

B. Riley Financial, Inc.  
Form 8-K  
December 10, 2015

**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): November 30, 2015**

**B. Riley Financial, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

**000-54010**

**27-0223495**

(State or other jurisdiction

(Commission File Number) (IRS Employer Identification No.)

of incorporation)

**21860 Burbank Boulevard, Suite 300 South**

**91367**

**Woodland Hills, California**

(Address of principal executive offices)

(Zip Code)

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

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

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))

**Item 8.01 Other Events.**

On November 30, 2015, as disclosed on a Schedule 13D (the “**13D**”) filed concurrently with this Current Report on Form 8-K, B. Riley Financial, Inc. (the “**Company**”) entered into a Letter of Intent with National Holdings Corporation, a Delaware corporation (“**NHLD**”) with respect to a potential acquisition of NHLD (the “**LOI**”). The 13D was filed by a group of stockholders of NHLD which includes subsidiaries and affiliates of the Company. The LOI is filed as Exhibit 99.1 and incorporated by reference herein. The Company intends to continue to explore a potential acquisition of NHLD in accordance with the LOI and to have discussions with management and the Board of Directors of NHLD regarding such transaction. The Company and NHLD have also entered into a customary nondisclosure agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

**Exhibit No. Description**

99.1 Letter of Intent, effective as of November 30, 2015.

**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.

B. RILEY FINANCIAL, INC.

December 10, 2015

By: /s/ Phillip J.  
Ahn  
Name: Phillip J. Ahn  
Chief Financial Officer and  
Title:  
Chief Operating Officer