

GAMCO INVESTORS, INC. ET AL  
Form 8-K  
October 05, 2017

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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) September 30, 2017

GAMCO INVESTORS, INC.  
(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Delaware<br>(State or other<br>jurisdiction of incorporation) | 1-14761<br><br>(Commission File Number) | 13-4007862<br><br>(IRS Employer<br>Identification No.) |
|---|---|--|

|   |                     |
|---|---------------------|
| One Corporate Center, Rye, NY<br>(Address of principal executive offices) | 10580<br>(Zip Code) |
|---|---------------------|

Registrant's telephone number, including area code (914) 921-3700

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 (see General Instruction A.2 below):

- 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.

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangement of Certain Officers.

On September 30, 2017, GAMCO Investors, Inc. ("GAMCO") announced that the Compensation Committee of the Board of Directors has unanimously approved a deferred compensation agreement with Mario J. Gabelli, Chief Executive Officer of GAMCO. Mr. Gabelli's variable compensation for the period from October 1, 2017 through December 30, 2017 will be in the form of Restricted Stock Units ("RSUs") determined by the volume-weighted average price of the Company's Class A stock during such period. As a result, for the fourth quarter of 2017, Mr. Gabelli will not be paid any cash compensation that he is entitled to under the Employment Agreement approved by shareholders on May 5, 2015, and consistent with Mr. Gabelli's agreement since 1977. The Board decided that deferring Mr. Gabelli's variable compensation for the fourth quarter of 2017 will provide the Company with greater financial flexibility.

The information furnished under Item 2.02, including the exhibit attached hereto, is not deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 and shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, except as otherwise expressly stated in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Restricted Stock Unit Agreement, dated September 30, 2017.

SIGNATURE

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.

GAMCO Investors, Inc.

By: /s/ Kieran Caterina

Kieran Caterina  
Senior Vice President and Co-Chief Accounting Officer

Date: October 5, 2017

Exhibit Index

Exhibit No.

99.1 Restricted Stock Unit Agreement, dated September 30, 2017.

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