
6 ORGANIZATION  
  
**Illinois**  
SOLE VOTING POWER  
  
7  
NUMBER OF  
8  
**0 Shares**  
SHARES SHARED VOTING POWER  
BENEFICIALLY  
9  
OWNED BY  
**2,000,000 Shares**  
EACH SOLE DISPOSITIVE POWER  
10  
REPORTING  
11  
PERSON  
**0 Shares**  
SHARED DISPOSITIVE POWER  
WITH  
12  
**2,000,000 Shares**  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

**12**      **2,000,000 Shares\***  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES (See Instructions) [ ☐ ]  
PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)

**13**

**14**      **10.5%\*\***  
TYPE OF REPORTING PERSON (See  
Instructions)

**PN**

\* Mr. LaRocque disclaims beneficial ownership of these Shares.

\*\* This percentage is based upon 19,035,766 outstanding shares of Common Stock reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 16, 2016.

## **Explanatory Note**

This Schedule 13D is being filed jointly on behalf of DJ Fund Investments, LLC – Series E (“DJ Fund”), Daniel Asher, a member, and holder of less than 50% of the membership interests in DJ Fund, Fred Goldman, a manager of DJ Fund, and Michael LaRocque, a manager of DJ Fund (collectively, the “Reporting Persons” and each individually a “Reporting Person”). On December 19, 2014, DJ Fund filed a Schedule 13D with the Securities and Exchange Commission (the “SEC”) reporting beneficial ownership of the same securities reported by DJ Fund in this joint Schedule 13D. Since the time of that filing, and as described in this jointly filed Schedule 13D, the Reporting Persons, have entered into an informal, unwritten agreement that provides Mr. Asher with investment and voting power over those securities. The Reporting Persons are therefore filing this joint Schedule 13D to report their ownership of the securities described in this Schedule 13D. The agreement between the Reporting Persons relating to the joint filing of this Schedule 13D (the “Joint Filing Agreement”) is attached as Exhibit 99.1 hereto.

### **Item 1. Security and Issuer.**

This statement relates to the common stock, par value \$0.0001 per share (the “Common Stock”), of B. Riley Financial, Inc. (formerly Great American Group, Inc.), a Delaware corporation (the “Issuer”), whose principal executive offices are located at 21860 Burbank Boulevard, Suite 300 South, Woodland Hills, California.

### **Item 2. Identity and Background.**

a. DJ Fund Investments, LLC – Series E.

Daniel Asher.

Fred Goldman is a manager of DJ Fund.

Michael LaRocque is a manager of DJ Fund.

b. The business address of DJ Fund is 111 W. Jackson Blvd., Suite 2000, Chicago, Illinois 60604.

Mr. Asher’s business address is c/o Equitec Group LLC, 111 W. Jackson Blvd., Suite 2000, Chicago, Illinois 60604.

Mr. Goldman’s business address is c/o Equitec Group LLC, 111 W. Jackson Blvd., Suite 2000, Chicago, Illinois 60604.

Mr. LaRocque’s business address is c/o Equitec Group LLC, 111 W. Jackson Blvd., Suite 2000, Chicago, Illinois 60604.

c. The primary purpose of DJ Fund is investing in capital.

Mr. Asher’s principal occupation is investor/trader

- Mr. Goldman's principal occupation is Chief Financial Officer of Equitec Group, LLC.  
Mr. LaRocque's principal occupation is financial consultant.
- d. During the last five years, none of the Reporting Persons has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).  
During the last five years, none of the Reporting Persons has been a party to a civil proceeding of a
  - e. judicial or administrative body of competent jurisdiction resulting in a judgment, decree or final order finding any violation with respect to federal or state securities laws or enjoining future violations of, or prohibiting or mandating activities subject to, such laws.
  - f. DJ Fund is an Illinois designated series of DJ Fund Investments, LLC, an Illinois limited liability company.  
Each of Mr. Asher, Mr. Goldman and Mr. LaRocque is a citizen of the United States of America.

**Item 3. Source and Amount of Funds or Other Consideration.**

DJ Fund is reporting beneficial ownership of 2,000,000 shares of Common Stock (the "DJ Fund Shares"), which were acquired, pursuant to a securities purchase agreement among the Issuer, DJ Fund and certain other investors, dated as of May 19, 2014 (the "Securities Purchase Agreement"), in a private placement that closed on June 5, 2014 (the "Private Placement"), at the price of \$5.00 per share. The source of the purchase price for the DJ Fund Shares was capital contributions made by each member of DJ Fund. No borrowed funds were used in the purchase of the DJ Fund Shares. DJ Fund's beneficial ownership of the DJ Fund Shares was initially reported on a Schedule 13D filed with the SEC on December 19, 2014. Since the time of that filing, DJ Fund's percentage of beneficial ownership of shares of Common Stock has decreased as a result of the Company issuing additional shares of Common Stock.

Mr. Asher is reporting beneficial ownership of 2,111,791 shares of Common Stock, including (i) the 2,000,000 DJ Fund Shares over which Mr. Asher has shared investment power pursuant to an informal, unwritten agreement between the Reporting Persons, (ii) 100,000 shares of Common Stock, which were acquired on May 5, 2016 and were purchased through and are held in a brokerage account at Equitec Proprietary Market, LLC in Mr. Asher's name (the "May Brokerage Account Shares"), and (iii) 11,791 shares of Common Stock, which were acquired on July 5, 2016, July 6, 2016 and July 7, 2016 and were purchased through and are held in a brokerage account at Equitec Proprietary Market, LLC in Mr. Asher's name (the "July Brokerage Account Shares," and collectively with the May Brokerage Account Shares the "Brokerage Account Shares"). The source of the purchase price of \$9.50 a share for the May Brokerage Account Shares was personal funds of Mr. Asher and funds generated and held by Mr. Asher's brokerage account and no borrowed funds were used in the purchase of such shares. The source of the purchase price, as disclosed on Exhibit 99.2 Transactions of the Reporting Persons Effected During the Past 60 Days, which is incorporated by reference herein, of the July Brokerage Account Shares was personal funds of Mr. Asher and funds generated and held by Mr. Asher's brokerage account and no borrowed funds were used in the purchase of such shares.

**Item 4. Purpose of Transaction.**

The purchases of shares of Common Stock by the Reporting Persons were for investment purposes. The Reporting Persons may purchase additional shares from time to time depending upon price, market conditions, availability of funds, evaluation of other investment opportunities, and other factors. Although the Reporting Persons have no present intention to sell any shares, they could determine from time to time, based upon the same factors listed above for purchases, to sell some or all of the shares held by it.

Except as set forth above, none of the Reporting Persons has any plan or proposal which relates to any of the following matters:

- (a) The acquisition by any person of additional securities of the Issuer, or the disposition of securities of the Issuer;
- (b) An extraordinary corporate transaction, such as a merger, reorganization or liquidation, involving the Issuer or any of its subsidiaries;
- (c) A sale or transfer of a material amount of assets of the Issuer or of any of its subsidiaries;
- (d) Any change in the present board of directors or management of the Issuer, including any plans or proposals to change the number or term of directors or to fill any existing vacancies on the board;
- (e) Any material change in the present capitalization or dividend policy of the Issuer;
- (f) Any other material change in the Issuer's business or corporate structure;
- (g) Changes in the Issuer's charter, bylaws or instruments corresponding thereto or other actions which may impede the acquisition of control of the issuer by any person;
- (h) Causing a class of securities of the Issuer to be delisted from a national securities exchange or to cease to be authorized to be quoted in an inter-dealer quotation system of a registered national securities association;
- (i) A class of equity securities of the Issuer becoming eligible for termination of registration pursuant to Section 12(g)(4) of the Securities Exchange Act of 1934; or
- (j) Any action similar to any of those enumerated above.

**Item 5. Interest in Securities of Issuer.**

- (a) DJ Fund's total beneficial ownership amounts to 2,000,000 shares of Common Stock, constituting 10.5% of the outstanding shares of Common Stock of the Issuer.  
Mr. Asher's total beneficial ownership amounts to 2,111,791 shares of Common Stock, constituting 11.1% of the outstanding shares of Common Stock of the Issuer.  
By reason of his status as a manager of DJ Fund, Mr. Goldman may be deemed to beneficially own the 2,000,000 DJ Fund Shares, constituting 10.5% of the outstanding shares of Common Stock of the Issuer. Except to the extent of his pecuniary interest therein, Mr. Goldman disclaims beneficial ownership of the 2,000,000 DJ Fund Shares.  
By reason of his status as a manager of DJ Fund, Mr. LaRocque may be deemed to beneficially own the 2,000,000 DJ Fund Shares, constituting 10.5% of the outstanding shares of Common Stock of the Issuer. Mr. LaRocque disclaims beneficial ownership of the 2,000,000 DJ Fund Shares.
- (b) DJ Fund holds shared investment and voting power over the 2,000,000 DJ Fund Shares.  
Mr. Asher holds sole investment and voting power over the 111,791 Brokerage Account Shares. Mr. Asher holds shared investment and voting power over the 2,000,000 DJ Fund Shares with DJ Fund, pursuant to an informal, unwritten agreement.  
By reason of his status as a manager of DJ Fund, Mr. Goldman may be deemed to hold shared investment and voting power over the 2,000,000 DJ Fund Shares, constituting 10.5% of the outstanding shares of Common Stock of the Issuer. Mr. Goldman disclaims beneficial ownership of the 2,000,000 DJ Fund Shares.  
By reason of his status as a manager of DJ Fund, Mr. LaRocque may be deemed to hold shared investment and voting power over the 2,000,000 DJ Fund Shares, constituting 10.5% of the outstanding shares of Common Stock of the Issuer. Mr. LaRocque disclaims beneficial ownership of the 2,000,000 DJ Fund Shares.
- (c) During the last sixty days, none of the Reporting Persons has effected any transactions in the Common Stock of the Issuer except as otherwise disclosed on Exhibit 99.2 of this Schedule 13D.

Other than the entities and persons named in sub-item (a) above, to the knowledge of the Reporting Persons, no (d) other person has the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock beneficially owned by the Reporting Persons.  
(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Reference is made to (i) the Joint Filing Agreement defined and described in the Explanatory Note, (ii) the informal unwritten agreement between the Reporting Parties that provides Mr. Asher with investment power over the DJ Fund Shares described in the Explanatory Note and (iii) the Securities Purchase Agreement defined and described in Item 3 above.

Additionally, in connection with the closing of the Private Placement, DJ Fund entered into a Registration Rights Agreement with the Issuer and the other investors under the Securities Purchase Agreement (the "Registration Rights Agreement"), pursuant to which the Issuer was obligated to file one or more registration statements with the Securities and Exchange Commission, within 45 days after the initial closing of the Issuer's agreement to acquire B. Riley and Co. Inc. (the "Closing"), registering the shares sold in the Private Placement for resale under the Securities Act of 1933, as amended (the "Securities Act"), and to maintain the effectiveness of all such registration statements until the earlier of five years after the Closing or such time as the shares registered thereunder have been sold or become eligible for sale without restriction under Rule 144 promulgated under the Securities Act.

Each of the Joint Filing Agreement, Securities Purchase Agreement and the Registration Rights Agreement, which are attached as Exhibits 99.1, 99.3, and 99.4 hereto, respectively, are incorporated by reference herein.

**Item 7. Materials to be Filed as Exhibits.**

| <b><u>Exhibit</u></b> | <b><u>Description</u></b>  |
|-----------------------|--|
| <b><u>No.</u></b>     |  |
| 99.1                  | Joint Filing Agreement   |
| 99.2                  | Transactions of the Reporting Persons Effected During the Past 60 Days   |
| 99.3                  | Securities Purchase Agreement, dated May 19, 2014, by and among B. Riley Financial, Inc. (then, Great American Group, Inc.) and each purchaser identified on Annex A thereto (incorporated herein by reference to Exhibit 10.1 of Great American Group, Inc.'s Current Report on Form 8-K filed May 19, 2014) (File No. 000-54010) |
| 99.4                  | Form of Registration Rights Agreement (incorporated herein by reference to Exhibit 10.2 of B. Riley Financial, Inc.'s (then, Great American Group, Inc.) Current Report on Form 8-K filed May 19, 2014) (File No. 000-54010)   |



**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 12, 2016

/s/ Fred Goldman  
DJ Fund Investments, LLC – Series E  
By: Fred Goldman  
Its: Manager

/s/ Daniel Asher  
Daniel Asher

/s/ Fred Goldman  
Fred Goldman

/s/ Michael LaRocque  
Michael LaRocque