

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>RILEY BRYANT R</u> <hr/> (Last) (First) (Middle) <u>11100 SANTA MONICA BOULEVARD, SUITE 800</u> <hr/> (Street) <u>LOS ANGELES CA 90025</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>05/10/2023</u>	3. Issuer Name and Ticker or Trading Symbol <u>Franchise Group, Inc. [ FRG ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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 \$0.01 per share	1,804 <sup>(1)(2)(3)(4)</sup>	D <sup>(1)(2)(3)(4)</sup>	

**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: 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			

**Explanation of Responses:**

- This statement is being filed by Bryant R. Riley (the "Reporting Person"). This filing is being made based on there being 35,172,623 shares of common stock, par value \$0.01, of Franchise Group, Inc. (the "Issuer", and such stock, the "Common Shares") outstanding as reported by the Issuer in a Form 8-K filed by the Issuer with the Securities and Exchange Commission on May 11, 2023. The Reporting Person directly owns 1,804 Common Shares. As disclosed in a Schedule 13D filed by the Reporting Person on May 10, 2023, on May 10, 2023, B. Riley Financial, Inc. ("B. Riley"), for which the Reporting Person serves as Chairman and Co-Chief Executive Officer, entered into certain agreements with certain affiliates of Brian R. Kahn ("Kahn").
- (Continued from Footnote 1) the Chairman and Chief Executive Officer of the Issuer, pursuant to which B. Riley has, among other things, agreed to provide certain equity funding and other support in connection with the proposed acquisition (the "Acquisition") by Freedom VCM, Inc., a Delaware corporation ("Parent"), of the Issuer pursuant to an Agreement and Plan of Merger, dated as of May 10, 2023, by and among Parent, Freedom VCM Subco, Inc., a Delaware corporation and a wholly-owned subsidiary of Parent, and the Issuer (the "Merger Agreement").
- (Continued from Footnote 2) As a result of the Merger Agreement and certain other agreements described in the Schedule 13D entered into by B. Riley and the Reporting Person's role as Chairman and Co-Chief Executive Officer of B. Riley, the Reporting Person may be deemed to have formed a "group" pursuant to Rule 13d-5(b)(1) promulgated under the Securities Exchange Act of 1934 (the "Act") with Kahn and certain other persons described in the Schedule 13D. The Reporting Person has been advised that (i) Kahn beneficially owns 12,231,350 Common Shares, Vintage Capital Management, LLC ("Vintage") (for which Kahn serves as investment manager) beneficially owns 2,500,000 Common Shares and Andrew R. Laurence (a partner of Vintage) beneficially owns 573,482 Common Shares.
- The Reporting Person disclaims beneficial ownership of the securities discussed herein that he may be deemed indirectly to beneficially own except to the extent of his pecuniary interest therein, if any, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of, or has any pecuniary interest in, such securities for purposes of Section 16 of the Act, or for any other purpose.

/s/ Bryant R. Riley

05/17/2023

\*\* Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**