

B. Riley Financial, Inc.
Form SC 13G/A
February 05, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

(Amendment No. 5)*

B. Riley Financial, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

05580M108
(CUSIP Number)

December 31, 2014
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

Page 1 of 5

* 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).

SCHEDULE 13G/A5

CUSIP No. 05580M108 Page 2 of 5 Pages

**NAME OF REPORTING
PERSON**

1

Lloyd I.
Miller, III

**CHECK THE
APPROPRIATE**

2

BOX IF A (a) o
MEMBER OF
A GROUP*

(b) o

3

SEC USE ONLY

4

**CITIZENSHIP OR
PLACE OF
ORGANIZATION**

United States

NUMBER OF

**5 SOLE
VOTING
POWER**

SHARES

1,904,771

BENEFICIALLY

**6 SHARED
VOTING
POWER**

OWNED BY

302,649

EACH

**7 SOLE
DISPOSITIVE
POWER**

REPORTING

1,904,771

PERSON

**8 SHARED
DISPOSITIVE
POWER**

WITH

302,649

9

**AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON**

2,207,420

**CHECK BOX IF
THE**

10

**AGGREGATE
AMOUNT IN
ROW (9) o**

**EXCLUDES
CERTAIN
SHARES**

11

**PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)**

13.8%¹

12

**TYPE OF REPORTING
PERSON
IN-OO****

** See Item 4.

¹ The percentage reported in this Schedule 13G/A is based upon 15,977,482 shares of Common Stock outstanding according to the Form 10-Q filed by the Issuer on November 6, 2014.

Page 3 of 5

Item 1(a). Name of Issuer: B. Riley Financial, Inc.

Item 1(b). Address of Issuers' Principal Executive Offices: 21860 Burbank Boulevard
Suite 300 South
Woodland Hills, CA 91367

Item 2(a). Name of Person Filing: Lloyd I. Miller, III

Item 2(b). Address of Principal Business Office or, if None, Residence: 3300 South Dixie Highway
Suite 1-365
West Palm Beach, Florida 33405

Item 2(c). Citizenship: U.S.A.

Item 2(d). Title of Class of Securities: Common Stock

Item 2(e). CUSIP Number: 05580M108

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) or (c), CHECK WHETHER THE PERSON FILING IS A:

Not Applicable, this statement is filed pursuant to 13d-1(c)

OWNERSHIP: The reporting person has sole voting and dispositive power with respect to 1,904,771 of the reported securities as (i) manager of a limited liability company that is the adviser to certain trusts, (ii) manager of a limited liability company that is the general partner of a certain limited partnership, (iii) manager of a limited liability company, and (iv) an individual. The reporting person has shared voting and dispositive power with respect to 302,649 of the reported securities as (i) an advisor to the trustee of a certain trust, (ii) with respect to shares owned by the reporting person's wife, and (iii) an authorized person with respect to a custody account.

(a) 2,207,420

(b) 3.8%

(c) (i) sole voting power: 1,904,771

(ii) shared voting power: 302,649

(iii) sole dispositive power: 1,904,771

(iv) shared dispositive power: 302,649

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not Applicable

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Other than shares held directly by Lloyd I. Miller, III, persons other than Lloyd I. Miller, III have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the reported securities.

Page 4 of 5

Item IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:

Not Applicable

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not Applicable

Item 9. NOTICE OF DISSOLUTION OF GROUP:

Not Applicable

Item 10. CERTIFICATION:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Page 5 of 5

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: February 5, 2015 /s/ Lloyd I. Miller, III
Lloyd I. Miller, III