

B. Riley Financial, Inc.  
Form FWP  
December 06, 2017

Issuer Free Writing Prospectus

**Filed pursuant to Rule 433**

**Registration No. 333-221715**

B. RILEY FINANCIAL, INC.  
US\$70,000,000 7.25% Senior Notes Due 2027  
Final Term Sheet

Issuer: B. Riley Financial, Inc.  
Securities: 7.25% Senior Notes Due 2027 (the "Notes")  
Type: SEC Registered  
Trade Date: December 6, 2017  
Settlement Date: December 13, 2017  
Listing: Expected NASDAQ "RILYG"  
Size: \$70,000,000  
Overallotment Option: \$10,500,000  
Maturity Date: December 31, 2027

Ratings: The Notes have received an "A-" investment-grade rating from Egan-Jones Rating Co., an independent, unaffiliated rating agency. Ratings are not a recommendation to purchase, hold or sell notes, inasmuch as the ratings do not comment as to market price or suitability for a particular investor. The ratings are based upon current information furnished to the rating agency by the Issuer and information obtained by the rating agency from other sources. The ratings are only accurate as of the date thereof and may be changed, superseded or withdrawn as a result of changes in, or unavailability of, such information, and therefore a prospective purchaser should check the current ratings before purchasing the Notes. Each rating should be evaluated independently of any other rating.

Annual Coupon: 7.25%, paid quarterly in arrears  
Interest Payment Dates: January 31, April 30, July 31 and October 31, commencing January 31, 2018

Price to the Public: 100%  
Day Count: 30/360  
Optional Redemption: December 31, 2020, in whole or in part and anytime thereafter

Minimum Denomination / Multiples: \$25.00/\$25.00  
CUSIP/ISIN: 05580M 405/US05580M4050

Book-Running Managers: B. Riley FBR, Inc., Incapital LLC, Ladenburg Thalmann & Co. Inc.  
Co-Managers: Boenning & Scattergood, Inc., Wedbush Securities Inc., William Blair & Company, L.L.C.

**This communication is intended for the sole use of the person to whom it is provided by the issuer.**

The issuer has filed a registration statement (including a prospectus) with the Securities and Exchange Commission (“SEC”) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering.

You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling 1-888-295-0155. **Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus and related preliminary prospectus supplement if you request them from B. Riley FBR, Inc. by calling (800) 846-5050 or by emailing [prospectuses@brileyfbr.com](mailto:prospectuses@brileyfbr.com).**

**ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS OR OTHER NOTICES WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA BLOOMBERG OR ANOTHER E-MAIL SYSTEM.**