

B. Riley Financial, Inc.
 Form 3
 March 21, 2019

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

OMB APPROVAL

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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) | Ranger Energy Services, Inc. [RNGR] | |
| (Last) | (First) | (Middle) | 03/06/2019 | |
| 21255 BURBANK BLVD.,Â SUITE 400 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| | | | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| | | | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| WOODLAND HILLS,Â CAÂ 91367 | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | | <input type="checkbox"/> Form filed by One Reporting Person |
| | | | | <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 | 692,266 | I | Please see footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> |
| Common Stock | 194,460 | I | Please see footnotes <u>(1)</u> <u>(2)</u> <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|---------------------|---|
|------------------|-----------------|-------|----------------------------|---------------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| B. Riley Financial, Inc. 21255 BURBANK BLVD. SUITE 400 WOODLAND HILLS, CA 91367 | ^ | ^ X | ^ | ^ |
| BRC Partners Opportunity Fund, LP 11100 SANTA MONICA BLVD. SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| BRC Partners Management GP, LLC 11100 SANTA MONICA BLVD SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| B. RILEY CAPITAL MANAGEMENT, LLC 11100 SANTA MONICA BLVD. SUITE 800 LOS ANGELES, CA 90025 | ^ | ^ X | ^ | ^ |
| Dialectic Antithesis Partners, LP 119 ROWAYTON AVENUE 2ND FLOOR NORWALK, CT 06853 | ^ | ^ X | ^ | ^ |
| BR Dialectic Capital Management, LLC 119 ROWAYTON AVENUE, 2ND FLOOR NORWALK, CT 06853 | ^ | ^ X | ^ | ^ |

Signatures

| | |
|--|------------|
| B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer | 03/21/2019 |
| __Signature of Reporting Person | Date |
| BRC Partners Opportunity Fund, L.P., by: /s/ Bryant R. Riley, Chief Investment Officer | 03/21/2019 |
| __Signature of Reporting Person | Date |
| BRC Partners Management GP, LLC, by B Riley Capital Management, LLC, its sole member, by: /s/ Bryant R. Riley, Chief Executive Officer | 03/21/2019 |
| __Signature of Reporting Person | Date |
| B. Riley Capital Management, LLC, by: /s/ Bryant R. Riley, Chief Executive Officer | 03/21/2019 |
| __Signature of Reporting Person | Date |
| Dialectic Antithesis Partners, LP, by: /s/ John Fichthorn, Portfolio Manager | 03/21/2019 |

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__Signature of Reporting Person

Date

BR Dialectic Capital Management, LLC, by B. Riley Capital Management, LLC, its sole member, by: /s/ Bryant R. Riley, Chief Executive Officer

03/21/2019

__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).

In addition to B. Riley Financial, Inc., a Delaware corporation ("BRF"), this Form 3 is being filed jointly by BRC Partners Opportunity Fund, L.P., a Delaware limited partnership ("BRPLP"), B. Riley Capital Management, LLC, a New York limited liability company ("BRCM"), BRC Partners Management GP, LLC, a Delaware limited liability company ("BRPGP"), Dialectic Antithesis Partners, LP, a Delaware limited partnership ("Dialectic") and BR Dialectic Capital Management, LLC, a Delaware limited liability company ("BR Dialectic" and collectively, the "Filing Persons").

BRPGP is the general partner of BRPLP, BRCM is an investment advisor to BRPLP and BRF is the parent company of BRCM. As a result, BRPGP, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by BRPLP. BR Dialectic is the general partner and investment manager of Dialectic. BRCM is the parent company of BR Dialectic and BRF is the parent company of BRCM. As a result, BR Dialectic, BRCM and BRF may be deemed to indirectly beneficially own the Shares held by Dialectic. Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock ("Common Stock"), of Ranger Energy Services, Inc., a Delaware corporation (the "Issuer"), reported herein except to the extent of its pecuniary interest therein.

(3) Represents 692,266 shares of Common Stock owned directly by Dialectic.

(4) Represents 194,460 shares of Common Stock owned directly by BRPLP.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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