

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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>B. Riley Financial, Inc.</u>			2. Issuer Name and Ticker or Trading Symbol <u>FaZe Holdings Inc. [ FAZE ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>07/22/2022</u>					
11100 SANTA MONICA BOULEVARD SUITE 800			4. 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 <input type="checkbox"/> Form filed by More than One Reporting Person		
(Street)	(City)	(State)						
LOS ANGELES CA 90025								

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/22/2022		J <sup>(3)</sup>		52,000	D	(3)	4,780,500 <sup>(4)</sup>	I	By B. Riley Principal 150 Sponsor Co., LLC <sup>(1)(2)</sup>
Common Stock								7,342,500	I	By B. Riley Principal Investments, LLC <sup>(1)(2)</sup>
Common Stock								200,000	D <sup>(5)</sup>	

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Warrants (right to buy)	\$11.5	07/22/2022		J <sup>(3)</sup>		17,332		(6)	(6)	Class A Common Stock	17,332	(3)	156,001	I	By B. Riley Principal 150 Sponsor Co., LLC <sup>(1)(2)</sup>

1. Name and Address of Reporting Person\*  
B. Riley Financial, Inc.

(Last) (First) (Middle)  
11100 SANTA MONICA BOULEVARD SUITE 800

(Street)  
LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
B. Riley Principal 150 Sponsor Co., LLC

(Last) (First) (Middle)  
C/O B. RILEY PRINCIPAL 150 MERGER CORP.  
299 PARK AVENUE, 21ST FLOOR

(Street)  
NEW YORK NY 10171

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[B. RILEY PRINCIPAL INVESTMENTS, LLC](#)

(Last) (First) (Middle)

11100 SANTA MONICA BLVD SUITE 800

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[RILEY BRYANT R](#)

(Last) (First) (Middle)

11100 SANTA MONICA BLVD SUITE 800

(Street)

LOS ANGELES CA 90025

(City) (State) (Zip)

**Explanation of Responses:**

1. B. Riley Principal Investments, LLC ("BRPI") is the managing member of B. Riley Principal 150 Sponsor Co., LLC ("Sponsor") and is a wholly-owned subsidiary of B. Riley Financial, Inc. ("BRF"). BRPI and BRF have voting and dispositive power over the securities held by the Sponsor. As a result, BRF may be deemed to indirectly beneficially own the securities directly held by BRPI, and each of BRPI and BRF may be deemed to indirectly beneficially own the securities directly held by the Sponsor.
2. Bryant R. Riley is the Co-Chief Executive Officer and Chairman of the Board of Directors of BRF. As a result, Bryant R. Riley may be deemed to indirectly beneficially own the securities directly held by the Sponsor and BRPI. Each of BRF, the Sponsor, BRPI, and Bryant R. Riley disclaims beneficial ownership of any securities reported herein, except to the extent of its/his respective pecuniary interest therein, directly or indirectly.
3. Represents a pro-rata distribution to the members of the Sponsor for no consideration.
4. Includes an aggregate of 2,156,250 shares subject to forfeiture if the vesting conditions set forth in the Sponsor Support Agreement dated as of October 24, 2021 ("Sponsor Support Agreement") by and among BRPM, Legacy FaZe, and the Sponsor are not met.
5. Represents shares held directly by Bryant R. Riley.
6. The warrants will become exercisable 30 days after the completion of the Business Combination. The warrants will expire five years after the completion of the Business Combination or earlier upon redemption or liquidation.

[/s/ Bryant R. Riley, the Co-  
Chief Executive Officer of B.  
Riley Financial, Inc.](#) [07/26/2022](#)

[/s/ Kenneth Young, Chief  
Executive Officer of B. Riley  
Principal Investments, LLC,  
the Managing Member of B.  
Riley Principal 150 Sponsor  
Co., LLC](#) [07/26/2022](#)

[/s/ Kenneth Young, Chief  
Executive Officer of B. Riley  
Principal Investments, LLC](#) [07/26/2022](#)

[/s/ Bryant R. Riley](#) [07/26/2022](#)

\*\* 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 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).

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.**