

RILEY BRYANT R
Form 3
May 16, 2016

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 B. Riley Financial, Inc. | | (Month/Day/Year) | UNITED ONLINE INC [UNTD] | |
| (Last) | (First) | (Middle) | 05/04/2016 | |
| 21860 BURBANK BOULEVARD, SUITE 300 SOUTH | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| WOODLAND HILLS,Â CAÂ 91367 | | | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <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, par value \$0.0001 per share | 1,427,228 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | See notes |
| Common Stock, par value \$0.0001 per share | 659,283 | I <u>(5)</u> <u>(6)</u> | See notes |
| Common Stock, par value \$0.0001 per share | 21,203 | I <u>(6)</u> <u>(7)</u> | See notes |
| Common Stock, par value \$0.0001 per share | 692,794 | I <u>(6)</u> <u>(8)</u> | See notes |
| Common Stock, par value \$0.0001 per share | 734,434 | I <u>(6)</u> <u>(9)</u> | See notes |
| Common Stock, par value \$0.0001 per share | 2,750 | D <u>(10)</u> | Â |

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

SEC 1473 (7-02)

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.

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

| 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 |
| B. Riley Financial, Inc. 21860 BURBANK BOULEVARD, SUITE 300 SOUTH WOODLAND HILLS, CA 91367 | ^ | ^ X | ^ | ^ |
| BRC Partners Opportunity Fund, LP 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| World Funds Trust 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| B. RILEY CAPITAL MANAGEMENT, LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| B. Riley & Co., LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| RILEY BRYANT R 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| /s/ Bryant R. Riley, Chief Executive Officer of B. Riley Capital Management, LLC, General Partner of BRC PARTNERS OPPORTUNITY FUND, LP | 05/16/2016 |
| **Signature of Reporting Person | Date |
| /s/ Bryant R. Riley, Chief Executive Officer of B. Riley Capital Management, LLC, Investment Advisor of B. RILEY DIVERSIFIED EQUITY FUND | 05/16/2016 |
| **Signature of Reporting Person | Date |
| /s/ Bryant R. Riley, Chief Executive Officer of B. RILEY CAPITAL MANAGEMENT, LLC | 05/16/2016 |

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| | |
|--|------------|
| __Signature of Reporting Person | Date |
| /s/ Bryant R. Riley, Chairman of B. RILEY & CO., LLC | 05/16/2016 |
| __Signature of Reporting Person | Date |
| /s/ Bryant R. Riley | 05/16/2016 |
| __Signature of Reporting Person | Date |
| /s/ Bryant R. Riley, Chief Executive Officer of B. RILEY FINANCIAL, INC. | 05/16/2016 |
| __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).
- This Form 3 is filed jointly by BRC Partners Opportunity Fund, LP ("BPOF"), B. Riley Diversified Equity Fund (the "Mutual Fund"), B. Riley Capital Management, LLC ("BRCM"), B. Riley & Co., LLC ("BRC"), Bryant R. Riley and B. Riley Financial, Inc. ("BRF") (collectively, the "Filing Persons"). Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock, par value \$0.0001 per share ("United Common Stock"), of United Online, Inc., a Delaware corporation ("United" or the "Issuer"), reported herein except to the extent of his or its pecuniary interest therein.
- The Filing Persons are filing this Form 3 solely because, as a result of the Voting Agreement, dated as of May 4, 2016 (the "Voting Agreement"), among BRF and the directors of the Issuer who own shares of United Common Stock (collectively, the "United Stockholders"), BRF may be deemed to have beneficial ownership of such shares of United Common Stock beneficially owned by the United Stockholders. The Voting Agreement was entered into in connection with the Agreement and Plan of Merger, dated as of May 4, 2016, by and among BRF, Unify Merger Sub, Inc., a wholly-owned subsidiary of BRF, and the Issuer, pursuant to which Unify Merger Sub, Inc. will merge with and into the Issuer.
- (3) (Continued from footnote 3) Neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by any Filing Person that it is the beneficial owner of any United Common Stock owned by the United Stockholders referred to herein for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended (the "Act"). The Filing Persons have no pecuniary interest in such United Common Stock owned by the United Stockholders. Each Filing Person, pursuant to Rule 16a-1(a)(4) promulgated under the Act, hereby expressly disclaims that it is the beneficial owner of such United Common Stock owned by the United Stockholders.
- (4) Includes 1,427,228 shares held directly by BPOF, the Mutual Fund, BRCM and BRC.
- (5) Represents 659,283 shares of United Common Stock owned directly by BPOF.
- (6) BRCM serves as the investment manager and general partner of BPOF, and as the investment advisor to the Mutual Fund and of certain separately managed accounts (the "Separately Managed Accounts"). BRF is the parent company of BRCM and BRC. By virtue of these relationships, each of BRCM and BRF may be deemed to beneficially own the shares of United Common Stock owned directly by BPOF and the Mutual Fund and held in the Separately Managed Accounts, and BRF may also be deemed to beneficially own the Shares owned directly by BRC.
- (7) Represents 21,203 shares of United Common Stock owned directly by the Mutual Fund.
- (8) Represents 692,794 shares of United Common Stock owned directly by BRCM.
- (9) Represents 734,434 shares of United Common Stock owned directly by BRC.
- (10) Represents 2,750 shares of United Common Stock owned directly by Bryant R. Riley.

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.