

B. Riley Financial, Inc.
Form 4
December 18, 2018

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 *
B. Riley Financial, Inc.

2. Issuer Name and Ticker or Trading Symbol
Select Interior Concepts, Inc. [SIC]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
21255 BURBANK BLVD., SUITE 400

3. Date of Earliest Transaction (Month/Day/Year)
12/14/2018

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

(Street)

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

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

WOODLAND HILLS, CA 91367

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (A) or (D) Price | | | |
| Class A Common Stock | 12/14/2018 | | P | 17 A \$ 7.75 | 2,307,509 | I | See notes (1) (2) (3) (4) |
| Class A Common Stock | 12/17/2018 | | P | 2,583 A \$ 7.72 (5) | 2,310,092 | I | See notes (1) (2) (3) (4) |
| Class A Common Stock | 12/18/2018 | | P | 2,500 A \$ 7.62 (6) | 2,312,592 | I | See notes (1) (2) (3) (4) |

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

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(9-02)

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. 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 | | |
| B. RILEY FBR, INC. 11100 SANTA MONICA BLVD SUITE 800 LOS ANGELES, CA 90025 | | X | | |

Signatures

| | |
|---|------------|
| B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer | 12/18/2018 |
| __Signature of Reporting Person | Date |
| BRC Partners Opportunity Fund, L.P., by: /s/ Bryant R. Riley, Chief Investment Officer | 12/18/2018 |
| __Signature of Reporting Person | Date |
| BRC Partners Management GP, LLC., by: /s/ Bryant R. Riley, Chief Executive Officer of B. Riley Capital Management, LLC, its sole member | 12/18/2018 |
| __Signature of Reporting Person | Date |
| B. Riley Capital Management, LLC, by: /s/ Bryant R. Riley, Chief Executive Officer | 12/18/2018 |
| __Signature of Reporting Person | Date |
| B. Riley FBR, Inc., by: /s/ Andy Moore, Chief Executive Officer | 12/18/2018 |
| __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).

(1) In addition to B. Riley Financial, Inc., a Delaware corporation ("BRF"), this Form 4 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"), and B. Riley FBR, Inc., a Delaware corporation ("BRFBR") (collectively, the "Filing Persons"). Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Class A Common Stock, par value \$0.01 per share ("Common Stock"), of Select Interior Concepts, Inc., a Delaware corporation (the "Issuer"), reported herein except to the extent of its pecuniary interest therein.

(2) 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. BRF is the parent company of BRFBR. As a result, BRF may be deemed to indirectly beneficially own the Shares held by BRFBR.

(3) Represents shares of Common Stock owned directly by BRFBR.

(4) Certain of these transactions may be matchable transactions under Section 16(b) of the Exchange Act in connection with market making activities. The reporting person will disgorge the full amount of any recoverable profits to the Issuer.

(5) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.65 to \$7.75, inclusive. The Filing Persons reporting person undertakes to provide to the Commission, upon request, full information regarding the number of shares sold at each separate price.

(6) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$7.55 to \$7.65, inclusive. The Filing Persons reporting person undertakes to provide to the Commission, upon request, full information regarding the number of shares sold at each separate price.

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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