

Great American Group, Inc.
Form 4
June 20, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
RILEY BRYANT R

2. Issuer Name and Ticker or Trading Symbol
Great American Group, Inc.
[GAMR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
11100 SANTA MONICA BLVD.,
SUITE 800

3. Date of Earliest Transaction
(Month/Day/Year)
05/19/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
LOS ANGELES, CA US 90025

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	06/18/2014		J ⁽²⁾	V Amount \$ 0 ⁽²⁾	3,753,285	D	
Common Stock ⁽¹⁾	06/18/2014		J ⁽³⁾	D Amount \$ 0 ⁽³⁾	0	I	By B. Riley and Co., LLC ⁽³⁾
Common Stock ⁽¹⁾	05/19/2014		P	A Amount \$ 5 200,000	200,000	I	By the Robert Antin Children Irrevocable Trust ⁽⁴⁾

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RILEY BRYANT R 11100 SANTA MONICA BLVD., SUITE 800 LOS ANGELES, CA US 90025	X	X	Chairman and CEO	

Signatures

Bryant R. Riley 06/20/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

- The Reporting Person disclaims beneficial ownership of the shares of Common Stock reported herein except to the extent of his pecuniary interest therein, and this report shall not be deemed to be an admission that the Reporting Person is the beneficial owner of such shares of Common Stock for purposes of Section 16 or for any other purpose.
- The Reporting Person acquired 3,751,264 shares of common stock of Great American Group, Inc. in exchange for 1342.45 shares of common stock of B. Riley and Co. Inc. and 100% of the membership interests in Riley Investment Management LLC and B. Riley and Co. Holdings, LLC in connection with the acquisition of such entities by Great American Group, Inc. (the "Acquisition"). The Acquisition was effected pursuant to an acquisition agreement (the "Acquisition Agreement"), which was entered into on May 19, 2014, and placed a value on Great American Group, Inc.'s common stock of \$5.00 per share. On June 18, 2014, the effective date of the first closing of the Acquisition, the closing price of Great American Group, Inc.'s common stock was \$8.40 per share. Of the 3,751,264 shares issued to the Reporting Person in the Acquisition, 628,727 shares are currently being held in escrow and are subject to forfeiture during

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the one-year period following the first closing of the Acquisition to serve as security for the indemnification obligations of the Reporting Person and the acquired entities pursuant to the Acquisition Agreement and any downward adjustment to the acquisition consideration as a result of the final working capital adjustment provided for in the Acquisition Agreement.

- (3) Shares were beneficially owned by B. Riley and Co., LLC, a wholly owned subsidiary of B. Riley and Co. Inc., and by the Reporting Person, as Chairman and majority indirect owner of B. Riley and Co., LLC. Effective upon the consummation of the Acquisition, B. Riley and Co., LLC became a wholly owned indirect subsidiary of Great American Group, Inc. and, as a result, all such shares were retired.
- (4) Held of record by the Robert Antin Children Irrevocable Trust Dtd 1/1/01 (the "Trust"). Mr. Riley, as Trustee may be deemed to beneficially own the shares held by the Trust.

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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