

GAMCO INVESTORS, INC. ET AL  
Form 8-K  
December 02, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 27, 2015**

**GAMCO Investors, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-14761**  
(Commission File Number)

**13-4007862**  
(IRS Employer Identification No.)

**One Corporate Center, Rye, New York 10580**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(914) 921-3700**

**Not Applicable**

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2.):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.02 Unregistered Sales of Equity Securities.**

On November 27, 2015, GAMCO Investors, Inc. ( *GAMCO* ) sold 4,393,055 shares of its Class A common stock (the *Shares* ) to its 93.9% owned subsidiary, Gabelli Securities, Inc. ( *GSI* ), at a price of \$34.1448 per Share. The sale was made in advance of the spin-off of Associated Capital Group, Inc. ( *ACG* ) from GAMCO on November 30, 2015, pursuant to which GAMCO transferred to ACG its alternative investment management business, its institutional research services business and certain cash and other assets (the *Spin-Off* ). *GSI* paid the purchase price by issuing a note to GAMCO in the principal amount of \$149,999,984.36 (the *GSI Note* ). GAMCO contributed the *GSI Note* to ACG and *GSI* became a majority-owned subsidiary of ACG on November 30, 2015 in connection with the completion of the *Spin-Off*.

Following the sale of the *Shares*, as of December 1, 2015, GAMCO had 10,638,507 shares of Class A common stock (including 554,100 restricted stock awards) and 19,196,792 shares of Class B common stock issued and outstanding.

The *Shares* were sold in reliance upon the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended (the *Act* ), as a transaction not involving a public offering. *GSI* provided a written representation that it is an accredited investor within the meaning of Regulation D promulgated under the Act, and GAMCO did not engage in general solicitation.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**GAMCO INVESTORS, INC.**

Dated: December 2, 2015

By: /s/ Kieran Caterina  
Name: Kieran Caterina  
Title: Senior Vice President and Co-Chief Accounting Officer