

RILEY BRYANT R  
Form 3  
May 16, 2016

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

## 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

OMB  
Number: 3235-0104  
Expires: January 31,  
2005  
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burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Â B. Riley Financial, Inc.

(Last) (First) (Middle)

21860 BURBANK  
BOULEVARD, SUITE 300  
SOUTH

(Street)

WOODLAND  
HILLS, Â CA Â 91367

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/04/2016

3. Issuer Name **and** Ticker or Trading Symbol  
UNITED ONLINE INC [UNTD]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

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 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, par value \$0.0001 per share	1,427,228 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	I <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	See notes
Common Stock, par value \$0.0001 per share	659,283	I <u>(5)</u> <u>(6)</u>	See notes
Common Stock, par value \$0.0001 per share	21,203	I <u>(6)</u> <u>(7)</u>	See notes
Common Stock, par value \$0.0001 per share	692,794	I <u>(6)</u> <u>(8)</u>	See notes
Common Stock, par value \$0.0001 per share	734,434	I <u>(6)</u> <u>(9)</u>	See notes
Common Stock, par value \$0.0001 per share	2,750	D <u>(10)</u>	Â

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

SEC 1473 (7-02)

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information contained in this form are not**

required to respond unless the form displays a  
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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
B. Riley Financial, Inc. 21860 BURBANK BOULEVARD, SUITE 300 SOUTH WOODLAND HILLS, CA 91367	Â	Â X	Â	Â
BRC Partners Opportunity Fund, LP 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025	Â	Â X	Â	Â
World Funds Trust 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025	Â	Â X	Â	Â
B. RILEY CAPITAL MANAGEMENT, LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025	Â	Â X	Â	Â
B. Riley & Co., LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025	Â	Â X	Â	Â
RILEY BRYANT R 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025	Â	Â X	Â	Â

## Signatures

/s/ Bryant R. Riley, Chief Executive Officer of B. Riley Capital Management, LLC, General  
Partner of BRC PARTNERS OPPORTUNITY FUND, LP

05/16/2016

\*\*Signature of Reporting Person

Date

/s/ Bryant R. Riley, Chief Executive Officer of B. Riley Capital Management, LLC, Investment  
Advisor of B. RILEY DIVERSIFIED EQUITY FUND

05/16/2016

\*\*Signature of Reporting Person

Date

/s/ Bryant R. Riley, Chief Executive Officer of B. RILEY CAPITAL MANAGEMENT, LLC

05/16/2016

Date \_\_\_\_\_

/s/ Bryant R. Riley, Chairman of B. RILEY & CO., LLC

05/16/2016

Signature of Reporting Person

Date \_\_\_\_\_

/s/ Bryant R. Riley

05/16/2016

\*\*Signature of Reporting Person

Date \_\_\_\_\_

/s/ Bryant R. Riley, Chief Executive Officer of B. RILEY FINANCIAL, INC.

05/16/2016

**\*\*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).

This Form 3 is filed jointly by BRC Partners Opportunity Fund, LP ("BPOF"), B. Riley Diversified Equity Fund (the "Mutual Fund"), B. Riley Capital Management, LLC ("BRCM"), B. Riley & Co., LLC ("BRC"), Bryant R. Riley and B. Riley Financial, Inc. ("BRF")

(1) (collectively, the "Filing Persons"). Each of the Filing Persons disclaims beneficial ownership of the outstanding shares of Common Stock, par value \$0.0001 per share ("United Common Stock"), of United Online, Inc., a Delaware corporation ("United" or the "Issuer"), reported herein except to the extent of his or its pecuniary interest therein.

The Filing Persons are filing this Form 3 solely because, as a result of the Voting Agreement, dated as of May 4, 2016 (the "Voting Agreement"), among BRF and the directors of the Issuer who own shares of United Common Stock (collectively, the "United

(2) Stockholders"), BRF may be deemed to have beneficial ownership of such shares of United Common Stock beneficially owned by the United Stockholders. The Voting Agreement was entered into in connection with the Agreement and Plan of Merger, dated as of May 4, 2016, by and among BRF, Unify Merger Sub, Inc., a wholly-owned subsidiary of BRF, and the Issuer, pursuant to which Unify Merger Sub, Inc. will merge with and into the Issuer.

(Continued from footnote 3) Neither the filing of this statement nor any of its contents shall be deemed to constitute an admission by any Filing Person that it is the beneficial owner of any United Common Stock owned by the United Stockholders referred to herein for purposes of Section 16 of the Securities and Exchange Act of 1934, as amended (the "Act"). The Filing Persons have no pecuniary interest in such United Common Stock owned by the United Stockholders. Each Filing Person, pursuant to Rule 16a-1(a)(4) promulgated under the Act, hereby expressly disclaims that it is the beneficial owner of such United Common Stock owned by the United Stockholders.

(4) Includes 1,427,228 shares held directly by BPOF, the Mutual Fund, BRCM and BRC.

(5) Represents 659,283 shares of United Common Stock owned directly by BPOF.

BRCM serves as the investment manager and general partner of BPOF, and as the investment advisor to the Mutual Fund and of certain separately managed accounts (the "Separately Managed Accounts"). BRF is the parent company of BRCM and BRC. By virtue of these relationships, each of BRCM and BRF may be deemed to beneficially own the shares of United Common Stock owned directly by BPOF and the Mutual Fund and held in the Separately Managed Accounts, and BRF may also be deemed to beneficially own the Shares owned directly by BRC.

(7) Represents 21,203 shares of United Common Stock owned directly by the Mutual Fund.

(8) Represents 692,794 shares of United Common Stock owned directly by BRCM.

(9) Represents 734,434 shares of United Common Stock owned directly by BRC.

(10) Represents 2,750 shares of United Common Stock owned directly by Bryant R. Riley.

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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