
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No.)**

FaZe Holdings Inc.
(Name of Issuer)

Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

31423J 102
(CUSIP Number)

Nick Lewin
c/o FaZe Holdings Inc.
720 N. Cahuenga Blvd., Los Angeles, CA 90038
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

July 19, 2022
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1.	Names of Reporting Persons. Nick Lewin	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization United States	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 17,018,805 (1)
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 15,769,002 (1)
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,018,805 (1)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 23.5%	
14.	Type of Reporting Person: IN	

- (1) With respect to the referenced shares owned directly by CPH Phase II SPV LP and CPH Phase III SPV LP, Mr. Lewin disclaims beneficial ownership thereof, except to the extent of his pecuniary interest therein.

1.	Names of Reporting Persons. CPH Phase II SPV LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 9,951,359
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 9,220,565
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 9,951,359	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 13.7%	
14.	Type of Reporting Person: PN	

1.	Names of Reporting Persons. CPH Phase III SPV LP	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 7,067,446
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 6,548,437
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 7,067,446	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 9.7%	
14.	Type of Reporting Person: PN	

1.	Names of Reporting Persons. CPH Holdings VII, LLC	
2.	Check the Appropriate Box if a Member of a Group (See Instructions) (a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>	
3.	SEC Use Only	
4.	Source of Funds (See Instructions) WC	
5.	Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e) <input type="checkbox"/>	
6.	Citizenship or Place of Organization Delaware	
Number of Shares Beneficially Owned by Each Reporting Person With	7.	Sole Voting Power 17,018,805 (1)
	8.	Shared Voting Power 0
	9.	Sole Dispositive Power 15,769,002 (1)
	10.	Shared Dispositive Power 0
11.	Aggregate Amount Beneficially Owned by Each Reporting Person 17,018,805 (1)	
12.	Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) <input type="checkbox"/>	
13.	Percent of Class Represented by Amount in Row (11) 23.5%	
14.	Type of Reporting Person: OO (Limited Liability Company)	

- (1) With respect to the referenced shares owned directly by CPH Phase II SPV LP and CPH Phase III SPV LP, CPH Holdings VII, LLC disclaims beneficial ownership thereof, except to the extent of its pecuniary interest therein.

Item 1. Security and Issuer.

This statement on Schedule 13D (this "Schedule 13D") relates to the shares of common stock, par value \$0.0001 per share (the "Common Stock"), of FaZe Holdings Inc., a Delaware corporation (the "Issuer", the "Company" or "New FaZe"), whose principal executive offices are located at 720 N. Cahuenga Blvd., Los Angeles, CA 90038.

Item 2. Identity and Background.

(a) and (f) This Schedule 13D is filed by Nick Lewin, a United States citizen, CPH Phase II SPV LP, a Delaware limited partnership, CPH Phase III SPV LP, a Delaware limited partnership, and CPH Holdings VII, LLC, a Delaware limited liability company (collectively, the "Reporting Persons"). CPH Holdings VII, LLC is the sole general partner of each of CPH Phase II SPV LP and CPH Phase III SPV LP, and Nick Lewin is the sole manager of CPH Holdings VII, LLC.

(b) and (c). The principal business address for each of the Reporting Persons is 1178 Broadway, 3rd Floor, #1014, New York, NY 10001. The principal business of CPH Phase II SPV LP is managing the assets of the partnership on behalf of its limited partners pursuant to the terms of its limited partnership agreement, and the principal business of CPH Phase III SPV LP is managing the assets of the partnership on behalf of its limited partners pursuant to the terms of its limited partnership agreement. The principal business of CPH Holdings VII, LLC is serving as the general partner of each of CPH Phase II SPV LP and CPH Phase III SPV LP. The principal business of Mr. Lewin is engaging in investment activities on behalf of himself and a number of business concerns.

(d) and (e). None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and, as a result of such proceeding, was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

On October 24, 2021, the Issuer, previously known as B. Riley Principal 150 Merger Corp., a Delaware corporation ("BRPM"), BRPM Merger Sub, Inc., a Delaware corporation and a direct, wholly owned subsidiary of BRPM ("Merger Sub"), and FaZe Clan Inc., a Delaware corporation ("Legacy FaZe"), entered into an Agreement and Plan of Merger, as amended on December 29, 2021 and March 10, 2022 (the "Merger Agreement"), pursuant to which, among other transactions, Merger Sub merged with and into Legacy FaZe (the "Merger"), whereupon the separate corporate existence of Merger Sub ceased and Legacy FaZe continued as the surviving corporation in the Merger as a wholly owned subsidiary of BRPM (the Merger with the other transactions described in the Merger Agreement, the "Business Combination"). In connection with the closing of the Business Combination (the "Closing"), BRPM changed its name to "FaZe Holdings Inc." The Business Combination closed on July 19, 2022 (the "Closing Date").

Pursuant to the terms of the Merger Agreement, each share of Legacy FaZe common stock outstanding immediately prior to the Closing (including the Legacy FaZe common stock issued upon the exercise of Legacy FaZe common stock purchase warrants and the conversion of the Legacy FaZe convertible promissory notes and Legacy FaZe's preferred stock) was cancelled and converted into the right to receive shares of Common Stock, including Earnout Shares (as defined in the Merger Agreement). In the Business Combination, CPH Phase II SPV LP received 9,220,565 shares of Common Stock (excluding Earnout Shares) and 730,794 Earnout Shares, and CPH Phase III SPV LP received 6,548,437 shares of Common Stock (excluding Earnout Shares) and 519,009 Earnout Shares, in each case, as the result of the conversion immediately prior to the Closing of Legacy FaZe convertible promissory notes held by it.

Each Earnout Share will vest and no longer be subject to forfeiture if, at any time during the period commencing 90 days after the Closing Date and ending on the fifth anniversary of the Closing Date, the volume-weighted average price of the Common Stock exceeds certain thresholds as discussed below. One-third of these Earnout Shares will vest if the volume-weighted average price of Common Stock equals or exceeds \$12.00 for any 20 trading days within any 30 trading day period, one-third will vest if the volume-weighted average price of the Common Stock equals or exceeds \$14.00 for any 20 trading days within any 30 trading day period, and one-third will vest if the volume-weighted average price of the Common Stock equals or exceeds \$16.00 for any 20 trading days within any 30 trading day period. Unvested Earnout Shares entitle the holder to voting rights over such shares.

Item 4. Purpose of Transaction.

The information in Items 3 and 5 of this Schedule 13D is incorporated herein by reference. The Reporting Persons hold the Issuer securities reported herein for investment purposes, subject to the following:

The Reporting Persons intend to review on a continuing basis their investment in the Issuer. The Reporting Persons may communicate with the board of directors of the Issuer (the “Board”), members of management and/or other stockholders from time to time with respect to operational, strategic, financial or governance matters or otherwise work with management and the Board with a view to maximizing stockholder value. Such discussions and actions may be preliminary and exploratory in nature, and may not rise to the level of a plan or proposal. The Reporting Persons may seek to acquire additional securities of the Issuer (which may include rights or securities exercisable or convertible into securities of the Issuer) from time to time, and/or may seek to sell or otherwise dispose of some or all of the Issuer’s securities from time to time, in each case, in open market or private transactions, block sales or otherwise, including in connection with extraordinary corporate transactions, such as a tender offer, merger or consolidation that would result in the de-listing of the Common Stock, or through in-kind distributions. The Reporting Persons expect to continue to actively evaluate such transactions, and to take other actions intended to position the Reporting Persons to opportunistically engage in one or more of such transactions in the future. Subject to the agreements described herein, any transaction that the Reporting Persons may pursue may be made at any time and from time to time without prior notice and will depend on a variety of factors, including, without limitation, the price and availability of the Issuer’s securities, subsequent developments affecting the Issuer, the Issuer’s business and the Issuer’s prospects, other investment and business opportunities available to such Reporting Persons, general industry and economic conditions, the securities markets in general, tax considerations and other factors deemed relevant by such Reporting Persons.

Except as described in this Schedule 13D, the Reporting Persons do not have any present plans or proposals that relate to or would result in any of the actions described in Item 4 of Schedule 13D, although the Reporting Persons, at any time and from time to time, may review, reconsider and change such position and/or change their purpose and/or develop such plans and may seek to influence management of the Issuer or the Board with respect to the business and affairs of the Issuer and may from time to time consider pursuing or proposing such matters with advisors, the Issuer or other persons.

Item 5. Interest in Securities of the Issuer.

(a) – (b) Calculations of the percentage of Common Stock beneficially owned is based on 72,506,839 shares of Common Stock outstanding as of July 19, 2022, as reported on a Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on July 22, 2022.

The aggregate number and percentage of the Common Stock beneficially owned by each Reporting Person and, for such Reporting Person, the number of shares as to which there is sole power to vote or to direct the vote, shared power to vote or to direct the vote, sole power to dispose or to direct the disposition, or shared power to dispose or to direct the disposition are set forth on rows 7 through 11 and row 13 of the cover pages of this Schedule 13D and are incorporated herein by reference. As of the date hereof, CPH Phase II SPV LP directly holds 9,220,565 shares of Common Stock (excluding Earnout Shares) and 730,794 Earnout Shares, and CPH Phase III SPV LP directly holds 6,548,437 shares of Common Stock (excluding Earnout Shares) and 519,009 Earnout Shares.

(c) Except as set forth in this Schedule 13D, the Reporting Persons have not effected any transactions in the Common Stock during the past 60 days.

(d) To the best knowledge of the Reporting Persons, no one other than the Reporting Persons, or the partners, members, affiliates or shareholders of affiliates of the Reporting Persons, have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Common Stock reported herein as beneficially owned by the Reporting Persons.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

The information in Item 3 of this Schedule 13D is incorporated herein by reference.

Item 7. Materials to be Filed as Exhibits

Exhibit Number	Description
Exhibit 1	Joint Filing Agreement, dated as of July 29, 2022, by and among the Reporting Persons (filed herewith).
Exhibit 2	Agreement and Plan of Merger, as amended on December 29, 2021 and March 10, 2022, by and among B. Riley Principal 150 Merger Corp., BRPM Merger Sub, Inc. and FaZe Clan Inc. (incorporated by reference to Annex A-1 of the Registration Statement on Form S-4 filed by the Issuer on June 21, 2022).

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 29, 2022

/s/ Nick Lewin

Nick Lewin

CPH HOLDINGS VII, LLC

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager

CPH PHASE II SPV LP

By: CPH Holdings VII, LLC

Its: General Partner

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager

CPH PHASE III SPV LP

By: CPH Holdings VII, LLC

Its: General Partner

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager

[FaZe Holdings Inc. – Schedule 13D Signature Page]

JOINT FILING AGREEMENT

Pursuant to and in accordance with the Securities Exchange Act of 1934, as amended, and the rules and regulations thereunder (the “Exchange Act”) the undersigned hereby agree to the joint filing on behalf of each of them of any filing required by such party under Section 13 of the Exchange Act or any rule or regulation thereunder (including any amendment, restatement, supplement, and/or exhibit thereto) with respect to the common stock, par value \$0.0001 per share, of FaZe Holdings Inc., a Delaware corporation, and further agree to the filing, furnishing, and/or incorporation by reference of this Agreement as an exhibit thereto. Each of them is responsible for the timely filing of such filings and any amendments thereto, and for the completeness and accuracy of the information concerning such person contained therein; but none of them is responsible for the completeness or accuracy of the information concerning the other persons making the filing, unless such person knows or has reason to believe that such information is inaccurate. This Agreement shall remain in full force and effect until revoked by any party hereto in a signed writing provided to each other party hereto, and then only with respect to such revoking party. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

Dated: July 29, 2022

/s/ Nick Lewin

Nick Lewin

CPH HOLDINGS VII, LLC

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager

CPH PHASE II SPV LP

By: CPH Holdings VII, LLC

Its: General Partner

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager

CPH PHASE III SPV LP

By: CPH Holdings VII, LLC

Its: General Partner

By: */s/ Nick Lewin*

Name: Nick Lewin

Its: Manager