

**SECURITIES & EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**  
**FORM 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2016

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_ to \_\_\_

Commission File No. 001-14761

GAMCO INVESTORS, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State of other jurisdiction of  
incorporation or organization)

13-4007862

(I.R.S. Employer Identification  
No.)

One Corporate Center, Rye, NY

(Address of principle executive  
offices)

10580-1422

(Zip Code)

(914) 921-3700

Registrant's telephone number, including area code

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of the latest practical date.

Class	Outstanding at July 31, 2016
Class A Common Stock, .001 par value (Including 549,700 restricted stock awards)	10,658,476
Class B Common Stock, .001 par value	19,093,311

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**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**UNAUDITED**

(Dollars in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
<b>Revenues</b>				
Investment advisory and incentive fees	\$ 72,794	\$ 85,301	\$ 143,642	\$ 171,369
Distribution fees and other income	11,150	13,392	21,687	27,130
Total revenues	<u>83,944</u>	<u>98,693</u>	<u>165,329</u>	<u>198,499</u>
<b>Expenses</b>				
Compensation	20,623	37,178	40,897	75,155
Management fee	1,133	4,194	2,213	8,329
Distribution costs	10,501	13,289	21,218	27,730
Other operating expenses	4,940	5,051	9,312	9,714
Total expenses	<u>37,197</u>	<u>59,712</u>	<u>73,640</u>	<u>120,928</u>
Operating income	46,747	38,981	91,689	77,571
<b>Other income (expense)</b>				
Net gain from investments	240	135	463	148
Interest and dividend income	365	503	733	1,031
Interest expense	(3,168)	(1,855)	(6,574)	(3,760)
Total other expense, net	<u>(2,563)</u>	<u>(1,217)</u>	<u>(5,378)</u>	<u>(2,581)</u>
Income before income taxes	44,184	37,764	86,311	74,990
Income tax provision	16,641	13,989	32,743	28,067
Income from continuing operations	27,543	23,775	53,568	46,923
Income from discontinued operations, net of taxes	-	326	-	1,954
Net income attributable to GAMCO Investors, Inc.'s shareholders	<u>\$ 27,543</u>	<u>\$ 24,101</u>	<u>\$ 53,568</u>	<u>\$ 48,877</u>
Net income attributable to GAMCO Investors, Inc.'s shareholders per share:				
Basic - Continuing operations	\$ 0.94	\$ 0.95	\$ 1.83	\$ 1.87
Basic - Discontinued operations	-	0.01	-	0.08
Basic - Total	<u>\$ 0.94</u>	<u>\$ 0.96</u>	<u>\$ 1.83</u>	<u>\$ 1.95</u>
Diluted - Continuing operations	\$ 0.93	\$ 0.94	\$ 1.82	\$ 1.85
Diluted - Discontinued operations	-	0.01	-	0.08
Diluted - Total	<u>\$ 0.93</u>	<u>\$ 0.95</u>	<u>\$ 1.82</u>	<u>\$ 1.93</u>
Weighted average shares outstanding:				
Basic	<u>29,234</u>	<u>25,065</u>	<u>29,241</u>	<u>25,098</u>
Diluted	<u>29,522</u>	<u>25,358</u>	<u>29,510</u>	<u>25,386</u>
Dividends declared:	<u>\$ 0.02</u>	<u>\$ 0.07</u>	<u>\$ 0.04</u>	<u>\$ 0.14</u>

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME**  
**UNAUDITED**

(Dollars in thousands, except per share data)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Net income	\$ 27,543	\$ 24,101	\$ 53,568	\$ 48,877
Other comprehensive gain/(loss), net of tax:				
Foreign currency translation	(65)	55	(93)	13
Net unrealized loss on securities available for sale (a)	(2,766)	(255)	(183)	(722)
Other comprehensive loss	(2,831)	(200)	(276)	(709)
Comprehensive income attributable to GAMCO Investors, Inc.	<u>\$ 24,712</u>	<u>\$ 23,901</u>	<u>\$ 53,292</u>	<u>\$ 48,168</u>

(a) Net of income tax benefit of (\$1,624), (\$150), (\$107) and (\$424), respectively.

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**UNAUDITED**

(Dollars in thousands, except per share data)

	June 30, 2016	December 31, 2015	June 30, 2015
<b>ASSETS</b>			
Cash and cash equivalents	\$ 24,224	\$ 13,719	\$ 11,202
Investments in securities	32,079	32,975	37,429
Receivable from brokers	230	1,091	1,490
Investment advisory fees receivable	31,811	31,048	31,171
Receivable from affiliates	-	5,041	28,219
Income tax receivable and deferred tax asset	11,905	6,787	2,303
Other assets	13,665	13,238	11,648
Assets of discontinued operations	-	-	741,946
Total assets	<u>\$ 113,914</u>	<u>\$ 103,899</u>	<u>\$ 865,408</u>
<b>LIABILITIES AND EQUITY</b>			
Payable to brokers	\$ 45	\$ 12	\$ 1,257
Income taxes payable and deferred tax liabilities	822	4,823	11,033
Capital lease obligation	5,120	5,170	5,213
Compensation payable	25,592	24,426	62,811
Securities sold, not yet purchased	-	129	-
Payable to affiliates	1,226	7,687	204
Accrued expenses and other liabilities	30,483	28,882	29,263
Liabilities of discontinued operations	-	-	76,515
Sub-total	<u>63,288</u>	<u>71,129</u>	<u>186,296</u>
AC 4% PIK Note (due November 30, 2020) (Note F)	250,000	250,000	-
Loan from GGCP (due December 28, 2016) (Note F)	-	35,000	-
5.875% Senior notes (due June 1, 2021)	24,109	24,097	99,422
Zero coupon subordinated debentures, Face value: \$0.0 million at June 30, 2016, \$0.0 million at December 31, 2015 and \$6.9 million at June 30, 2015, respectively (due December 31, 2015)	-	-	6,628
Total liabilities	<u>337,397</u>	<u>380,226</u>	<u>292,346</u>
Redeemable noncontrolling interests from discontinued operations	-	-	5,943
Commitments and contingencies (Note J)			
<b>Equity</b>			
GAMCO Investors, Inc. stockholders' equity			
Preferred stock, \$.001 par value; 10,000,000 shares authorized; none issued and outstanding			
Class A Common Stock, \$.001 par value; 100,000,000 shares authorized; 15,482,982, 15,422,901 and 15,381,179 issued, respectively; 10,681,153, 10,664,107 and 6,506,477 outstanding, respectively			
	14	14	14
Class B Common Stock, \$.001 par value; 100,000,000 shares authorized; 24,000,000 shares issued; 19,093,311, 19,156,792 and 19,218,814 shares outstanding, respectively			
	19	19	19
Additional paid-in capital	2,417	345	297,494
Retained earnings (deficit)	18,155	(34,224)	648,231
Accumulated other comprehensive income	8,839	9,115	24,305
Treasury stock, at cost (4,801,829, 4,758,794 and 8,874,702 shares, respectively)	(252,927)	(251,596)	(405,633)
Total GAMCO Investors, Inc. stockholders' equity (deficit)	<u>(223,483)</u>	<u>(276,327)</u>	<u>564,430</u>
Noncontrolling interests from discontinued operations	-	-	2,689
Total equity (deficit)	<u>(223,483)</u>	<u>(276,327)</u>	<u>567,119</u>
Total liabilities and equity (deficit)	<u>\$ 113,914</u>	<u>\$ 103,899</u>	<u>\$ 865,408</u>

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
**UNAUDITED**  
**(In thousands)**

**For the six months ended June 30, 2016**

	GAMCO Investors, Inc. stockholders						
	Common Stock	Additional Paid-in Capital	Retained Earnings (Deficit)	Accumulated Other		Treasury Stock	Total
				Comprehensive Income	Income		
Balance at December 31, 2015	\$ 33	\$ 345	\$ (34,224)	\$ 9,115	\$ (251,596)	\$ (276,327)	
Net income	-	-	53,568	-	-	53,568	
Net unrealized losses on securities available for sale, net of income tax benefit (\$49)	-	-	-	(85)	-	(85)	
Amounts reclassified from accumulated other comprehensive income, net of income tax expense (\$58)	-	-	-	(98)	-	(98)	
Foreign currency translation	-	-	-	(93)	-	(93)	
Dividends declared (\$0.04 per share)	-	-	(1,189)	-	-	(1,189)	
Stock based compensation expense	-	2,072	-	-	-	2,072	
Purchase of treasury stock	-	-	-	-	(1,331)	(1,331)	
Balance at June 30, 2016	<u>\$ 33</u>	<u>\$ 2,417</u>	<u>\$ 18,155</u>	<u>\$ 8,839</u>	<u>\$ (252,927)</u>	<u>\$ (223,483)</u>	

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY**  
**UNAUDITED**  
(In thousands)

**For the six months ended June 30, 2015**

	GAMCO Investors, Inc. stockholders								
			Additional			Accumulated			
	Noncontrolling	Common	Paid-in	Retained	Other	Treasury	Total	Redeemable	Noncontrolling
	Interests	Stock	Capital	Earnings	Comprehensive	Stock			Interests
Balance at December 31, 2014	\$ 2,734	\$ 33	\$ 291,681	\$ 602,950	\$ 25,014	\$(394,617)	\$ 527,795		\$ 68,334
Redemptions of redeemable noncontrolling interests	-	-	-	-	-	-	-		(441)
Contributions from redeemable noncontrolling interests	-	-	-	-	-	-	-		336
Consolidation of a consolidated feeder fund and a partnership	-	-	-	-	-	-	-		996
Deconsolidation of an offshore fund	-	-	-	-	-	-	-		(63,256)
Net income (loss)	(45)	-	-	48,877	-	-	48,832		(26)
Net unrealized losses on securities available for sale, net of income tax benefit (\$400)	-	-	-	-	(681)	-	(681)		-
Amounts reclassified from accumulated other comprehensive income, net of income tax benefit (\$24)	-	-	-	-	(41)	-	(41)		-
Foreign currency translation	-	-	-	-	13	-	13		-
Dividends declared (\$0.14 per share)	-	-	-	(3,596)	-	-	(3,596)		-
Stock based compensation expense	-	-	4,544	-	-	-	4,544		-
Exercise of stock options including tax benefit (\$102)	-	-	1,269	-	-	-	1,269		-
Purchase of treasury stock	-	-	-	-	-	(11,016)	(11,016)		-
Balance at June 30, 2015	<u>\$ 2,689</u>	<u>\$ 33</u>	<u>\$ 297,494</u>	<u>\$ 648,231</u>	<u>\$ 24,305</u>	<u>\$(405,633)</u>	<u>\$ 567,119</u>		<u>\$ 5,943</u>

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**  
(In thousands)

	Six Months Ended	
	June 30,	
	2016	2015
<b>Operating activities</b>		
Net income	\$ 53,568	\$ 48,877
Less: Income from discontinued operations, net of taxes	-	(1,954)
Income from continuing operations	53,568	46,923
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	313	311
Stock based compensation expense	2,072	3,279
Deferred income taxes	(2,016)	(1,902)
Tax benefit from exercise of stock options	-	102
Foreign currency translation gain/(loss)	(93)	13
Cost basis of donated securities	65	14
Net gains on sales of available for sale securities	(4)	(5)
Accretion of zero coupon debentures	-	376
Loss on extinguishment of zero coupon debentures	-	310
(Increase) decrease in assets:		
Investments in trading securities	223	-
Receivable from affiliates	5,036	(1,769)
Receivable from brokers	861	193
Investment advisory fees receivable	(762)	6,556
Income taxes receivable and deferred tax assets	(5,118)	130
Other assets	(769)	910
Increase (decrease) in liabilities:		
Payable to affiliates	(6,461)	(150)
Payable to brokers	32	1,245
Income taxes payable and deferred tax liabilities	(1,875)	(4,508)
Compensation payable	1,172	32,006
Accrued expenses and other liabilities	1,533	1,331
Total adjustments	(5,791)	38,442
Net cash provided by operating activities from continuing operations	\$ 47,777	\$ 85,365



**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED (continued)**  
**(In thousands)**

	<b>Six Months Ended</b>	
	<b>June 30,</b>	
	<b>2016</b>	<b>2015</b>
<b>Investing activities</b>		
Purchases of available for sale securities	\$ (213)	\$ -
Proceeds from sales of available for sale securities	408	51
Net cash provided by investing activities from continuing operations	195	51
<b>Financing activities</b>		
Net cash transferred from AC	-	75,529
Proceeds from exercise of stock options	-	1,167
Dividends paid	(1,170)	(3,510)
Repurchase of Zero coupon subordinated debentures	-	(6,221)
Purchase of treasury stock	(1,331)	(11,016)
Repayment of loan from GGCP	(35,000)	-
Amortization of debt issuance costs	12	49
Net cash (used in) provided by financing activities from continuing operations	(37,489)	55,998
<b>Cash flows of discontinued operations</b>		
Net cash provided by operating activities	-	48,650
Net cash used in investing activities	-	(40,338)
Net cash used in financing activities	-	(151,214)
Net cash used in discontinued operations	-	(142,902)
Effect of exchange rates on cash and cash equivalents	22	(4)
Net increase/(decrease) in cash and cash equivalents	10,505	(1,492)
Cash and cash equivalents at beginning of period	13,719	12,694
Cash and cash equivalents at end of period	\$ 24,224	\$ 11,202
<b>Supplemental disclosures of cash flow information:</b>		
Cash paid for interest	\$ 1,089	\$ 3,334
Cash paid for taxes	\$ 39,354	\$ 34,833

**Non-cash activity:**

- For the six months ended June 30, 2016 and June 30, 2015, the Company accrued dividends on restricted stock awards of \$19 and \$86, respectively.

See accompanying notes.

**GAMCO INVESTORS, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**June 30, 2016**  
**(Unaudited)**

**A. Significant Accounting Policies**

*Basis of Presentation*

Unless we have indicated otherwise, or the context otherwise requires, references in this report to “GAMCO Investors, Inc.,” “GAMCO,” “the Company,” “GBL,” “we,” “us” and “our” or similar terms are to GAMCO Investors, Inc., its predecessors and its subsidiaries.

The unaudited interim condensed consolidated financial statements of GAMCO included herein have been prepared in conformity with generally accepted accounting principles (“GAAP”) in the United States for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by U.S. GAAP in the United States for complete financial statements. In the opinion of management, the unaudited interim condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of financial position, results of operations and cash flows of GAMCO for the interim periods presented and are not necessarily indicative of a full year’s results.

The interim condensed consolidated financial statements include the accounts of GAMCO and its subsidiaries. Intercompany accounts and transactions are eliminated.

These interim condensed consolidated financial statements are consistent with and should be read in conjunction with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2015.

*Reclassifications*

Certain amounts reported for the prior period in the accompanying condensed consolidated financial statements have been reclassified in order to conform to the current period’s presentation. Assets and liabilities related to the spin-off (“Spin-off”) of Associated Capital Group, Inc. (“AC”) on November 30, 2015 on the Company’s condensed consolidated statement of financial condition as of June 30, 2015 have been reclassified as assets and liabilities of discontinued operations (See Note J. Discontinued Operations for further details). All assets and liabilities related to discontinued operations are excluded from the footnotes for all periods presented unless otherwise noted. In addition, the historical results of AC and certain investment partnerships and offshore funds have been reflected in the accompanying consolidated statements of income for the quarter and six months ended June 30, 2015 as discontinued operations and financial information related to discontinued operations has been excluded from the notes to these interim condensed consolidated financial statements for all periods presented.

*Use of Estimates*

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported on the interim condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

*Recent Accounting Developments*

In May 2014, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2014-09, “Revenue from Contracts with Customers,” which supersedes the revenue recognition requirements in the Accounting Standards Codification (“Codification”) Topic 605, Revenue Recognition, and most industry-specific guidance throughout the industry topics of the Codification. The core principle of the new ASU No. 2014-09 is for companies to recognize revenue from the transfer of goods or services to customers in amounts that reflect the consideration to which the company expects to be entitled in exchange for those goods or services. The new standard provides a five-step approach to be applied to all contracts with customers and also requires expanded disclosures about revenue recognition. The ASU is effective for annual reporting periods beginning after December 15, 2017, including interim periods and is to be retrospectively applied. Early adoption is not permitted. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In April 2015, the FASB issued ASU 2015-03, which amends the presentation of debt issuance costs in financial statements. This amended guidance requires entities to present the cost of debt issuances as a reduction of the related debt rather than as an asset. This guidance is effective for the Company beginning January 1, 2016. Entities should apply the guidance retrospectively to all prior periods. The Company adopted this guidance on January 1, 2016 without a material impact to the consolidated financial statements.

In January 2016, the FASB issued ASU 2016-01, which amends the guidance in U.S. GAAP on the classification and measurement of financial instruments. Although the ASU retains many current requirements, it significantly revises an entity's accounting related to (1) the classification and measurement of investments in equity securities and (2) the presentation of certain fair value changes for financial liabilities measured at fair value. The ASU also amends certain disclosure requirements associated with the fair value of financial instruments. For public companies, the new standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2017. To adopt the amendments, entities will be required to make a cumulative-effect adjustment to beginning retained earnings as of the beginning of the fiscal year in which the guidance is effective. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, which amends the guidance in U.S. GAAP for the accounting for leases. ASU 2016-02 requires a lessee to recognize assets and liabilities arising from most operating leases in the condensed consolidated statement of financial position. ASU 2016-02 is effective beginning January 1, 2019. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, which simplifies several aspects of the accounting for employee share-based payment transactions for both public and nonpublic entities, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. For public companies, the ASU is effective for annual reporting periods beginning after December 15, 2016, including interim periods within those annual reporting periods. Early adoption is permitted. The Company is currently evaluating this guidance and the impact it will have on its consolidated financial statements.

## B. Investment in Securities

Investments in securities at June 30, 2016, December 31, 2015 and June 30, 2015 consisted of the following:

	June 30, 2016		December 31, 2015		June 30, 2015	
	Cost	Fair Value	Cost	Fair Value	Cost	Fair Value
	(In thousands)					
Trading securities:						
Common stocks	\$ 16	\$ 17	\$ 385	\$ 368	\$ -	\$ -
Total trading securities	16	17	385	368	-	-
Available for sale securities:						
Common stocks	17,642	32,062	17,898	32,607	13,578	37,429
Total available for sale securities	17,642	32,062	17,898	32,607	13,578	37,429
Total investments in securities	\$ 17,658	\$ 32,079	\$ 18,283	\$ 32,975	\$ 13,578	\$ 37,429

Securities sold, not yet purchased at June 30, 2016, December 31, 2015 and June 30, 2015 consisted of the following:

	June 30, 2016		December 31, 2015		June 30, 2015	
	Proceeds	Fair Value	Proceeds	Fair Value	Proceeds	Fair Value
	(In thousands)					
Trading securities:						
Common stocks	\$ -	\$ -	\$ 123	\$ 129	\$ -	\$ -
Total securities sold, not yet purchased	\$ -	\$ -	\$ 123	\$ 129	\$ -	\$ -

Management determines the appropriate classification of debt and equity securities at the time of purchase and reevaluates such designation as of the date of each condensed consolidated statement of financial condition. Investments in United States Treasury Bills and Notes with maturities of greater than three months at the time of purchase are classified as investments in securities, and those with maturities of three months or less at the time of purchase are classified as cash equivalents. The portion of investments in securities held for resale in anticipation of short-term market movements are classified as trading securities. Trading securities are

stated at fair value, with any unrealized gains or losses reported in current period earnings. Available for sale (“AFS”) investments are stated at fair value, with any unrealized gains or losses, net of taxes, reported as a component of equity except for losses deemed to be other than temporary (“OTT”) which are recorded as realized losses in the condensed consolidated statements of income.

The following table identifies all reclassifications out of accumulated other comprehensive income (“AOCI”) into income for the three and six months ended June 30, 2016 and 2015 (in thousands):

Amount Reclassified from AOCI		Affected Line Items in the Statements Of Income	Reason for Reclassification from AOCI
<b>Three months ended June 30,</b>			
<b>2016</b>	<b>2015</b>		
\$ 2	\$ 2	Net gain from investments	Realized gain on sale of AFS securities
152	35	Other operating expenses/net gain from investments	Realized gain on donation of AFS securities
\$ 154	\$ 37	Income before income taxes	
(57)	(14)	Income tax provision	
\$ 97	\$ 23	Net income	
<b>Six months ended June 30,</b>			
<b>2016</b>	<b>2015</b>		
\$ 4	\$ 5	Net gain from investments	Realized gain on sale of AFS securities
152	35	Other operating expenses/net gain from investments	Realized gain on donation of AFS securities
\$ 156	\$ 40	Income before income taxes	
(58)	(15)	Income tax provision	
\$ 98	\$ 25	Net income	

The following is a summary of the cost, gross unrealized gains, gross unrealized losses and fair value of available for sale investments as of June 30, 2016, December 31, 2015 and June 30, 2015:

	<b>June 30, 2016</b>			
	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
	(In thousands)			
Common stocks	\$ 17,642	\$ 14,420	\$ -	\$ 32,062
Total available for sale securities	\$ 17,642	\$ 14,420	\$ -	\$ 32,062
	<b>December 31, 2015</b>			
	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
	(In thousands)			
Common stocks	\$ 17,898	\$ 14,709	\$ -	\$ 32,607
Total available for sale securities	\$ 17,898	\$ 14,709	\$ -	\$ 32,607
	<b>June 30, 2015</b>			
	<b>Cost</b>	<b>Gross Unrealized Gains</b>	<b>Gross Unrealized Losses</b>	<b>Fair Value</b>
	(In thousands)			
Common stocks	\$ 13,578	\$ 23,851	\$ -	\$ 37,429
Total available for sale securities	\$ 13,578	\$ 23,851	\$ -	\$ 37,429

Changes in net unrealized loss, net of taxes, for the three months ended June 30, 2016 and June 30, 2015 of \$2.8 million and \$0.3 million, respectively, have been included in other comprehensive income, a component of equity, at June 30, 2016 and June 30, 2015.

During the three months ended June 30, 2016 and June 30, 2015, proceeds from the sales of investments available for sale were approximately \$100,000 and \$19,000, respectively. For the three months ended June 30, 2016 and June 30, 2015, gross gains on the sale of investments available for sale amounted to \$2,000 and \$2,000, respectively, and were reclassified from other comprehensive income into net gain from investments in the condensed consolidated statements of income. There were no realized losses on the sale of investments available for sale for the three months ended June 30, 2016 or June 30, 2015. Changes in net unrealized loss, net of taxes, for the six months ended June 30, 2016 and June 30, 2015 of \$0.2 million and \$0.7 million, respectively, have been included in other comprehensive income, a component of equity, at June 30, 2016 and June 30, 2015. During the six months ended June 30, 2016 and June 30, 2015, proceeds from the sales of investments available for sale were approximately \$408,000 and \$51,000, respectively. For the six months ended June 30, 2016 and June 30, 2015, gross gains on the sale of investments available for sale amounted to \$4,000 and \$5,000, respectively, and were reclassified from other comprehensive income into net gain from investments in the condensed consolidated statements of income. There were no realized losses on the sale of investments available for sale for the six months ended June 30, 2016 or June 30, 2015. The basis on which the cost of a security sold is determined using specific identification. Accumulated other comprehensive income on the consolidated statements of equity is primarily comprised of unrealized gains/losses, net of taxes, for AFS securities.

GBL has an established accounting policy and methodology to determine other-than-temporary impairment on available for sale securities. Under this policy, available for sale securities are evaluated for other than temporary impairments and any impairment charges are recorded in net gain/(loss) from investments on the condensed consolidated statements of income. Management reviews all available for sale securities whose cost exceeds their market value to determine if the impairment is other than temporary. Management uses qualitative factors such as diversification of the investment, the amount of time that the investment has been impaired, the intent to sell and the severity of the decline in determining whether the impairment is other than temporary.

There were no investments classified as available for sale that were in an unrealized loss position at June 30, 2016, December 31, 2015 or June 30, 2015.

For the three and six months ended June 30, 2016 and 2015 there were no losses on available for sale securities that were deemed to be other than temporary.

### C. Fair Value

The following tables present information about the Company's assets and liabilities by major categories measured at fair value on a recurring basis as of June 30, 2016, December 31, 2015 and June 30, 2015 and indicates the fair value hierarchy of the valuation techniques utilized by the Company to determine such fair value:

#### Assets and Liabilities Measured at Fair Value on a Recurring Basis as of June 30, 2016 (in thousands)

	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Balance as of June 30, 2016
<b>Assets</b>				
Cash equivalents	\$ 23,988	\$ -	\$ -	\$ 23,988
Investments in securities:				
AFS - Common stocks	32,062	-	-	32,062
Trading - Common stocks	17	-	-	17
Total investments in securities	32,079	-	-	32,079
Total assets at fair value	\$ 56,067	\$ -	\$ -	\$ 56,067
<b>Liabilities</b>				
Securities sold, not yet purchased:				
Trading - Common stocks	\$ -	\$ -	\$ -	\$ -
Total securities sold, not yet purchased	\$ -	\$ -	\$ -	\$ -

**Assets and Liabilities Measured at Fair Value on a Recurring Basis as of December 31, 2015 (in thousands)**

<b>Assets</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Balance as of December 31, 2015</b>
Cash equivalents	\$ 13,538	\$ -	\$ -	\$ 13,538
Investments in securities:				
AFS - Common stocks	32,607	-	-	32,607
Trading - Common stocks	368	-	-	368
Total investments in securities	32,975	-	-	32,975
<b>Total assets at fair value</b>	<b>\$ 46,513</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 46,513</b>
<b>Liabilities</b>				
Securities sold, not yet purchased:				
Trading - Common stocks	\$ 129	\$ -	\$ -	\$ 129
<b>Total securities sold, not yet purchased</b>	<b>\$ 129</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 129</b>

**Assets and Liabilities Measured at Fair Value on a Recurring Basis as of June 30, 2015 (in thousands)**

<b>Assets</b>	<b>Quoted Prices in Active Markets for Identical Assets (Level 1)</b>	<b>Significant Other Observable Inputs (Level 2)</b>	<b>Significant Unobservable Inputs (Level 3)</b>	<b>Balance as of June 30, 2015</b>
Cash equivalents	\$ 11,043	\$ -	\$ -	\$ 11,043
Investments in securities:				
AFS - Common stocks	37,429	-	-	37,429
Trading - Common stocks	-	-	-	-
Total investments in securities	37,429	-	-	37,429
<b>Total assets at fair value</b>	<b>\$ 48,472</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 48,472</b>
<b>Liabilities</b>				
Securities sold, not yet purchased:				
Trading - Common stocks	\$ -	\$ -	\$ -	\$ -
<b>Total securities sold, not yet purchased</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>

During the quarters ended June 30, 2016 and 2015, there were no transfers between any Level 1 and Level 2 holdings, or between Level 1 and Level 3 holdings.

Other than certain securities which were part of the Spin-off, the Company did not hold any Level 2 or 3 securities at either June 30, 2016, December 31, 2015 or June 30, 2015.

**D. Income Taxes**

The effective tax rate (“ETR”) for the three months ended June 30, 2016 and June 30, 2015 was 37.7% and 37.0%, respectively. The ETR for the six months ended June 30, 2016 and June 30, 2015 was 37.9% and 37.4%, respectively.

## E. Earnings Per Share

The computations of basic and diluted net income per share are as follows:

(In thousands, except per share amounts)	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
<b>Basic:</b>				
Income from continuing operations	\$ 27,543	\$ 23,775	\$ 53,568	\$ 46,923
Income from discontinued operations, net of taxes	-	326	-	1,954
Net income attributable to GAMCO Investors, Inc.'s shareholders	<u>\$ 27,543</u>	<u>\$ 24,101</u>	<u>\$ 53,568</u>	<u>\$ 48,877</u>
Weighted average shares outstanding	29,234	25,065	29,241	25,098
<b>Basic net income per share attributable to GAMCO Investors, Inc.'s shareholders:</b>				
Continuing operations	\$ 0.94	\$ 0.95	\$ 1.83	\$ 1.87
Discontinued operations	-	0.01	-	0.08
Total	<u>\$ 0.94</u>	<u>\$ 0.96</u>	<u>\$ 1.83</u>	<u>\$ 1.95</u>
<b>Diluted:</b>				
Income from continuing operations	\$ 27,543	\$ 23,775	\$ 53,568	\$ 46,923
Income from discontinued operations, net of taxes	-	326	-	1,954
Net income attributable to GAMCO Investors, Inc.'s shareholders	<u>\$ 27,543</u>	<u>\$ 24,101</u>	<u>\$ 53,568</u>	<u>\$ 48,877</u>
Weighted average share outstanding	29,234	25,065	29,241	25,098
Dilutive stock options and restricted stock awards	288	293	269	288
Total	<u>29,522</u>	<u>25,358</u>	<u>29,510</u>	<u>25,386</u>
<b>Diluted net income per share attributable to GAMCO Investors, Inc.'s shareholders:</b>				
Continuing operations	\$ 0.93	\$ 0.94	\$ 1.82	\$ 1.85
Discontinued operations	-	0.01	-	0.08
Total	<u>\$ 0.93</u>	<u>\$ 0.95</u>	<u>\$ 1.82</u>	<u>\$ 1.93</u>

## F. Debt

Debt consists of the following:

	June 30, 2016		December 31, 2015		June 30, 2015	
	Carrying Value	Fair Value Level 2	Carrying Value	Fair Value Level 2	Carrying Value	Fair Value Level 2
(In thousands)						
AC 4% PIK Note	\$ 250,000	\$ 251,909	\$ 250,000	\$ 250,000	\$ -	\$ -
Loan from GGCP	-	-	35,000	35,000	-	-
5.875% Senior notes	24,109	24,483	24,097	24,437	99,422	107,361
0% Subordinated debentures	-	-	-	-	6,628	6,835
Total	<u>\$ 274,109</u>	<u>\$ 276,392</u>	<u>\$ 309,097</u>	<u>\$ 309,437</u>	<u>\$ 106,050</u>	<u>\$ 114,196</u>

### AC 4% PIK Note

In connection with the Spin-off of AC on November 30, 2015, the Company issued a \$250 million promissory note (the "AC 4% PIK Note") payable to AC. The AC 4% PIK Note bears interest at 4.0% per annum. The original principal amount has a maturity date of November 30, 2020. Interest on the AC 4% PIK Note will accrue from the date of the last interest payment, or if no interest has been paid, from the effective date of the AC 4% PIK Note. At the election of the Company, payment of interest on the AC 4% PIK Note may be paid in kind (in whole or in part) on the then-outstanding principal amount (a "PIK Amount") in lieu of cash. The Company will repay the original principal amount of the AC 4% PIK Note to AC in five equal annual installments of \$50 million on each interest payment date up to and including the maturity date. All PIK Amounts added to the outstanding principal amount of the AC 4% PIK Note will mature on the fifth anniversary from the date the PIK Amount was added to the outstanding principal of the AC 4% PIK Note. In no event may any interest be paid in kind subsequent to November 30, 2019. The Company may prepay the AC 4% PIK Note (in whole or in part) prior to maturity without penalty.

### *5.875% Senior notes*

On May 31, 2011, the Company issued 10-year, \$100 million senior notes (“Senior Notes”). The Senior Notes mature on June 1, 2021 and bear interest at 5.875% per annum, payable semi-annually on June 1 and December 1 of each year and commenced on December 1, 2011. Upon the occurrence of a change of control triggering event, as defined in the indenture, the Company would be required to offer to repurchase the Senior Notes at 101% of their principal amount.

On November 18, 2015, the Company commenced a tender offer (the “Offer”) to purchase for cash up to \$100 million aggregate principal amount of the Senior Notes at a price of 101% of the principal amount. \$75.8 million of face value Senior Notes were tendered upon the expiration of the Offer. At June 30, 2016, December 31, 2015 and June 30, 2015, the debt was recorded at its face value, net of issuance costs, of \$24.1 million, \$24.1 million and \$99.4 million, respectively.

### *Loan from GGCP*

In connection with the Offer, the Company borrowed \$35.0 million from GGCP. The loan has a term of one year and bears interest at 90-day LIBOR plus 3.25%, reset and payable quarterly. On March 18, 2016, the Company paid back \$15.0 million of the loan. During the second quarter of 2016 the Company paid back the remaining \$20.0 million of the loan. At December 31, 2015, the debt was recorded at its face value of \$35.0 million.

### *Zero coupon subordinated debentures due December 31, 2015*

On December 31, 2010, the Company issued \$86.4 million in par value of five year zero coupon subordinated debentures due December 31, 2015 (“Debentures”) to its shareholders of record on December 15, 2010 through the declaration of a special dividend of \$3.20 per share. The Debentures have a par value of \$100 and are callable at the option of the Company, in whole or in part, at any time or from time to time, at a redemption price equal to 100% of the principal amount of the Debentures to be redeemed. During the three and six month periods ended June 30, 2015 the Company repurchased 36,269 Debentures and 62,226 Debentures, respectively, having a face value of \$3.6 million and \$6.2 million, respectively. The redemptions were accounted for as extinguishments of debt and resulted in losses of \$154,000 and \$310,000, respectively, which was included in net gain from investments on the condensed consolidated statements of income. The debt was being accreted to its face value using the effective rate on the date of issuance of 7.45%. At June 30, 2015, the debt was recorded at its accreted value of \$6.6 million. The debt matured on December 31, 2015 and was fully paid at that time.

The fair value of the Company’s debt, which is a Level 2 valuation, is estimated based on either quoted market prices for the same or similar issues or on the current rates offered to the Company for debt of the same remaining maturities or using market standard models. Inputs in these standard models include credit rating, maturity and interest rate.

On May 4, 2015, the Securities and Exchange Commission (“SEC”) declared effective the “shelf” registration statement filed by the Company. The “shelf” provides the Company with the flexibility of issuing any combination of senior and subordinated debt securities, convertible securities and common and preferred securities up to a total amount of \$500 million and replaced the existing shelf registration which expired in May 2015. As of June 30, 2016, \$500 million is available on the shelf.

### **G. Stockholders’ Equity**

Shares outstanding were 29.8 million, 29.8 million and 25.7 million on June 30, 2016, December 31, 2015 and June 30, 2015, respectively.



## Dividends

	<b>Payment</b>	<b>Record</b>	
	<b>Date</b>	<b>Date</b>	<b>Amount</b>
Three months ended March 31, 2016	March 29, 2016	March 15, 2016	\$ 0.02
Three months ended June 30, 2016	June 28, 2016	June 14, 2016	0.02
Six months ended June 30, 2016			<u>\$ 0.04</u>
Three months ended March 31, 2015	March 31, 2015	March 17, 2015	\$ 0.07
Three months ended June 30, 2015	June 30, 2015	June 16, 2015	0.07
Six months ended June 30, 2015			<u>\$ 0.14</u>

## Voting Rights

The holders of Class A Common stock (“Class A Stock”) and Class B Common stock (“Class B Stock”) have identical rights except that (i) holders of Class A Stock are entitled to one vote per share, while holders of Class B Stock are entitled to ten votes per share on all matters to be voted on by shareholders in general, and (ii) holders of Class A Stock are not eligible to vote on matters relating exclusively to Class B Stock and vice versa.

## Stock Award and Incentive Plan

The Company maintains two Plans approved by the shareholders, which are designed to provide incentives which will attract and retain individuals key to the success of GBL through direct or indirect ownership of our common stock. Benefits under the Plans may be granted in any one or a combination of stock options, stock appreciation rights, restricted stock, restricted stock units, stock awards, dividend equivalents and other stock or cash based awards. A maximum of 3.5 million shares of Class A Stock have been reserved for issuance under the Plans by a committee of the Board of Directors responsible for administering the Plans (“Compensation Committee”). Under the Plans, the committee may grant RSAs and either incentive or nonqualified stock options with a term not to exceed ten years from the grant date and at an exercise price that the committee may determine.

As of June 30, 2016, December 31, 2015 and June 30, 2015, there were 549,700 RSA shares, 553,100 RSA shares and 704,050 RSA shares outstanding, respectively, that were previously issued at an average weighted grant price of \$63.99, \$64.02 and \$67.39, respectively. These RSA grants occurred prior to the spin-off of Associated Capital. On November 30, 2015, pursuant to the spin-off, all RSA grant holders received shares of Associated Capital’s Class A common stock as a result of their ownership of their GAMCO unvested RSAs (one share of Associated Capital for each share of GBL). All grants of the RSA shares were recommended by the Company’s Chairman, who did not receive a RSA, and approved by the Compensation Committee. This expense, net of estimated forfeitures, is recognized over the vesting period for these awards which is either (1) 30% over three years from the date of grant and 70% over five years from the date of grant or (2) 30% over three years from the date of grant and 10% each year over years four through ten from the date of grant. During the vesting period, dividends to RSA holders are held for them until the RSA vesting dates and are forfeited if the grantee is no longer employed by the Company on the vesting dates. Dividends declared on these RSAs, less estimated forfeitures, are charged to retained earnings (deficit) on the declaration date.

For the three months ended June 30, 2016 and June 30, 2015, we recognized stock-based compensation expense of \$1.0 million and \$1.6 million, respectively. For the six months ended June 30, 2016 and June 30, 2015, we recognized stock-based compensation expense of \$2.1 million and \$3.3 million, respectively. Actual and projected stock-based compensation expense for RSA shares for the years ended December 31, 2015 through December 31, 2024 (based on awards currently issued or granted) is as follows (in thousands):

	<b>2015</b>	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>	<b>2021</b>	<b>2022</b>	<b>2023</b>	<b>2024</b>
<b>Q1</b>	\$ 1,639	\$ 1,037	\$ 685	\$ 464	\$ 365	\$ 219	\$ 145	\$ 93	\$ 48	\$ 7
<b>Q2</b>	1,640	1,036	685	453	365	204	145	93	48	7
<b>Q3</b>	1,644	806	602	402	323	169	114	66	24	5
<b>Q4</b>	4,945	691	520	366	295	145	93	48	7	-
<b>Full Year</b>	<u>\$ 9,868</u>	<u>\$ 3,570</u>	<u>\$ 2,492</u>	<u>\$ 1,685</u>	<u>\$ 1,348</u>	<u>\$ 737</u>	<u>\$ 497</u>	<u>\$ 300</u>	<u>\$ 127</u>	<u>\$ 19</u>

The total compensation cost related to non-vested RSAs not yet recognized is approximately \$8.7 million as of June 30, 2016. There were no options exercised for the three or six months ended June 30, 2016. For both the three and six months ended June 30, 2015 proceeds from the exercise of 26,000 stock options were \$1.2 million resulting in a tax benefit to GAMCO of \$102,000.

#### *Stock Repurchase Program*

In March 1999, GAMCO's Board of Directors established the Stock Repurchase Program to grant management the authority to repurchase shares of our Class A Common Stock. On August 4, 2015, our Board of Directors authorized an incremental 500,000 shares to be added to the current buyback authorization. For the three months ended June 30, 2016 and June 30, 2015, the Company repurchased 12,532 shares and 108,088 shares, respectively, at an average price per share of \$34.61 and \$72.34, respectively. For the six months ended June 30, 2016 and June 30, 2015, the Company repurchased 43,035 shares and 149,481 shares, respectively, at an average price per share of \$30.93 and \$73.68, respectively. From the inception of the program through June 30, 2016, 9,595,688 shares have been repurchased at an average price of \$44.75 per share. At June 30, 2016, the total shares available under the program to be repurchased in the future were 539,120.

#### **H. Identifiable Intangible Assets**

As a result of becoming the advisor to the Gabelli Enterprise Mergers and Acquisitions Fund and the associated consideration paid, the Company maintains an identifiable intangible asset of \$1.9 million within other assets on the condensed consolidated statements of financial condition at June 30, 2016, December 31, 2015 and June 30, 2015. The investment advisory agreement is subject to annual renewal by the fund's Board of Directors, which the Company expects to be renewed, and the Company does not expect to incur additional expense as a result, which is consistent with other investment advisory agreements entered into by the Company. The advisory contract is next up for renewal in February 2017. On November 1, 2015, as a result of becoming the advisor to the Bancroft Fund Ltd. and the Ellsworth Growth and Income Fund Ltd. and the associated consideration paid, the Company maintains an identifiable intangible asset of \$1.6 million within other assets on the condensed consolidated statement of financial condition at June 30, 2016 and December 31, 2015. The advisory contracts for the Bancroft Fund Ltd. and the Ellsworth Growth and Income Fund Ltd. are both next up for renewal in November 2017. The Company assesses the recoverability of this intangible asset at least annually, or more often should events warrant. There were no indicators of impairment for the three months ended June 30, 2016 or June 30, 2015, and as such there was no impairment analysis performed or charge recorded.

#### **I. Commitments and Contingencies**

From time to time, the Company may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. The Company is also subject to governmental or regulatory examinations or investigations. The examinations or investigations could result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. For any such matters, the condensed consolidated financial statements include the necessary provisions for losses that the Company believes are probable and estimable. Furthermore, the Company evaluates whether there exist losses which may be reasonably possible and will, if material, make the necessary disclosures. However, management believes such amounts, both those that are probable and those that are reasonably possible, are not material to the Company's financial condition, operations or cash flows at June 30, 2016.

## J. Discontinued Operations

As a result of the Spin-off, the results of AC's operations through the Spin-off date, as well as transaction costs related to the Spin-off, have been classified in the condensed consolidated statements of income as discontinued operations. There was no gain or loss on the Spin-off for the Company, and it was a tax-free spin-off to GAMCO's shareholders.

The three and six months ended June 30, 2015 results include \$0.6 million and \$1.5 million, respectively, in costs incurred with respect to the Spin-off and are included in Other operating expenses below. Operating results for the period from January 1, 2015 through June 30, 2015 is summarized below:

	<b>Three Months ended</b>	<b>Six Months ended</b>
	<b>June 30, 2015</b>	<b>June 30, 2015</b>
Revenues		
Investment advisory and incentive fees	\$ 2,275	\$ 4,394
Distribution fees and other income	101	235
Institutional research services	2,385	4,832
Total revenues	4,761	9,461
Expenses		
Compensation	5,597	11,476
Stock based compensation	627	1,265
Management fee	47	349
Distribution costs	(34)	(63)
Other operating expenses	2,556	5,111
Total expenses	8,793	18,138
Operating loss	(4,032)	(8,677)
Other income (expense)		
Net gain from investments	3,760	10,705
Interest and dividend income	1,006	1,752
Interest expense	(328)	(662)
Total other income (expense), net	4,438	11,795
Income from discontinued operations before income taxes	406	3,118
Income tax provision	134	1,235
Income from discontinued operations, net of taxes	272	1,883
Net loss attributable to noncontrolling interests	(54)	(71)
Net income attributable to GAMCO Investors, Inc.'s discontinued operations, net of taxes	\$ 326	\$ 1,954

The assets and liabilities of AC have been classified in the consolidated statement of financial condition as of June 30, 2015 as assets and liabilities of discontinued operations and consist of the following:

	<b>June 30, 2015</b>
Cash and cash equivalents	\$ 361,082
Investments in securities	106,579
Investments in sponsored registered investment companies	126,305
Investments in partnerships	108,950
Receivable from brokers	55,089
Investment advisory fees receivable	1,595
Receivable from affiliates	(28,219)
Income tax receivable	-
Other assets	10,565
Total assets of discontinued operations	<u>741,946</u>
Payable to brokers	47,601
Income taxes payable and deferred tax liabilities	10,233
Compensation payable	6,078
Securities sold, not yet purchased	9,825
Payable to affiliates	(204)
Mandatorily redeemable noncontrolling interests	1,281
Accrued expenses and other liabilities	1,701
Total liabilities of discontinued operations	<u>76,515</u>
Redeemable noncontrolling interests from discontinued operations	<u>5,943</u>
Noncontrolling interests from discontinued operations	<u>2,689</u>
Net assets of discontinued operations	<u>\$ 656,799</u>

#### **K. Subsequent Events**

On June 30, 2016, we reached a tentative settlement with a tax jurisdiction for several prior tax years. We are awaiting the final audit closing agreement which is expected in the third quarter. Once it is received and if the terms concur with the tentative settlement, we would, in the third quarter, record an income tax benefit related to this matter, including the reversal of accrued interest. At this time, we cannot assess the likelihood of realization of this tax benefit.

On August 2, 2016, the Board of Directors declared its regular quarterly dividend of \$0.02 per share to all of its shareholders, payable on September 27, 2016 to shareholders of record on September 13, 2016.

From July 1, 2016 to August 2, 2016, the Company repurchased 26,277 shares at \$34.15 per share.

## **ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS (INCLUDING QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK)**

### *Overview*

GAMCO, through the Gabelli brand, well known for its Private Market Value (PMV) with a Catalyst™ investment approach, is a widely-recognized provider of investment advisory services to open- and closed-end funds and institutional and private wealth management investors principally in the United States. Through G.distributors, LLC ("G.distributors"), we provide mutual fund distribution. We generally manage assets on a fully discretionary basis and invest in a variety of U.S. and international securities through various investment styles. Our revenues are based primarily on the Company's levels of assets under management and fees associated with our various investment products.

Our revenues are highly correlated to the level of assets under management and fees associated with our various investment products, rather than our own corporate assets. Assets under management, which are directly influenced by the level and changes of the overall equity markets, can also fluctuate through acquisitions, the creation of new products, the addition of new accounts or the loss of existing accounts. Since various equity products have different fees, changes in our business mix may also affect revenues. At times, the performance of our equity products may differ markedly from popular market indices, and this can also impact our revenues. General stock market trends will have the greatest impact on our level of assets under management and hence, on revenues.

We conduct our investment advisory business principally through the following subsidiaries: GAMCO Asset Management Inc. (Institutional and Private Wealth Management) and Gabelli Funds, LLC (Funds). The distribution of our open-end funds is conducted through G.distributors, our broker-dealer subsidiary.

Assets under management ("AUM") were \$39.3 billion as of June 30, 2016, an increase of \$0.6 billion, or 1.6%, from March 31, 2016 of \$38.7 billion but a decrease of \$5.1 billion, or 11.4% from the June 30, 2015 AUM of \$44.4 billion. The second quarter 2016 activity consisted of net cash outflows of \$0.4 billion, \$1.1 billion of market appreciation and recurring distributions, net of reinvestments, from open-end and closed-end funds of \$0.1 billion. Average total AUM was \$38.9 billion in the 2016 quarter versus \$45.4 billion in the prior year period, a decrease of 14.3%. Average AUM in our open-end equity funds, a key driver to our investment advisory fees, was \$13.8 billion in the first quarter of 2016, falling 16.4% from the 2015 quarter average AUM of \$16.5 billion.

In addition to management fees, we earn incentive fees for certain institutional client assets, certain assets attributable to preferred issues of our closed-end funds and our GDL Fund (NYSE: GDL). As of June 30, 2016, assets under management with incentive based fees were \$2.5 billion, the same as March 31, 2016 and 34.2% lower than the \$3.8 billion on June 30, 2015.

The Company reported Assets Under Management as follows (in millions):

**Table I: Fund Flows - 2nd Quarter 2016**

	<b>Market</b>		<b>Fund</b>		
	<b>March 31,</b>	<b>appreciation/</b>	<b>Net cash</b>	<b>distributions,</b>	<b>June 30,</b>
	<b>2016</b>	<b>(depreciation)</b>	<b>flows</b>	<b>net of</b>	<b>2016</b>
				<b>reinvestments</b>	
Equities:					
Open-end Funds	\$ 13,807	\$ 481	\$ (297)	\$ (10)	\$ 13,981
Closed-end Funds	6,663	275	110	(131)	6,917
Institutional & PWM - direct	13,280	233	(187)	-	13,326
Institutional & PWM - sub-advisory	3,427	61	(29)	-	3,459
SICAV	38	1	1	-	40
<b>Total Equities</b>	<b>37,215</b>	<b>1,051</b>	<b>(402)</b>	<b>(141)</b>	<b>37,723</b>
Fixed Income:					
Money-Market Fund	1,474	1	43	-	1,518
Institutional & PWM	32	-	-	-	32
<b>Total Fixed Income</b>	<b>1,506</b>	<b>1</b>	<b>43</b>	<b>-</b>	<b>1,550</b>
<b>Total Assets Under Management</b>	<b>\$ 38,721</b>	<b>\$ 1,052</b>	<b>\$ (359)</b>	<b>\$ (141)</b>	<b>\$ 39,273</b>

**Table II: Fund Flows - Year to date June 2016**

	<b>Market</b>		<b>Fund</b>		
	<b>December 31,</b>	<b>appreciation/</b>	<b>Net cash</b>	<b>distributions,</b>	<b>June 30,</b>
	<b>2015</b>	<b>(depreciation)</b>	<b>flows</b>	<b>net of</b>	<b>2016</b>
				<b>reinvestments</b>	
Equities:					
Open-end Funds	\$ 13,811	\$ 945	\$ (754)	\$ (21)	\$ 13,981
Closed-end Funds	6,492	488	180	(243)	6,917
Institutional & PWM - direct	13,366	475	(515)	-	13,326
Institutional & PWM - sub-advisory	3,401	128	(70)	-	3,459
SICAV	37	2	1	-	40
<b>Total Equities</b>	<b>37,107</b>	<b>2,038</b>	<b>(1,158)</b>	<b>(264)</b>	<b>37,723</b>
Fixed Income:					
Money-Market Fund	1,514	1	3	-	1,518
Institutional & PWM	38	-	(6)	-	32
<b>Total Fixed Income</b>	<b>1,552</b>	<b>1</b>	<b>(3)</b>	<b>-</b>	<b>1,550</b>
<b>Total Assets Under Management</b>	<b>\$ 38,659</b>	<b>\$ 2,039</b>	<b>\$ (1,161)</b>	<b>\$ (264)</b>	<b>\$ 39,273</b>

**Table III: Assets Under Management by Quarter**

	<b>% Change From</b>				
	<b>June 30, 2016</b>	<b>December 31, 2015</b>	<b>June 30, 2015</b>	<b>December 31, 2015</b>	<b>June 30, 2015</b>
<b>Equities:</b>					
Open-end Funds	\$ 13,981	\$ 13,811	\$ 15,984	1.2%	(12.5%)
Closed-end Funds	6,917	6,492	6,981	6.5	(0.9)
Institutional & PWM - direct	13,326	13,366	16,011	(0.3)	(16.8)
Institutional & PWM - sub-advisory	3,459	3,401	3,703	1.7	(6.6)
SICAV	40	37	25	8.1	60.0
<b>Total Equities</b>	<b>37,723</b>	<b>37,107</b>	<b>42,704</b>	<b>1.7</b>	<b>(11.7)</b>
<b>Fixed Income:</b>					
Money-Market Fund	1,518	1,514	1,600	0.3	(5.1)
Institutional & PWM	32	38	46	(15.8)	(30.4)
<b>Total Fixed Income</b>	<b>1,550</b>	<b>1,552</b>	<b>1,646</b>	<b>(0.1)</b>	<b>(5.8)</b>
<b>Total Assets Under Management</b>	<b>\$ 39,273</b>	<b>\$ 38,659</b>	<b>\$ 44,350</b>	<b>1.6</b>	<b>(11.4)</b>

The following discussion should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the notes thereto included in Item 1 to this report.

## RESULTS OF OPERATIONS

### *Three Months Ended June 30, 2016 Compared To Three Months Ended June 30, 2015*

(Unaudited; in thousands, except per share data)

	2016	2015
<b>Revenues</b>		
Investment advisory and incentive fees	\$ 72,794	\$ 85,301
Distribution fees and other income	11,150	13,392
<b>Total revenues</b>	<b>83,944</b>	<b>98,693</b>
<b>Expenses</b>		
Compensation	20,623	37,178
Management fee	1,133	4,194
Distribution costs	10,501	13,289
Other operating expenses	4,940	5,051
<b>Total expenses</b>	<b>37,197</b>	<b>59,712</b>
Operating income	46,747	38,981
<b>Other income (expense)</b>		
Net gain from trading securities	240	135
Interest and dividend income	365	503
Interest expense	(3,168)	(1,855)
<b>Total other expense, net</b>	<b>(2,563)</b>	<b>(1,217)</b>
Income before income taxes	44,184	37,764
Income tax provision	16,641	13,989
Income from continuing operations	27,543	23,775
Income from discontinued operations	-	326
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>	<b>\$ 27,543</b>	<b>\$ 24,101</b>
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders per share:</b>		
Basic - Continuing operations	\$ 0.94	\$ 0.95
Basic - Discontinued operations	-	0.01
<b>Basic - Total</b>	<b>\$ 0.94</b>	<b>\$ 0.96</b>
Diluted - Continuing operations	\$ 0.93	\$ 0.94
Diluted - Discontinued operations	-	0.01
<b>Diluted - Total</b>	<b>\$ 0.93</b>	<b>\$ 0.95</b>

### Overview

Income from continuing operations for the quarter was \$27.5 million, or \$0.93 per fully diluted share, versus \$23.8 million, or \$0.94 per fully diluted share, in the prior year's quarter. The quarter to quarter comparison was impacted by lower revenues and lower income from firm investments partially offset by lower variable compensation.

### Revenues

Investment advisory and incentive fees for the second quarter 2016 were \$72.8 million, 14.7% lower than the 2015 comparative figure of \$85.3 million. Open-end fund revenues decreased by 17.6% to \$32.7 million from \$39.7 million in the second quarter of 2015 driven by a 16.4% decrease in average open-end equity AUM. Our closed-end fund revenues decreased 7.7% to \$14.3 million in the second quarter 2016 from \$15.5 million in 2015 due to a 15.5% decrease in non-performance fee based average AUM. Institutional and private wealth management account revenues, excluding incentive fees, which are generally based on beginning of quarter AUM, decreased \$4.9 million to \$25.2 million from \$29.9 million in second quarter 2015. There were no incentive fees earned during the second quarter 2016. Incentive fees earned during the second quarter 2015 were \$0.2 million. Revenues relating to the SICAV were \$0.6 million in the second quarter of 2016 versus less than \$0.1 million in the second quarter of 2015.



Open-end fund distribution fees and other income were \$11.2 million for the second quarter 2016, a decrease of \$2.2 million or 16.4% from \$13.4 million in the prior year period, primarily due to lower average AUM in open-end equity funds that generate distribution fees and decreased level of sales of load shares of open-end funds.

### **Expenses**

Compensation costs, which are largely variable, were \$20.6 million or 44.6% lower than prior year compensation costs of \$37.2 million. The deferred compensation agreement entered into by the Company with Mr. Gabelli resulted in variable compensation being reduced by \$10.7 million during the second quarter of 2016. This expense will be recognized ratably over the vesting period through January 1, 2020. The remainder of the quarter over quarter decrease was comprised of a \$4.5 million decrease in variable compensation related to the decreased levels of AUM, a \$0.6 million decrease in stock compensation expense and a \$0.8 million decrease in fixed compensation, primarily relating to reduced bonus accruals in the current quarter.

Management fee expense, which is wholly variable and based on pretax income, decreased to \$1.1 million in the second quarter of 2016 from \$4.2 million in the 2015 period. The management fee expense for the second quarter of 2016 was lower by \$2.3 million due to the accounting of the deferred compensation agreement with Mr. Gabelli.

Distribution costs were \$10.5 million, a decrease of \$2.8 million or 21.1% from \$13.3 million in the prior year's period. The decline in distribution costs was primarily driven by lower AUM which resulted in reduced payments to third parties for distribution of \$1.7 million and lower amortization of advanced commissions of \$0.4 million.

Other operating expenses were \$4.9 million in the second quarter of 2016, a decrease of \$0.2 million, or 3.9%, from \$5.1 million in the second quarter of 2015.

Operating income for the second quarter of 2016 was \$46.7 million, an increase of \$7.7 million, or 19.7%, from the \$39.0 million in the second quarter of 2015. Operating income, as a percentage of revenues, was 55.7% in the 2016 quarter as compared to 39.5% in the 2015 quarter.

### **Other expense**

Total other expense, net was an expense of \$2.6 million for the second quarter 2016 versus an expense of \$1.2 million in the prior year's quarter. Net gains from trading securities increased \$0.1 million to \$0.2 million in the second quarter of 2016. Interest and dividend income decreased to \$0.4 million in the second quarter 2016 from \$0.5 million in the second quarter 2015. Interest expense increased \$1.3 million to \$3.2 million in the second quarter of 2016 from \$1.9 million in the second quarter of 2015.

The effective tax rates ("ETR") for the three months ended June 30, 2016 and June 30, 2015 were 37.7% and 37.0%, respectively.

*Six Months Ended June 30, 2016 Compared To Six Months Ended June 30, 2015*

(Unaudited; in thousands, except per share data)

	<b>2016</b>	<b>2015</b>
<b>Revenues</b>		
Investment advisory and incentive fees	\$ 143,642	\$ 171,369
Distribution fees and other income	21,687	27,130
<b>Total revenues</b>	<b>165,329</b>	<b>198,499</b>
<b>Expenses</b>		
Compensation	40,897	75,155
Management fee	2,213	8,329
Distribution costs	21,218	27,730
Other operating expenses	9,312	9,714
<b>Total expenses</b>	<b>73,640</b>	<b>120,928</b>
Operating income	91,689	77,571
<b>Other income (expense)</b>		
Net gain from trading securities	463	148
Interest and dividend income	733	1,031
Interest expense	(6,574)	(3,760)
<b>Total other expense, net</b>	<b>(5,378)</b>	<b>(2,581)</b>
Income before income taxes	86,311	74,990
Income tax provision	32,743	28,067
Income from continuing operations	53,568	46,923
Income from discontinued operations	-	1,954
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>	<b>\$ 53,568</b>	<b>\$ 48,877</b>
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders per share:</b>		
Basic - Continuing operations	\$ 1.83	\$ 1.87
Basic - Discontinued operations	-	0.08
<b>Basic - Total</b>	<b>\$ 1.83</b>	<b>\$ 1.95</b>
Diluted - Continuing operations	\$ 1.82	\$ 1.85
Diluted - Discontinued operations	-	0.08
<b>Diluted - Total</b>	<b>\$ 1.82</b>	<b>\$ 1.93</b>

**Overview**

Income from continuing operations for the first six months of 2016 was \$53.6 million, or \$1.82 per fully diluted share, versus \$46.9 million, or \$1.85 per fully diluted share, in the prior year's first six months. The period to period comparison was impacted by lower revenues and lower income from firm investments partially offset by lower variable compensation.

**Revenues**

Investment advisory and incentive fees for the six months ended June 30, 2016 were \$143.6 million, 16.2% lower than the 2015 comparative figure of \$171.4 million. Open-end fund revenues decreased by 20.2% to \$64.0 million from \$80.2 million in the first half of 2015 driven by a 19.5% decrease in average open-end equity AUM. Our closed-end fund revenues decreased 9.6% to \$27.4 million in the six months ended June 30, 2016 from \$30.3 million in 2015 due to an 8.3% decrease in non-performance fee based average AUM. Institutional and private wealth management account revenues, excluding incentive fees, which are generally based on beginning of quarter AUM, decreased \$8.8 million to \$51.1 million from \$59.9 million in first half of 2015. There were no incentive fees earned during the six months ended June 30, 2016. Incentive fees earned during the six months ended June 30, 2015 were \$0.8 million.

Open-end fund distribution fees and other income were \$21.7 million for the six months ended June 30, 2016, a decrease of \$5.4 million or 19.9% from \$27.1 million in the prior year period, primarily due to lower average AUM in open-end equity funds that generate distribution fees and decreased level of sales of load shares of open-end funds.

## **Expenses**

Compensation costs, which are largely variable, were \$40.9 million or 45.6% lower than prior year compensation costs of \$75.2 million. The deferred compensation agreement entered into by the Company with Mr. Gabelli resulted in variable compensation being reduced by \$21.1 million during the first half of 2016. This expense will be recognized ratably over the vesting period through January 1, 2020. The remainder of the period over period decrease was comprised of a \$10.3 million decrease in variable compensation related to the decreased levels of AUM, a \$1.2 million decrease in stock compensation expense and a \$1.7 million decrease in fixed compensation, primarily relating to reduced bonus accruals in the current period.

Management fee expense, which is wholly variable and based on pretax income, decreased to \$2.2 million in the first half of 2016 from \$8.3 million in the 2015 period. The management fee expense for the first half of 2016 was lower by \$4.5 million due to the accounting of the deferred compensation agreement with Mr. Gabelli.

Distribution costs were \$21.2 million, a decrease of \$6.5 million or 23.5% from \$27.7 million in the prior year's period. The decline in distribution costs was driven by lower AUM which resulted in reduced payments to third parties for distribution of \$5.0 million and lower amortization of advanced commissions of \$0.7 million.

Other operating expenses were \$9.3 million in the first half of 2016, a decrease of \$0.4 million, or 4.1%, from \$9.7 million in the first half of 2015.

Operating income for the first half of 2016 was \$91.7 million, an increase of \$14.1 million, or 18.2%, from the \$77.6 million in the first half of 2015. Operating income, as a percentage of revenues, was 55.5% in the 2016 period as compared to 39.1% in the 2015 period.

## **Other expense**

Total other expense, net was an expense of \$5.4 million for the six months ended June 30, 2016 versus an expense of \$2.6 million in the prior year's period. Net gains from trading securities increased \$0.4 million to \$0.5 million in the first half of 2016. Interest and dividend income decreased to \$0.7 million in the six months ended June 30, 2016 from \$1.0 million in the first half of 2015. Interest expense increased \$2.8 million to \$6.6 million in the first half of 2016 from \$3.8 million in the first half of 2015.

The effective tax rates ("ETR") for the six months ended June 30, 2016 and June 30, 2015 were 37.9% and 37.4%, respectively.

## **DEFERRED COMPENSATION**

On December 21, 2015, GAMCO entered into a deferred compensation agreement with Mr. Gabelli whereby his variable compensation for 2016 will be in the form of Restricted Stock Units ("RSUs") determined by the volume-weighted average price of the Company's Class A Stock during 2016. The Board's decision to grant these RSUs and thereby defer the cash payment of his 2016 variable compensation until January 1, 2020 was to provide the Company with greater financial flexibility. While the issuance of the award itself does not change Mr. Gabelli's compensation, the GAAP reporting for his compensation has changed. The three and six month 2016 results were materially bolstered by the GAAP-mandated treatment of these RSUs. Margins for the second quarter and first half of 2016 therefore are not comparable with prior periods. Under GAAP, only 25% of this deferred compensation expense is being recognized in the current year with the remainder amortized as expense in 2017, 2018, and 2019. Expressed another way, the 2016 second quarter and first half as well as the remainder of 2016 benefit from a reduction of 75% of the compensation, and 2017, 2018, and 2019 will, in turn, be impacted by an additional 25% of the compensation from 2016 in each year. No decision has been made regarding whether an RSU grant will be repeated for 2017.

The balance sheet is also impacted; the compensation payable at June 30, 2016 and in each future period-end of 2016 is only 25% of the full amount of the 2016 compensation that will be due once the RSUs are fully vested. At June 30, 2016, the amount of unrecognized compensation was \$25.7 million.

The following tables show a reconciliation of our results for the second quarter of 2016, the first half of 2016 and our balance sheet at June 30, 2016 between the GAAP basis and a non-GAAP adjusted basis of the deferred compensation (the RSU grant) as if all of the expense was recognized in 2016. We believe this adjusted measure is useful in evaluating the ongoing operating results of the Company absent the material adjustment related to the treatment of the deferred compensation agreement.

**Three Months Ended June 30, 2016**

	<b>Impact of</b>		
	<b>Reported</b>	<b>Deferred</b>	<b>Non-GAAP</b>
	<b>GAAP</b>	<b>Compensation</b>	
<b>Revenues</b>			
Investment advisory and incentive fees	\$ 72,794	\$ -	\$ 72,794
Distribution fees and other income	11,150	-	11,150
<b>Total revenues</b>	<b>83,944</b>	<b>-</b>	<b>83,944</b>
<b>Expenses</b>			
Compensation	20,623	10,719	31,342
Management fee	1,133	2,327	3,460
Distribution costs	10,501	-	10,501
Other operating expenses	4,940	-	4,940
<b>Total expenses</b>	<b>37,197</b>	<b>13,046</b>	<b>50,243</b>
<b>Operating income</b>	<b>46,747</b>	<b>(13,046)</b>	<b>33,701</b>
<b>Other income (expense)</b>			
Net gain from investments	240	-	240
Interest and dividend income	365	-	365
Interest expense	(3,168)	-	(3,168)
<b>Total other expense, net</b>	<b>(2,563)</b>	<b>-</b>	<b>(2,563)</b>
<b>Income before income taxes</b>	<b>44,184</b>	<b>(13,046)</b>	<b>31,138</b>
Income tax provision	16,641	(4,916)	11,725
<b>Income from continuing operations</b>	<b>27,543</b>	<b>(8,130)</b>	<b>19,413</b>
Income from discontinued operations, net of taxes	-	-	-
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>	<b>\$ 27,543</b>	<b>\$ (8,130)</b>	<b>\$ 19,413</b>
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>			
per share:			
Basic	\$ 0.94	\$ (0.28)	\$ 0.66
Diluted	\$ 0.93	\$ (0.28)	\$ 0.66

**Six Months Ended June 30, 2016**

	<b>Impact of</b>		
	<b>Reported</b>	<b>Deferred</b>	<b>Non-GAAP</b>
	<b>GAAP</b>	<b>Compensation</b>	
<b>Revenues</b>			
Investment advisory and incentive fees	\$ 143,642	\$ -	\$ 143,642
Distribution fees and other income	21,687	-	21,687
<b>Total revenues</b>	<b>165,329</b>	<b>-</b>	<b>165,329</b>
<b>Expenses</b>			
Compensation	40,897	21,131	62,028
Management fee	2,213	4,526	6,739
Distribution costs	21,218	-	21,218
Other operating expenses	9,312	-	9,312
<b>Total expenses</b>	<b>73,640</b>	<b>25,657</b>	<b>99,297</b>
<b>Operating income</b>	<b>91,689</b>	<b>(25,657)</b>	<b>66,032</b>
<b>Other income (expense)</b>			
Net gain from investments	463	-	463
Interest and dividend income	733	-	733
Interest expense	(6,574)	-	(6,574)
<b>Total other expense, net</b>	<b>(5,378)</b>	<b>-</b>	<b>(5,378)</b>
<b>Income before income taxes</b>	<b>86,311</b>	<b>(25,657)</b>	<b>60,654</b>
Income tax provision	32,743	(9,736)	23,007
<b>Income from continuing operations</b>	<b>53,568</b>	<b>(15,921)</b>	<b>37,647</b>
Income from discontinued operations, net of taxes	-	-	-
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>	<b>\$ 53,568</b>	<b>\$ (15,921)</b>	<b>\$ 37,647</b>
<b>Net income attributable to GAMCO Investors, Inc.'s shareholders</b>			
per share:			
Basic	\$ 1.83	\$ (0.54)	\$ 1.29
Diluted	\$ 1.82	\$ (0.54)	\$ 1.28

	<b>June 30, 2016</b>		
	<b>Reported</b>	<b>Impact of</b>	
	<b>GAAP</b>	<b>Deferred</b>	<b>Non-GAAP</b>
<b>ASSETS</b>			
Cash and cash equivalents	\$ 24,224	\$ -	\$ 24,224
Investments in securities	32,079	-	32,079
Receivable from brokers	230	-	230
Investment advisory fees receivable	31,811	-	31,811
Receivable from affiliates	-	-	-
Income tax receivable	11,905	9,736	21,641
Other assets	13,665	-	13,665
Total assets	<u>\$ 113,914</u>	<u>\$ 9,736</u>	<u>\$ 123,650</u>
<b>LIABILITIES AND EQUITY</b>			
Payable to brokers	45	-	45
Income taxes payable and deferred tax liabilities	822	-	822
Capital lease obligation	5,120	-	5,120
Compensation payable	25,592	25,657	51,249
Payable to affiliates	1,226	-	1,226
Accrued expenses and other liabilities	30,483	-	30,483
Sub-total	<u>63,288</u>	<u>25,657</u>	<u>88,945</u>
AC 4% PIK Note (due November 30, 2020)	250,000	-	250,000
Loan from GGCP (due December 28, 2016)	-	-	-
5.875% Senior notes (due June 1, 2021)	24,109	-	24,109
Total liabilities	<u>337,397</u>	<u>25,657</u>	<u>363,054</u>
<b>Equity</b>			
GAMCO Investors, Inc. stockholders' equity			
Class A Common Stock	14	-	14
Class B Common Stock	19	-	19
Additional paid-in capital	2,417	-	2,417
Retained earnings (deficit)	18,155	(15,921)	2,234
Accumulated other comprehensive income	8,839	-	8,839
Treasury stock, at cost	(252,927)	-	(252,927)
Total GAMCO Investors, Inc. stockholders' equity (deficit)	<u>(223,483)</u>	<u>(15,921)</u>	<u>(239,404)</u>
Total liabilities and equity (deficit)	<u>\$ 113,914</u>	<u>\$ 9,736</u>	<u>\$ 123,650</u>

The following table further illustrates the effect that the GAAP accounting for the compensation deferral will have on our results for 2016 through 2019 under certain assumptions. For simplicity in arriving at the 2016 through 2019 illustrative effects, we have assumed that the second quarter RSU expense is predictive of the full year results but there is no assurance that this will be the case.

Effect of recording RSU on a GAAP basis versus recording all of the expense in 2016:

	<b>2016</b>	<b>2017</b>	<b>2018</b>	<b>2019</b>
RSU expense	(51,746)	17,249	17,249	17,249

## LIQUIDITY AND CAPITAL RESOURCES

Our principal assets are highly liquid in nature and consist of cash and cash equivalents, short-term investments and securities held for investment purposes. Cash and cash equivalents are comprised primarily of 100% U.S. Treasury money market funds managed by GAMCO.

Summary cash flow data is as follows:

	Six months ended	
	June 30,	
	2016	2015
Cash flows provided by continuing operations:	(in thousands)	
Operating activities	\$ 47,777	\$ 85,365
Investing activities	195	51
Financing activities	(37,489)	55,998
Increase in cash and cash equivalents from continuing operations	10,483	141,414
Cash flows of discontinued operations:		
Operating activities	-	48,650
Investing activities	-	(40,338)
Financing activities	-	(151,214)
Decrease in cash and cash equivalents from discontinued operations	-	(142,902)
Effect of exchange rates on cash and cash equivalents	22	(4)
Net increase (decrease)	10,505	(1,492)
Cash and cash equivalents at beginning of period	13,719	12,694
Cash and cash equivalents at end of period	\$ 24,224	\$ 11,202

Cash and liquidity requirements have historically been met through cash generated by operating income and our borrowing capacity. We filed a registration statement with the SEC in 2015 which, among other things, provides us opportunistic flexibility to sell any combination of senior and subordinate debt securities, convertible debt securities, equity securities (including common and preferred stock), and other securities up to a total amount of \$500 million. The shelf is available through April 2018, at which time it may be renewed.

At June 30, 2016, we had total cash and cash equivalents of \$24.2 million, an increase of \$10.5 million from December 31, 2015 primarily due to the Company's operating activities described below. Total debt outstanding at June 30, 2016 was \$274.1 million, consisting of \$250 million of a 4% PIK Note due November 30, 2020 and \$24.1 million of 5.875% senior notes due 2021. It is anticipated that the majority of our free cash flow will go towards servicing our debt for the next few years.

For the six months ended June 30, 2016, cash provided by operating activities was \$47.8 million, a decrease of \$37.6 million from cash provided in the prior year period of \$85.4 million. Cash was provided through an increase in net income of \$6.6 million, an increase in income taxes payable and deferred tax liabilities of \$2.6 million, and a decrease in receivable from affiliates of \$6.8 million. Reducing cash was an increase in investment advisory fees receivable of \$7.3 million, an increase in income tax receivable and deferred tax assets of \$5.2 million, a decrease in compensation payable of \$30.8 million, a decrease to stock based compensation expense of \$1.2 million, a decrease to payable to brokers of \$1.2 million, a \$6.3 million decrease in payables to affiliates, and \$1.6 million from other sources. Cash provided by investing activities, related to proceeds from sales of available for sale securities, was \$0.2 million in the first six months of 2016. Cash used in financing activities in the first six months of 2016 was \$37.5 million including \$1.2 million paid in dividends, \$1.3 million paid for the purchase of treasury stock and \$35.0 million for the full repayment of the loan from GGCP.

For the six months ended June 30, 2015, cash provided by operating activities was \$85.4 million. Cash provided by investing activities, related to proceeds from sales of available for sale securities, was \$51,000 in the first six months of 2015. Cash provided by financing activities in the first six months of 2015 was \$56.0 million.

Based upon our current level of operations and anticipated growth, we expect that our current cash balances plus cash flows from operating activities and our borrowing capacity will be sufficient to finance our working capital needs for the foreseeable future. We have no material commitments for capital expenditures.

We have one broker-dealer, G.distributors, which is subject to certain net capital requirements. G.distributors computes its net capital under the alternative method permitted, which requires minimum net capital of the greater of \$250,000 or 2% of the aggregate debit

items in the reserve formula for those broker-dealers subject to Rule 15c3-3 promulgated under the Securities Exchange Act of 1934. The requirement was \$250,000 for the broker-dealer at June 30, 2016. At June 30, 2016, G.distributors had net capital, as defined, of approximately \$2.1 million, exceeding the regulatory requirement by approximately \$1.8 million. Net capital requirements for our affiliated broker-dealer may increase in accordance with rules and regulations to the extent they engage in other business activities.

### **Market Risk**

Our primary market risk exposure is to changes in equity prices and interest rates. Since approximately 96% of our AUM are equities, our financial results are subject to equity market risk as revenues from our investment management services are sensitive to stock market dynamics. In addition, returns from our proprietary investment portfolio are exposed to interest rate and equity market risk.

The Company's Chief Investment Officer oversees the proprietary investment portfolios and allocations of proprietary capital among the various strategies. The Chief Investment Officer and the Board of Directors review the proprietary investment portfolios throughout the year. Additionally, the Company monitors its proprietary investment portfolios to ensure that they are in compliance with the Company's guidelines.

### **Equity Price Risk**

The Company earns substantially all of its revenue as advisory and distribution fees from affiliated open-end and closed-end funds and Institutional and Private Wealth Management assets. Such fees represent a percentage of AUM, and the majority of these assets are in equity investments. Accordingly, since revenues are proportionate to the value of those investments, a substantial increase or decrease in equity markets overall will have a corresponding effect on the Company's revenues.

With respect to our proprietary investment activities, investments in securities of \$32.1 million, \$33.0 million and \$37.4 million at June 30, 2016, December 31, 2015 and June 30, 2015, respectively, included investments in common stocks. Of the \$32.1 million, \$33.0 million and \$37.4 million, invested in common stocks at June 30, 2016, December 31, 2015 and June 30, 2015, respectively, \$32.1 million, \$32.6 million and \$37.4 million, respectively, was related to our investment in Westwood Holdings Group Inc. Securities sold, not yet purchased are financial instruments purchased under agreements to resell and financial instruments sold under agreement to repurchase. These financial instruments are stated at fair value and are subject to market risks resulting from changes in price and volatility. At December 31, 2015, the fair value of securities sold, not yet purchased was \$0.1 million. At June 30, 2016 and June 30, 2015, there were no securities sold, not yet purchased.

The following table provides a sensitivity analysis for our investments in equity securities and partnerships and affiliates which invest primarily in equity securities, excluding arbitrage products for which the principal exposure is to deal closure and not overall market conditions, as of June 30, 2016 and December 31, 2015. The sensitivity analysis assumes a 10% increase or decrease in the value of these investments (in thousands):

(unaudited)	<b>Fair Value</b>	<b>Fair Value assuming 10% decrease in equity prices</b>	<b>Fair Value assuming 10% increase in equity prices</b>
<b>At June 30, 2016:</b>			
Equity price sensitive investments, at fair value	\$ 32,079	\$ 28,871	\$ 35,287
<b>At December 31, 2015:</b>			
Equity price sensitive investments, at fair value	\$ 32,848	\$ 29,563	\$ 36,133

### Interest Rate Risk

Our exposure to interest rate risk results, principally, from our investment of excess cash in a sponsored money market fund that holds U.S. Government securities. These investments are primarily short term in nature, and the carrying value of these investments generally approximates fair value. Based on June 30, 2016, cash and cash equivalent balance of \$24.2 million, a 1% increase in interest rates would increase our interest income by \$0.2 million annually. Given that our current return on these cash equivalent investments in this low interest rate environment is approximately 0.22% annually, an analysis of a 1% decrease is not meaningful.

### Critical Accounting Policies and Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from those estimates. See Note A and the Company's Critical Accounting Policies in Management's Discussion and Analysis of Financial Condition and Results of Operations in GAMCO's 2015 Annual Report on Form 10-K filed with the SEC on March 15, 2016 for details on Critical Accounting Policies.

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of its business, GAMCO is exposed to risk of loss due to fluctuations in the securities market and general economy. Management is responsible for identifying, assessing and managing market and other risks.

Our exposure to pricing risk in equity securities is directly related to our role as financial intermediary and advisor for AUM in our affiliated open-end and closed-end funds, institutional and private wealth management accounts, and investment partnerships as well as our proprietary investment and trading activities. At June 30, 2016, we had equity investments of \$32.1 million. We may alter our investment holdings from time to time in response to changes in market risks and other factors considered appropriate by management. The equity investment portfolio is at fair value and will move in line with the equity markets. The trading portfolio changes are recorded as net gain from investments in the condensed consolidated statements of income while the available for sale portfolio changes are recorded in accumulated other comprehensive income in the condensed consolidated statements of financial condition.

### Item 4. Controls and Procedures

We evaluated the effectiveness of our disclosure controls and procedures as of June 30, 2016. Disclosure controls and procedures as defined under the Exchange Act Rule 13a-15(e), are designed to ensure that the information we are required to disclose in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time period specified in SEC rules and regulations. Disclosure controls and procedures include, without limitation, controls and procedures accumulated and communicated to our management, including our Chief Executive Officer ("CEO") and Co-Chief Accounting Officers ("CAOs"), to allow timely decisions regarding required disclosure. Our CEO and CAOs participated in this evaluation and concluded that, as of the date of June 30, 2016, our disclosure controls and procedures were effective.



There have been no changes in our internal control over financial reporting as defined by Rule 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## Forward-Looking Information

Our disclosure and analysis in this report contain some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements because they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” and other words and terms of similar meaning. They also appear in any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance of our products, expenses, the outcome of any legal proceedings, and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, there can be no assurance that our actual results will not differ materially from what we expect or believe. Some of the factors that could cause our actual results to differ from our expectations or beliefs include, without limitation: the adverse effect from a decline in the securities markets; a decline in the performance of our products; a general downturn in the economy; changes in government policy or regulation; changes in our ability to attract or retain key employees; and unforeseen costs and other effects related to legal proceedings or investigations of governmental and self-regulatory organizations. We also direct your attention to any more specific discussions of risk contained in our Form 10-Q and other public filings. We are providing these statements as permitted by the Private Litigation Reform Act of 1995. We do not undertake to update publicly any forward-looking statements if we subsequently learn that we are unlikely to achieve our expectations or if we receive any additional information relating to the subject matters of our forward-looking statements.

## Part II: Other Information

### Item 1. Legal Proceedings

From time to time, the Company may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. The Company is also subject to governmental or regulatory examinations or investigations. The examinations or investigations could result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. For any such matters, the condensed consolidated financial statements include the necessary provisions for losses that the Company believes are probable and estimable. Furthermore, the Company evaluates whether there exist losses which may be reasonably possible and will, if material, make the necessary disclosures. However, management believes such amounts, both those that are probable and those that are reasonably possible, are not material to the Company’s financial condition, operations or cash flows at June 30, 2016.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information with respect to the repurchase of Class A Common Stock of GAMCO during the three months ended June 30, 2016:

Period	(a) Total Number of Shares Repurchased	(b) Average Price Paid Per Share, net of Commissions	(c) Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs	(d) Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
4/01/16 - 4/30/16	-		-	551,652
5/01/16 - 5/31/16	3,800	35.78	3,800	547,852
6/01/16 - 6/30/16	8,732	34.11	8,732	539,120
<b>Totals</b>	<b>12,532</b>	<b>\$ 34.61</b>	<b>12,532</b>	

**Item 6.** (a) Exhibits

- 31.1 Certification of CEO pursuant to Rule 13a-14(a).
- 31.2 Certification of co-CAO pursuant to Rule 13a-14(a).
- 31.3 Certification of co-CAO pursuant to Rule 13a-14(a).
- 32.1 Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
- 32.2 Certification of co-CAOs pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.

101.INS XBRL Instance Document

101.SCH XBRL Taxonomy Extension Schema Document

101.CAL XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF XBRL Taxonomy Extension Definition Linkbase Document

101.LAB XBRL Taxonomy Extension Label Linkbase Document

101.PRE XBRL Taxonomy Extension Presentation Linkbase Document

**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 thereunto duly authorized.

GAMCO INVESTORS, INC.

(Registrant)

By: /s/ Kieran Caterina

Name: Kieran Caterina

Title: Co-Chief Accounting Officer

Date: August 2, 2016

By: /s/ Diane M. LaPointe

Name: Diane M. LaPointe

Title: Co-Chief Accounting Officer

Date: August 2, 2016