(Last)

(First)

299 PARK AVENUE, 21ST FLOOR

(Middle)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington,	D.C.	20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Section obliga	this box if no long 16. Form 4 or tions may contiction 1(b).		STA		ed purs	uant 1	CHANG to Section 16(on 30(h) of the	a) of the S	ecurit	ies Exchar	nge Ac	t of 1934		P	Estima	Number: ated aver per respo	age burden	0.5	
1	nd Address of	Reporting Person*					ame and Tick				Ξ]			ationship of Ro all applicable Director		Person((s) to Issue		
(Last) 299 PAF	,	First) E, 21ST FLOOF	(Middle)		3. Dai		Earliest Trans	action (Mo	nth/Da	ay/Year)				Officer (gives)	ve title		Other (s below)	specify	
(Street)	ORK 1	NY	10171		4. If A	meno	dment, Date o	f Original F	Filed (Month/Day	y/Year)		6. Indiv	vidual or Joint Form filed Form filed	by One	Reporti	ng Person	cable Line)	
(City)	(State)	(Zip)														·		
			Table I - No			_			Dis	1				_					
1. Title of	Security (Ins	tr. 3)		2. Trans Date (Month/I		r) E	A. Deemed execution Date any Month/Day/Yea	Code (4. Securi Dispose	ities Ac d Of (D)	quired (A) (Instr. 3,) or 4 and 5)	5. Amount of Securities Beneficially Following R	Forr lly Owned (D) o Reported (I) (I		Direct Indirect	7. Nature of Indirect Beneficial Ownership	
								Code	v	Amount		(A) or (D)	Price	Transaction (Instr. 3 and				(Instr. 4)	
Common	ı Stock			11/16	5/2020			J ⁽¹⁾		3,221,2	250 ⁽²⁾	A	\$0	3,221,2	50 ⁽²⁾		I	By B. Riley Principal Sponsor Co. II, LLC ⁽³⁾⁽⁴⁾	
							urities Acc s, warrants							ned		,	,		
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Yea	4. Transaction Code (Instr		5. Number of on Derivative		6. Date Exercisal Expiration Date (Month/Day/Year)		able and 7. Tit		tle and Amount of irities Underlying vative Security (Instr.		8. Price of Derivative Security (Instr. 5)	9. Numb derivativ Securitic Benefici Owned Followir Reporte	ve es ially ng	10. Ownershi Form: Direct (D) or Indirec (I) (Instr. 4	Beneficial Ownership ct (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisat		Expiration Date	Title	Nui	ount or mber of ares		Transac (Instr. 4)	tion(s)			
Class B Common Stock	(1)	11/16/2020		J ⁽³⁾			1,073,750	(1)		(1)	Class Comm Stoo	non 1,	073,750	(1)	3,221	,250	I	By B. Riley Principal Sponsor Co. II, LLC ⁽³⁾⁽⁴⁾	
Class B Common Stock	(1)	11/16/2020		J ⁽¹⁾			3,221,250 ⁽²⁾	(1)		(1)	Class Comm Stoo	non 3,2	221,250 ⁽²⁾	(1)	0		I	By B. Riley Principal Sponsor Co. II, LLC ⁽³⁾⁽⁴⁾	
1	nd Address of	Reporting Person*		,					,			,				·			
(Last)		(First) E, 21ST FLOOF	(Middle)			-													
(Street) NEW Y	ORK	NY	10171																
(City)		(State)	(Zip)																
1		Reporting Person*																	
(Last) 299 PAF	RK AVENU	(First) E, 21ST FLOOF	(Middle)																
(Street) NEW Y	ORK	NY	10171			_													
(City)		(State)	(Zip)																
1		Reporting Person*	ESTMENTS	<u>, LLC</u>															

(Street) NEW YORK	NY	10171	
(City)	(State)	(Zip)	

Explanation of Responses:

- 1. In connection with the closing of the business combination between Eos Energy Enterprises, Inc. (formerly known as B. Riley Principal Merger Corp. II or "BMRG") and Eos Energy Storage LLC (the "Business Combination"), among other things, each share of BMRG's Class B common stock converted into shares of BMRG's Class A common stock on a one-for-one basis and subsequently, each share of BMRG's Class A common stock was reclassified as a share of common stock of Eos Energy Enterprises, Inc.
- 2. 1,288,500 of such shares are subject to the earnout restrictions set forth in the Sponsor Earnout Letter that was entered into on November 16, 2020, by and between BMRG and the Sponsor, in connection with the Business Combination.
- 3. Represents a pro-rata distribution to the members of B. Riley Principal Sponsor Co. II, LLC (the "Sponsor") for no consideration.
- 4. B. Riley Principal Investments, LLC ("BRPI") is the managing member of the Sponsor and is a wholly-owned subsidiary of B. Riley Financial, Inc. ("BRF"), a Delaware corporation. BRPI and BRF may be deemed to indirectly beneficially own the shares held by the Sponsor.

B. Riley Financial, Inc., by: /s/ Daniel Nussen, Attorney-in-Fact

B. Riley Principal Sponsor Co.

II, LLC, by: /s/ Daniel Nussen, 11/17/2020

Attorney-in-Fact

B. Riley Principal Investments,

LLC, by: /s/ Daniel Nussen, 11/17/2020

Attorney-in-Fact

** Signature of Reporting Person Date

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

- * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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