

B. Riley Financial, Inc.
Form 4
November 16, 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
MAGICJACK VOCALTEC LTD
[CALL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/14/2018

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

WOODLAND HILLS, CA 91367

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Ordinary shares | 11/14/2018 | | P | | 14,998,699 | A | \$ 8.71 |
| | | | | | 0 | (1) | |
| | | | | | | I | (2) |
| | | | | | | | See Footnote (1) (2) |

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

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SEC 1474 (9-02)

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

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| 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 Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

Signatures

/s/ Bryant R. Riley 11/16/2018

__Signature of Reporting Person Date

/s/ Andy Moore 11/16/2018

__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) On November 14, 2018, pursuant to an Agreement and Plan of Merger, dated as of November 9, 2017 (the "Merger Agreement"), by and among the Issuer, B. Riley Financial, Inc., a Delaware corporation ("BRF"), and B. R. Acquisition Ltd., an indirect wholly-owned subsidiary of B. Riley ("Merger Sub"), Merger Sub merged with and into the Issuer, with the Issuer surviving the merger (the "Merger") as a wholly-owned subsidiary of BRF. Pursuant to the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each ordinary share, no par value per share ("Ordinary Share"), of the Issuer issued and outstanding immediately prior to the Effective Time was automatically cancelled and ceased to exist.

(2) In addition to BRF, this Form 4 is being filed jointly by B. Riley FBR, Inc., a Delaware corporation.

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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