

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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934

Filed by the Registrant   
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**GAMCO Investors, Inc.**  
(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

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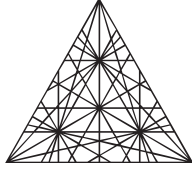
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**GAMCO INVESTORS, INC.**

**One Corporate Center  
Rye, New York 10580**

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**NOTICE OF ANNUAL MEETING OF SHAREHOLDERS**

**To Be Held on May 3, 2016**

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We cordially invite you to attend the Annual Meeting of Shareholders of GAMCO Investors, Inc. at the Indian Harbor Yacht Club, 710 Steamboat Road, Greenwich, CT 06830, on Tuesday, May 3, 2016, at 8:30 a.m. local time. At the meeting, we will ask shareholders:

1. to elect six directors to our Board of Directors to serve until the 2017 Annual Meeting of Shareholders or until their respective successors have been duly elected and qualified;
2. to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2016;
3. to approve the potential issuance of more than 1.0% of the Company's issued and outstanding common stock to a related party of the Company;
4. to approve an amendment to the Company's 2002 Stock Award and Incentive Plan to increase the number of shares of Class A Common Stock authorized and reserved for issuance thereunder by 500,000 shares;
5. to vote, on an advisory basis, on whether our Board of Directors should consider the conversion and reclassification of our shares of Class B Common Stock into Class A Common Stock at a ratio in the range between 1.15 to 1.25 shares of Class A Common Stock for each share of Class B Common Stock; and
6. to vote on any other business that properly comes before the meeting.

At the meeting, we will also review our 2015 financial results and outlook for the future and will answer your questions.

Shareholders of record at the close of business on March 24, 2016 are entitled to vote at the meeting or any adjournments or postponements thereof. Please read the attached proxy statement carefully and vote your shares promptly whether or not you are able to attend the meeting.

We encourage all shareholders to attend the meeting.

By Order of the Board of Directors

KEVIN HANDWERKER  
*Secretary*

April 21, 2016

**Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting of Shareholders to Be Held on May 3, 2016.**

**This Notice, the Proxy Statement, and the 2015 Annual Report of Shareholders on Form 10-K are available free of charge on the following website: <http://www.gabelli.com/Template/corporate/index.cfm>**

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# **GAMCO INVESTORS, INC.**

**One Corporate Center  
Rye, New York 10580**

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## **PROXY STATEMENT**

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### **ANNUAL MEETING OF SHAREHOLDERS**

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**May 3, 2016**

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#### **INTRODUCTION; PROXY VOTING INFORMATION**

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

We are sending you this proxy statement and the accompanying proxy card in connection with the solicitation of proxies by the Board of Directors of GAMCO (the “Board”) for use at our 2016 Annual Meeting of Shareholders (the “2016 Annual Meeting”) to be held at the Indian Harbor Yacht Club, 710 Steamboat Road, Greenwich, CT 06830, on Tuesday, May 3, 2016, at 8:30 a.m., local time, and at any adjournments or postponements thereof. The purpose of the 2016 Annual Meeting is to (i) elect six directors to the Board to serve until the 2017 Annual Meeting of Shareholders (the “2017 Annual Meeting”) or until their respective successors have been duly elected and qualified, (ii) ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016, (iii) approve the potential issuance of more than 1.0% of the Company’s issued and outstanding common stock to a related party of the Company (the “Potential Issuance”), (iv) approve an amendment to the Company’s 2002 Stock Award and Incentive Plan to increase the number of shares of Class A Common Stock authorized and reserved for issuance thereunder by 500,000 shares, (v) vote, on an advisory basis, on whether the Board should consider the conversion and reclassification of our shares of Class B Common Stock into Class A Common Stock at a ratio in the range between 1.15 to 1.25 shares of Class A Common Stock for each share of Class B Common Stock (the “Reclassification Proposal”), and (vi) act upon any other matters properly brought to the 2016 Annual Meeting. We are sending you this proxy statement, the proxy card, and our annual report on Form 10-K containing our financial statements and other financial information for the year ended December 31, 2015 (the “2015 Annual Report”) on or about April 21, 2016. The 2015 Annual Report, however, is not part of the proxy solicitation materials.

Shareholders of record at the close of business on March 24, 2016, the record date for the 2016 Annual Meeting, are entitled to notice of and to vote at the 2016 Annual Meeting. On this record date, we had outstanding 10,684,004 shares of Class A common stock, par value \$.001 per share (“Class A Stock”), and 19,106,792 shares of Class B common stock, par value \$.001 per share (“Class B Stock”).

The presence, in person or by proxy, of a majority of the aggregate voting power of the shares of Class A Stock and Class B Stock outstanding on March 24, 2016 shall constitute a quorum for the transaction of business at the 2016 Annual Meeting. The Class A Stock and Class B Stock vote together as a single class on all matters. Each share of Class A Stock is entitled to one vote per share, and each share of Class B Stock is entitled to ten votes per share. Directors who receive a plurality of the votes cast at the 2016 Annual Meeting by the holders of Class A Stock and Class B Stock outstanding on March 24, 2016, voting together as a single class,

will be elected to serve until the 2017 Annual Meeting or until their successors are duly elected and qualified. Any other matters will be determined by a majority of the votes cast at the 2016 Annual Meeting.

Under the New York Stock Exchange rules, the proposal to approve the appointment of independent auditors is considered a “discretionary” item. This means that brokerage firms may vote in their discretion on this matter on behalf of clients who have not furnished voting instructions at least 10 days before the date of the meeting. In contrast, the election of directors and the votes to approve the Potential Issuance, an amendment to the Company’s 2002 Stock Award and Incentive Plan and the Reclassification Proposal are “non-discretionary” items. This means brokerage firms that have not received voting instructions from their clients on these proposals may not vote on them. These so-called “broker non-votes” will be included in the calculation of the number of votes considered to be present at the meeting for purposes of determining a quorum, but will not be considered in determining the number of votes necessary for approval. Accordingly, broker non-votes will have no effect on the outcome of the vote for the election of directors or the votes to approve the Potential Issuance, an amendment to the Company’s 2002 Stock Award and Incentive Plan or the Reclassification Proposal. Abstentions will be included in the calculation of the number of votes considered to be present at the meeting for purposes of determining a quorum, but will not be considered in determining the number of votes necessary for approval and therefore will have no effect on the outcome of the vote for the election of directors. Abstentions will have the same effect as a vote against the ratification of our independent registered public accounting firm, the Potential Issuance, an amendment to the Company’s 2002 Stock Award and Incentive Plan and the Reclassification Proposal.

We will pay for the costs of soliciting proxies and preparing the 2016 Annual Meeting materials. We ask securities brokers, custodians, nominees and fiduciaries to forward meeting materials to our beneficial shareholders as of the record date and we will reimburse them for the reasonable out-of-pocket expenses they incur. Our directors, officers and staff members may solicit proxies personally or by telephone, facsimile, e-mail or other means but will not receive additional compensation for doing so.

If you are the beneficial owner, but not the record holder, of shares of our Class A Stock, your broker, custodian or other nominee may only deliver one copy of this proxy statement and our 2015 Annual Report to multiple shareholders who share an address unless we have received contrary instructions from one or more of the shareholders. We will deliver promptly, upon written or oral request, a separate copy of this proxy statement and our 2015 Annual Report to a shareholder at a shared address to which a single copy of the documents was delivered. A shareholder who wishes to receive a separate copy of this proxy statement and 2015 Annual Report, now or in the future, or who wishes to receive directions to the 2016 Annual Meeting, should submit this request by writing to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, NY 10580-1422 or by calling our Secretary at (914) 921-5000. Beneficial owners sharing an address who are receiving multiple copies of proxy materials and annual reports and who wish to receive a single copy of such materials in the future will need to contact their broker, custodian or other nominee to request that only a single copy of each document be mailed to all shareholders at the shared address in the future.

All shareholders and properly appointed proxy holders may attend the 2016 Annual Meeting. Shareholders who plan to attend must present valid photo identification. If you hold your shares in a brokerage account, please also bring proof of your share ownership, such as a broker’s statement showing that you owned shares of the Company on the record date for the 2016 Annual Meeting or a legal proxy from your broker or nominee. A legal proxy is required if you hold your shares in a brokerage account and you plan to vote in person at the 2016 Annual Meeting. Shareholders of record will be verified against an official list available at the 2016 Annual Meeting. The Company reserves the right to deny admittance to anyone who cannot adequately show proof of share ownership as of the record date for the 2016 Annual Meeting.

The Board has selected each of Douglas R. Jamieson and Kevin Handwerker to act as proxies. When you sign and return your proxy card, you appoint each of Messrs. Jamieson and Handwerker as your representatives at the 2016 Annual Meeting. Unless otherwise indicated on the proxy, all properly executed proxies received in time to be tabulated for the 2016 Annual Meeting will be voted “**FOR**” the election of the nominees named below, “**FOR**” the ratification of the appointment of the Company’s independent registered public accounting firm, “**FOR**” the vote to approve the Potential Issuance, “**FOR**” the vote to approve an amendment to the Company’s 2002 Stock Award and Incentive Plan and “**ABSTAIN**” with respect to the Reclassification Proposal and as the proxyholders may determine in their discretion with regard to any other matter properly brought before the meeting. You may revoke your proxy at any time before the 2016 Annual Meeting by delivering a letter of revocation to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, NY 10580-1422, by properly submitting another proxy bearing a later date or by voting in person at the 2016 Annual Meeting. The last proxy you properly submit is the one that will be counted.

## AVAILABILITY OF ANNUAL REPORT AND PROXY MATERIALS ON THE INTERNET

GAMCO makes available free of charge through its website, at [www.gabelli.com](http://www.gabelli.com), its Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and certain other filings as soon as reasonably practicable after such material is electronically filed with the Securities and Exchange Commission ("SEC"). Copies of certain of these documents may also be accessed electronically by means of the SEC's home page at [www.sec.gov](http://www.sec.gov). GAMCO also makes available on its website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html) the charters for the Audit Committee, Compensation Committee, Governance Committee and Nominating Committee, as well as its Code of Business Conduct, Code of Conduct for Chief Executive and Senior Financial Officers, Corporate Governance Guidelines and its By-laws. Print copies of these documents are available upon written request to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, New York 10580-1422.

**PROPOSAL 1**  
**ELECTION OF DIRECTORS**

The Company's Amended and Restated Bylaws provide that the Board shall consist of not less than three nor more than twelve directors, the exact number thereof to be fixed from time to time by the Board pursuant to a resolution adopted by a majority of the members then in office. As a result of the resignation of Richard L. Bready effective January 1, 2016 following his appointment to the board of directors of Associated Capital Group, Inc. ("Associated Capital"), the newly formed holding company that was spun-off by GAMCO on November 30, 2015, the Board was reduced to seven members. Currently serving as directors are Mario J. Gabelli, Edwin L. Artzt, Raymond C. Avansino, Jr., Marc Gabelli, Eugene R. McGrath, Robert S. Prather, Jr. and Elisa M. Wilson. On March 11, 2016, Marc Gabelli informed the Board that he does not intend to stand for re-election upon the expiration of his term at the 2016 Annual Meeting. Mr. Marc Gabelli will, however, continue to serve as a director of the Company until the expiration of his term at the 2016 Annual Meeting. The Board will not fill the vacancy left by Mr. Marc Gabelli's departure at the 2016 Annual Meeting and has fixed the directors at six effective May 3, 2016, the date of the 2016 Annual Meeting.

Our Nominating Committee recommended, and the Board approved, six nominees for election as directors of the Company to serve until the 2017 Annual Meeting or until their successors are duly elected and qualified. The nominees are as follows (ages are as of March 31, 2016):

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mario J. Gabelli	73	Chairman, Chief Executive Officer, Chief Investment Officer – Value Portfolios
Edwin L. Artzt	84	Director
Raymond C. Avansino, Jr.	72	Director
Eugene R. McGrath	74	Director
Robert S. Prather, Jr.	71	Director
Elisa M. Wilson	43	Director

All of the nominees are currently directors. Directors who receive a plurality of the votes cast at the 2016 Annual Meeting shall be elected. Each of the nominees has consented to being named in the proxy statement and to serve if elected.

All properly executed proxies received in time to be tabulated for the 2016 Annual Meeting will be voted "FOR" the election of the nominees named above, unless otherwise indicated on the proxy. If any nominee becomes unable or unwilling to serve between now and the 2016 Annual Meeting, your proxies may be voted FOR the election of a replacement designated by the Board.

The following are brief biographical sketches of the six nominees, including their principal occupations at present and for the past five years, as of March 31, 2016. Unless otherwise noted, the nominated directors have been officers of the organizations named below or of affiliated organizations as their principal occupations for more than five years.

The Board believes that each of the below persons possesses the necessary attributes, skills, qualifications and experience that are appropriate for them to serve as directors of the Company. Our directors have held senior positions as leaders of various entities, demonstrating their ability to perform at the highest levels. The expertise and experience of our directors enable them to provide broad knowledge and sound judgment concerning the issues facing the Company.

The Board has proposed all of the following nominees:

**Mario J. Gabelli** has served as Chairman, Chief Executive Officer, Chief Investment Officer — Value Portfolios and a director of the Company since November 1976. In connection with those responsibilities, he serves as director or trustee of registered investment companies managed by the Company and its affiliates ("Gabelli Funds"). Mr. Gabelli also serves as the Chief Executive Officer and Chief Investment Officer of the Value Team of GAMCO Asset Management Inc., the Company's wholly-owned subsidiary. Mr. Gabelli has served as Executive Chairman and Chief Executive Officer of Associated Capital since May 2015. Associated Capital is a holding company for the alternative investment management business, institutional research services business and certain cash and other assets that were spun-off from GAMCO in November 2015. It is expected that Mr. Gabelli will resign as Associated Capital's Chief Executive Officer during 2017, however, it is expected that he will remain Associated Capital's Executive Chairman after he resigns as Chief Executive Officer. Mr. Gabelli has been a portfolio manager for Teton Advisors, Inc. ("Teton") since 1998 through the present. Teton is an asset management company which was spun-off from the Company in March 2009. Mr. Gabelli has served as Chairman of LICT Corporation ("LICT"), a public company engaged in broadband transport and other



communications services, from 2004 to the present and has been the Chief Executive Officer of LICT since December 2010. He has also served as a director of CIBL, Inc., a holding company with operations in telecommunications that was spun off from LICT in 2007, from 2007 to the present, and as the Chairman of Morgan Group Holding Co., a public holding company, from 2001 to the present. Mr. Gabelli was the Chief Executive Officer of Morgan Group Holding Co. from 2001 to November 2012. He has served as a director of ICTC Group, Inc., a rural telephone company serving southeastern North Dakota from July 2013 to the present. In addition, Mr. Gabelli is the Chief Executive Officer, a director and the controlling shareholder of GGCP, Inc. (“GGCP”), a private company which owns a majority of our Class B Stock through an intermediate subsidiary, GGCP Holdings, LLC (“Holdings”), and the Chairman of MJG Associates, Inc. (“MJG Associates”), which acts as an investment manager of various investment funds and other accounts. Mr. Gabelli serves as Overseer of the Columbia University Graduate School of Business and as a Trustee of Boston College and Trustee of Roger Williams University. He also serves as Director of The Winston Churchill Foundation, The E. L. Wiegand Foundation, The American-Italian Cancer Foundation and The Foundation for Italian Art & Culture. He is also Chairman of the Gabelli Foundation, Inc., a Nevada private charitable trust. Mr. Gabelli also serves as Co-President of Field Point Park Association, Inc.

The Board believes that Mr. Gabelli’s qualifications to serve on the Board include his thirty-nine years of experience with the Company; his control of the Company through his ownership as the majority shareholder; his position as the senior executive officer of the Company and his direct responsibility for serving as the Chief Investment Officer of the Value Portfolios accounting for approximately 85% of the Company’s assets under management as of December 31, 2015.

**Edwin L. Artzt** has been a director of the Company since May 2004. Mr. Artzt previously served as a senior advisor to GGCP from September 2003 to December 2008 and was a senior advisor to Kohlberg, Kravis, Roberts & Co., a private equity firm, from April 2001 to April 2008. Mr. Artzt held various senior executive management positions during his 42 year career (from 1953 to 1995) at The Procter & Gamble Company, a global manufacturer of consumer products, and served as its Chairman of the Board and Chief Executive Officer from 1990 until 1995. He also served as the senior director of Barilla S.p.A. Italy from 1995 until 1998. Mr. Artzt was a director of American Express from 1991 to 2002, Delta Airlines from 1990 to 2002 and GTE from 1992 to 2002.

The Board believes that Mr. Artzt’s qualifications to serve on the Board include his former position as a Chairman and Chief Executive Officer of The Procter & Gamble Company and his position as a director or an adviser to other public and private companies.

**Raymond C. Avansino, Jr.** has been a director since January 2008. Mr. Avansino has been the Chairman of the Board and Chief Executive Officer of The E. L. Wiegand Foundation of Reno, Nevada, a Nevada private charitable trust, since 1982. Mr. Avansino is the Chairman and President of Miami Oil Producers, Inc., a private corporation with investments in oil and gas properties, real properties and securities. He served as President and Chief Operating Officer of Hilton Hotels Corporation from 1993 to 1996 and was a member of the Nevada Gaming Commission from 1981 to 1984. Mr. Avansino currently serves as a member of the Nevada State Athletic Commission. Mr. Avansino was also a director of the Company from 2000 to 2006.

The Board believes that Mr. Avansino’s qualifications to serve on the Board include his former position as the President and Chief Operating Officer of Hilton Hotels Corporation, his current position as the Chairman and Chief Executive Officer of a private charitable trust and his background as a lawyer with an advanced tax degree.

**Eugene R. McGrath** has been a director of the Company since January 2007. Mr. McGrath previously served as Chairman, President and Chief Executive Officer of Consolidated Edison, Inc. (“Con Ed”), a public utility company, from October 1997 until September 2005 and as Chairman until February 2006. He served as Chairman and Chief Executive Officer of Con Ed’s subsidiary, Consolidated Edison Company of New York, Inc., from September 1990 until February 2006. Mr. McGrath was a director of Con Ed from 1989 to 2014, has been a director of AEGIS Insurance Services since 2003 and Sensus since 2010, and was a director of Schering-Plough from 2000 to 2009.

The Board believes that Mr. McGrath’s qualifications to serve on the Board include his former position as the Chairman, President and Chief Executive Officer of Con Ed and his position as a director of other public companies.

**Robert S. Prather, Jr.** has been a director of the Company since May 2004 and serves as the Board’s lead independent director. Mr. Prather has been the President and Chief Executive Officer of Heartland Media LLC, a private owner of television stations and media properties, since September 2013. He was the President and Chief Operating Officer of Gray Television, Inc., a television broadcast company, from September 2002 until June 2013. Mr. Prather was an Executive Vice President of Gray Television, Inc. from 1996 until September 2002. He was also a director of Gray Television, Inc. Mr. Prather is Chairman of the Board at Southern Community Newspapers, Inc., a publishing and communication company, since December 2005. He served as Chief Executive

Officer and director of Bull Run Corporation, a sports and affinity marketing and management company, from 1992 until its merger into Triple Crown Media, Inc. in December 2005. Since 2009, he has served as a director of a firm formerly known as Gaylord Entertainment Company, originally a hospitality and entertainment company which converted into a real estate investment trust under the name Ryman Hospitality Properties, Inc. in October 2012. Mr. Prather has also served as a director of Diebold, Incorporated (“Diebold”) since 2013.

The Board believes that Mr. Prather’s qualifications to serve on the Board include his position as President and Chief Executive Officer of Heartland Media LLC and his position as a director of other public and private companies.

**Elisa M. Wilson** has been a director of the Company since February 2009. Ms. Wilson is President and a trustee of the Gabelli Foundation, Inc., a Nevada private charitable trust. In addition, she is a shareholder of GGCP. Ms. Wilson also serves as a director of the Metro NY Chapter of the American Red Cross and the Breast Cancer Alliance. She earned a B.A. from Boston College and an M.A., Ed.M. from Columbia University. Ms. Wilson has been a professional staff member of GAMCO since 1999 but has been on an unpaid leave for several years. Ms. Wilson is the daughter of Mario J. Gabelli.

The Board believes that Ms. Wilson’s qualifications to serve on the Board include her position and experience as the President and trustee of the Gabelli Foundation, Inc. and her previous positions and experience with the Company.

### **Recommendation**

The Board recommends that shareholders vote “**FOR**” all of the nominees to our Board.

### **Vote Required**

Nominees who receive a plurality of the votes cast will be elected to serve as directors of the Company until the 2017 Annual Meeting or until their successors are duly elected and qualified. Abstentions and broker non-votes, if any, will have no effect on the outcome of this proposal.

## **PROPOSAL 2 RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTANTS**

We are asking our shareholders to ratify the selection of Deloitte & Touche LLP as the Company’s independent registered public accountants. In accordance with our governance documents, the Board believes that such submission is consistent with best practices in corporate governance and is an opportunity for shareholders to provide direct feedback to the Board on an important issue of corporate governance. In the event that the shareholders do not approve the selection of Deloitte & Touche LLP, the Audit Committee will reconsider the selection of Deloitte & Touche LLP. Ultimately, however, the Audit Committee retains full discretion and will make all determinations with respect to the appointment of the independent auditors, whether or not the Company’s shareholders ratify the appointment.

### **Recommendation**

The Board recommends that shareholders vote “**FOR**” ratification of Deloitte & Touche LLP as the Company’s independent registered public accountants for the year ended December 31, 2016.

### **Vote Required**

Approval of Proposal 2 requires the affirmative vote of a majority of the votes cast on the proposal. Shareholders who return a signed proxy card but do not indicate how they wish to vote on Proposal 2 will be deemed to have voted FOR Proposal 2. Broker non-votes, if any, will have no effect on the outcome of this proposal. Abstentions will have the same effect as a vote against Proposal 2.

## PROPOSAL 3

### APPROVAL OF POTENTIAL ISSUANCE

#### Background and Overview

On December 21, 2015, the Company entered into a restricted stock unit agreement (the “RSU Agreement”) with Mario J. Gabelli, the Company’s Chief Executive Officer, pursuant to which the Company determined to award Mr. Gabelli’s Variable Compensation (as defined below) generated in fiscal 2016 in the form of restricted stock units (“RSUs”) under the Company’s 2002 Stock Award and Incentive Plan, as amended (the “Plan”). As defined under the Plan, a “restricted stock unit” award is an award of the right to receive cash or shares of Class A Stock. As a result of the award, Mr. Gabelli will not be paid any cash compensation in 2016 that he would otherwise be entitled to receive under his amended employment agreement approved by shareholders on May 5, 2015 (the “Amended Employment Agreement”), and consistent with Mr. Gabelli’s agreement since 1977.

Pursuant to the terms of the Amended Employment Agreement, Mr. Gabelli is entitled to variable compensation consisting of: (i) a percentage of the revenues or net operating contributions related to or generated by Mr. Gabelli’s business activities for the Company or its subsidiaries involving managing or overseeing the management of investment companies, attracting mutual fund accounts, attracting or managing separate accounts or otherwise generating revenues, which percentage rates have been and generally will be the same as those received by other professionals in the Company or the affected subsidiaries performing similar services, and (ii) currently 10% of the Company’s aggregate annual pre-tax profits as computed for financial reporting purposes in accordance with generally accepted accounting principles before consideration of the fee (collectively, the “Variable Compensation”). Under the RSU Agreement, the number of RSUs granted will be calculated by dividing the Variable Compensation generated in fiscal 2016 by the volume-weighted average price (as defined in the RSU Agreement) per share of the Class A Stock for fiscal 2016.

Subject to certain exceptions set forth in the RSU Agreement, the RSUs will vest in full on January 1, 2020 (the “Vesting Date”), provided that Mr. Gabelli remains employed by the Company on such date. On the Vesting Date, the Company intends to make a cash payment to Mr. Gabelli in settlement of the RSUs granted under the RSU Agreement. However, notwithstanding this current intention, the Company reserves the right in its discretion to issue to Mr. Gabelli a number of shares of Class A Stock equal to the number of RSUs in lieu of such cash payment.

The terms of the RSU Agreement are only briefly summarized above. For further information, please refer to the description contained in the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on December 28, 2015 and the text of the RSU Agreement filed as Exhibit 99.2 to such report. The discussion herein is qualified in its entirety by reference to the filed RSU Agreement.

#### Why the Company Needs Shareholder Approval

The Company is seeking shareholder approval for the potential issuance of shares of Class A Stock to Mr. Gabelli pursuant to the RSU Agreement in order to comply with New York Stock Exchange (“NYSE”) Rule 312.03(b).

Under NYSE Rule 312.03(b), an issuer is required to obtain shareholder approval prior to the issuance of common stock, or of securities convertible into or exercisable for common stock, to a director, officer or substantial security holder of the company (a “Related Party”) if the number of shares of common stock to be issued, or if the number of shares of common stock into which the securities may be convertible or exercisable, exceeds either 1% of the number of shares of common stock or 1% of the voting power outstanding before the issuance. Mr. Gabelli is a Related Party.

It is the current intention of the Company to make a cash payment to Mr. Gabelli in settlement of the RSUs granted under the RSU Agreement. However, if the Company elects to settle Mr. Gabelli’s award in shares of Class A Stock the exact number of shares of Class A Stock, if any, to be issued to Mr. Gabelli on the Vesting Date cannot be determined at this time, as it will depend on the number of RSUs granted based on the Variable Compensation generated in fiscal 2016. While the number of shares to be issued to Mr. Gabelli is uncertain, the Company believes any such potential issuance will exceed the threshold set forth under NYSE Rule 312.03(b). Accordingly, the Company is seeking shareholder in the event the potential issuance exceeds 1% of the number of shares of Class A Stock or 1% of the voting power outstanding before the issuance.

## **Recommendation**

The Board recommends that shareholders vote “**FOR**” the potential issuance of shares of Class A Stock to Mr. Gabelli pursuant to the RSU Agreement in order to comply with New York Stock Exchange (“NYSE”) Rule 312.03(b).

## **Vote Required**

Approval of Proposal 3 requires the affirmative vote of the holders of at least a majority of the votes cast at the Annual Meeting on this proposal. Shareholders who return a signed proxy card but do not indicate how they wish to vote on Proposal 3 will be deemed to have voted FOR Proposal 3. Broker non-votes will have no effect on the outcome of the vote. Abstentions will have the same effect as a vote against Proposal 3. Mr. Gabelli, who controls approximately 96% of the combined voting power of the Company, intends to vote “FOR” this proposal.

## **PROPOSAL 4**

### **APPROVAL OF AN AMENDMENT TO THE COMPANY’S 2002 STOCK AWARD AND INCENTIVE PLAN**

#### **Overview**

The Board has adopted and is seeking shareholder approval of an amendment to the Company’s 2002 Stock Award and Incentive Plan, as amended to date (the “Plan”), to increase the number of shares of Class A Stock that are available to be issued under the Plan by 500,000 shares, from 3,500,000 to 4,000,000 shares (subject to adjustment for stock splits, stock dividends and similar events).

As of February 29, 2016, awards covering 1,643,075 shares of Class A Stock had been awarded under the Plan, leaving 1,856,925 shares available for future awards. However, as discussed in Proposal 3, on December 21, 2015, the Company entered into the RSU Agreement with Mario J. Gabelli, the Company’s Chief Executive Officer, pursuant to which the Company determined to award Mr. Gabelli’s Variable Compensation generated in fiscal 2016 in the form of RSUs under the Plan. Under the RSU Agreement, the number of RSUs granted will be calculated by dividing the Variable Compensation generated in fiscal 2016 by the volume-weighted average price (as defined in the RSU Agreement) per share of the Class A Stock for fiscal 2016. Subject to certain exceptions set forth in the RSU Agreement, the RSUs will vest in full on January 1, 2020, the Vesting Date, provided that Mr. Gabelli remains employed by the Company on such date. On the Vesting Date, the Company intends to make a cash payment to Mr. Gabelli in settlement of the RSUs granted under the RSU Agreement. However, notwithstanding this current intention, the Company reserves the right in its discretion to issue to Mr. Gabelli a number of shares of Class A Stock equal to the number of RSUs in lieu of such cash payment.

In order to ensure an adequate reserve of shares available to settle Mr. Gabelli’s award in shares of Class A Stock and for future grants to other key employees and directors of the Company, from time to time, the Company is seeking to increase the number of shares reserved for issuance under the Plan by 500,000. If the number of RSUs granted to Mr. Gabelli under the RSU Agreement, when calculated, exceeds the number of available shares under the Plan, the Company will seek shareholder approval for another amendment to the Plan. If the Company settles Mr. Gabelli’s award in cash, any shares previously reserved for issuance under the RSU Agreement will become available for future grants at the discretion of the Compensation Committee of the Board.

The Plan was originally approved by shareholders on May 21, 2002 and subsequently amended by the Board and approved by shareholders on November 20, 2013. The Plan provides equity-based compensation through the grant of stock options, stock appreciation rights, stock awards, performance shares and stock units. The Board believes that an adequate reserve of shares available for issuance under the Plan is necessary to enable the Company to attract, motivate, and retain key employees and Directors and to provide an additional incentive for such individuals through stock ownership and other rights that promote and recognize the financial success and growth of the Company.

As of February 29, 2016, there were 10,684,107 shares of our Class A Stock outstanding. The increase of 500,000 shares of Class A Stock available for grant under the Plan will result in additional potential dilution of our outstanding stock. Based solely on the closing price of our Class A Stock on February 29, 2016 of \$34.74 per share, the aggregate market value of the additional 500,000

shares of Class A Stock to be reserved for issuance under the Plan would be \$17,370,000 and would represent approximately 4.47% of the number of shares of Class A Stock outstanding after this issuance of the additional 500,000 shares of Class A stock.

Other than the proposed amendment to the Plan to increase the number of shares of Class A Stock that the Company may issue under the Plan, there are no other changes to the Plan. The full text of the amendment to the Plan is attached hereto as Exhibit A. The following discussion is qualified in its entirety by reference to the amendment attached hereto as Exhibit A, the original text of the Plan filed as Exhibit A to the Company's Proxy Statement on Schedule 14A, dated April 30, 2002, and the First Amendment to the Plan included as Annex D to the Company's Proxy Statement on Schedule 14A, dated October 29, 2013.

The Company intends to register the 500,000 share increase on a Registration Statement on Form S-8 under the Securities Act of 1933, as amended, as soon as is practicable after receiving shareholder approval.

### Plan Benefits

The following table sets forth the stock options and stock awards outstanding under the Plan as of March 1, 2016 to each of the Company's named executive officers, the Company's executive officers as a group, the Company's non-executive directors as a group, and all employees of the Company, including all current officers who are not executive officers, as a group:

Name	Number of Shares Underlying Restricted Stock Awards	Number of Shares Underlying Stock Options
Mario J. Gabelli <i>Chairman, Chief Executive Officer and Chief Investment Officer – Value Portfolios</i>	-0-	-0-
Douglas R. Jamieson <i>President and Chief Operating Officer</i>	8,000	-0-
Kevin Handwerker <i>Executive Vice President, General Counsel and Secretary</i>	1,000	-0-
Kieran Caterina <i>Senior Vice President and Co-Chief Accounting Officer</i>	7,000	-0-
Diane M. LaPointe <i>Senior Vice President and Co-Chief Accounting Officer</i>	6,500	-0-
Agnes Mullady <i>Senior Vice President</i>	20,500	-0-
Bruce Alpert <i>Senior Vice President</i>	4,000	-0-
Henry Van der Eb <i>Senior Vice President</i>	1,000	-0-
Robert S. Zuccaro <i>Former Executive Vice President and Chief Financial Officer</i>	-0-	-0-
Total for all current executive officers (including the named executive officers identified above)	48,000	-0-
Non-executive director group	10,000	-0-
All employees, including all current officers who are not executive officers, as a group	553,100	-0-

### Equity Compensation Plan Information

For information regarding outstanding options and shares reserved for future issuance under all of our equity compensation plans as of December 31, 2015, see the table included in our 2015 Annual Report under "Part II, Item 5: Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities."

### Recommendation

The Board recommends that shareholders vote "FOR" the approval of the amendment to the Plan.

## **Vote Required**

Approval of Proposal 4 requires the affirmative vote of the holders of at least a majority of the votes cast at the Annual Meeting on this proposal. Shareholders who return a signed proxy card but do not indicate how they wish to vote on Proposal 4 will be deemed to have voted FOR Proposal 4. Broker non-votes will have no effect on the outcome of the vote. Abstentions will have the same effect as a vote against Proposal 4. Mr. Gabelli, who controls approximately 96% of the combined voting power of the Company, intends to vote “FOR” this proposal.

## **PROPOSAL 5**

### **ADVISORY VOTE ON BOARD CONSIDERATION OF RECLASSIFICATION OF CLASS B STOCK**

#### **General**

As the Board requested in 2011, 2012, 2013 and 2014, holders of our Class A Stock are again asked to vote on whether the Board should consider the conversion and reclassification of all of our shares of Class B Stock into shares of Class A Stock at a ratio in the range between 1.15 to 1.25 shares of Class A Stock for each share of Class B Stock. Our Board, however, has not determined whether to proceed with the conversion and reclassification of our Class B Stock or, if so, what an appropriate exchange ratio would be. As a matter of good corporate governance, the Board recommends that each shareholder vote on this proposal and strongly encourages each shareholder to do so, in order to provide further and updated shareholder guidance to the Board in this matter. The need for this guidance is underscored by the fact that, as described below, substantially less than a majority of our Class A Stock were voted on this matter in 2011, 2012 and 2013. The Board urges each Class A shareholder to vote on this proposal so that the Board can determine the desire of a majority of the Class A shareholders. Such guidance would be useful, for example, in the Board’s consideration of whether to have any discussions on reclassification in the future with GGCP, the Company’s largest Class B shareholder. The Board will thus carefully consider the vote on the Reclassification Proposal and recommends that all Class A shareholders vote thereon, although the Board makes no recommendation on how shareholders should vote. The Board will also consider other factors relating to the possible conversion and reclassification of our Class B Stock. If our Board does determine that it would be in the best interests of all shareholders to convert and reclassify all of our shares of Class B Stock into shares of Class A Stock, we will present the proposal for a vote of the shareholders at our next annual meeting of shareholders.

#### **Background**

In February 1999, we sold 6 million shares of Class A Stock at \$17.50 per share in our initial public offering. At that time, GGCP and its subsidiaries owned all 24 million shares of our Class B Stock. The holders of Class A Stock were and are entitled to one vote per share while the holders of Class B Stock were and are entitled to ten votes per share. As of February 29, 2016, Mr. Gabelli and GGCP collectively owned 78% of our common stock outstanding on a combined basis, representing 96% of the total voting power on a combined basis. If the Class B Stock had been converted into Class A Stock on February 29, 2016, using a conversion ratio of 1.15 and a conversion ratio of 1.25 shares of Class A Stock for Class B Stock, then the Class B shareholders (with GGCP and Mr. Gabelli owning 99% of the Class B Stock) would collectively own 80% and 81%, respectively, of the Company’s outstanding stock and voting power.

The Company is considering eliminating its dual class structure in which our Class A Stock has one vote per share and our Class B Stock has ten votes per share. One way of eliminating the dual class structure would be to convert and reclassify all outstanding shares of Class B Stock into shares of Class A Stock. Except for the advisory proposals previously voted on by the shareholders as described below, the Board has not considered any procedures for eliminating the Company’s dual class structure.

#### **Purpose and Results of Vote**

The Reclassification Proposal seeks to determine whether our holders of Class A Stock want the Board to consider converting and reclassifying all outstanding shares of Class B Stock into shares of Class A Stock at a ratio in the range between 1.15 to 1.25 shares of Class A Stock for each share of Class B Stock. The hypothetical conversion ratio range does not represent the Board’s view as to a fair or appropriate conversion ratio if the shares of Class B Stock were to be converted into shares of Class A Stock. The hypothetical conversion ratio range, however, does reflect the Board’s belief that the holders of the Class B Stock will not agree to convert their shares and give up their enhanced voting power unless this ratio is greater than one share of Class A Stock for each share of Class B Stock.

Before expending resources to obtain a “fairness opinion” from an independent party and evaluate various options for eliminating the dual class structure, the Board believes that it is appropriate to solicit the views of the holders of our Class A Stock. If the proposal is approved, the Board will consider whether the conversion ratio in the range between 1.15 to 1.25 is fair and may seek to retain an independent party to render a “fairness opinion.”

Even if the Reclassification Proposal is approved, there can be no assurance that the shares of Class B Stock will be converted into shares of Class A Stock at a ratio in the range between 1.15 to 1.25 or at any other ratio. If the Reclassification Proposal is approved, the Board will evaluate the proposal and, if after such evaluation the Board concludes that we should convert all of the shares of Class B Stock into shares of Class A Stock at a particular ratio, the Board will present the proposal and ratio for shareholder approval in our proxy statement for the 2017 Annual Meeting.

In light of the current stock ownership, even if all of our shares of Class B Stock were converted into shares of Class A Stock, Mario J. Gabelli and GGCP would continue to own a majority of our shares of common stock outstanding and a majority of the total voting power.

At a special meeting of our shareholders held on November 30, 2007, the shareholders of the Class A Stock approved a proposal by 97.7% of the votes cast that our Board of Directors should consider the conversion and reclassification on the Company’s Class B Stock to Class A Stock at a ratio of 1.15 shares of Class A Stock for each share of Class B Stock. In 2008, our Board, after preliminary discussions with representatives of the Board of GGCP, elected to defer its decision on converting and reclassifying all of the Class B Stock into shares of the Class A Stock. Subsequently, at the annual meeting of shareholders held on May 6, 2011, the Class A shareholders approved an advisory proposal on whether the Board should consider the reclassification of its stock, at a ratio of 1.10 to 1.20 shares of Class A Stock for Class B Stock, by 86% of the votes cast. However, the total votes cast on the advisory Reclassification Proposal in 2011 constituted well under a majority (36.3%) of the Class A Stock then outstanding. At the annual meeting of shareholders held on May 1, 2012, the Class A shareholders approved an advisory proposal on whether the Board should consider the reclassification of its stock, at a ratio of 1.15 to 1.25 shares of Class A Stock for Class B Stock, by 85% of the votes cast. However, as in 2011, the total votes cast on the advisory Reclassification Proposal in 2012 were well under a majority (39%) of the Class A Stock then outstanding. At the annual meeting of shareholders held on May 7, 2013, the Class A shareholders approved an advisory proposal on whether the Board should consider the reclassification of its stock, at a ratio of 1.15 to 1.25 shares of Class A Stock for Class B Stock, by 81% of the votes cast. However, as in 2011 and 2012, the total votes cast on the advisory Reclassification Proposal in 2013 were again less than a majority (41%) of the Class A Stock then outstanding. At the annual meeting of shareholders held on May 6, 2014, the Class A shareholders approved an advisory proposal on whether the Board should consider the reclassification of its stock, at a ratio of 1.15 to 1.25 shares of Class A Stock for Class B Stock, by 85% of the votes cast. The total votes cast on the advisory Reclassification Proposal in 2014 was 71% of the Class A Stock then outstanding. The Board has continued to consider the reclassification of its stock but has determined that it would be appropriate and helpful to the Board to ask, encourage and recommend that the Class A shareholders vote on the reclassification of its stock at the 2016 Annual Meeting.

### **Recommendation**

The Board urges Class A shareholders to vote on this proposal, although the Board does not make any recommendation on how shareholders should vote with respect to this proposal.

### **Vote Required**

Approval of Proposal 5 requires the affirmative vote of a majority of the votes cast by Class A shareholders. Shareholders who return a signed proxy card but do not indicate how they wish to vote on Proposal 5 will be deemed to have abstained on Proposal 5. Broker non-votes, if any, will have no effect on the outcome of this proposal. Abstentions will have the same effect as a vote against Proposal 5.

## **CORPORATE GOVERNANCE**

GAMCO continually strives to maintain the highest standards of ethical conduct: reporting results with accuracy and transparency and maintaining full compliance with the laws, rules and regulations that govern the Company’s businesses. The Company is active in ensuring that its governance practices continue to serve the interests of its shareholders and remain at the leading edge of best practices.

## Determination of Director Independence

The Board has established guidelines which it uses in determining director independence and that are based on the director independence standards of the New York Stock Exchange. A copy of these guidelines can be found as Exhibit B. These guidelines are also attached to the Board's Corporate Governance Guidelines, which are available at the following website: [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). A copy of these guidelines may also be obtained upon request from our Secretary.

In making its determination of independence with respect to Mr. Prather, the Board considered that the investment advisory subsidiaries of the Company collectively own on behalf of their investment advisory clients as of March 1, 2016 approximately 2.8% of the Company's Class A Stock and 1.25% of the Common Stock of Gray Television, Inc. ("Gray"). This ownership represents approximately 2.05% of the total voting power of Gray. Mr. Prather served as President and Chief Operating Officer and a director of Gray until June of 2013. Furthermore, an investment advisory affiliate of the Company nominated Mr. Prather as a director of Gaylord Entertainment Company ("Gaylord") in 2009, and Mr. Prather was elected as a director of Gaylord on May 7, 2009. Gaylord subsequently converted into a real estate investment trust named Ryman Hospitality Properties, Inc. ("Ryman") in October 2012, and Mr. Prather remains on Ryman's board of directors. The Company collectively owns on behalf of their investment advisory clients approximately 11.67% of Ryman's Common Stock representing approximately 11.67% of the total voting power of Ryman as of March 1, 2016. In addition, an investment advisory affiliate of the Company nominated Mr. Prather as a director of Diebold in 2013, and Mr. Prather was elected as a director of Diebold on April 25, 2013. The Company collectively owns on behalf of their investment advisory clients approximately 8.97% of Diebold's Common Stock representing approximately 8.97% of the total voting power of Diebold as of March 1, 2016. From time to time, investment advisory affiliates of the Company have nominated and may continue to nominate Mr. Prather to the Boards of public companies.

The Company's affiliates may also nominate other directors to the Boards of companies that are beneficially owned on behalf of its clients. The Board further considered the difficulty the Company would encounter in attempting to unilaterally affect the management of Gray, Ryman or Diebold through the use of its voting power.

In making its determination of independence with respect to Mr. Avansino, the Board considered that he has a daughter who works for the Company in a non-executive role, as described under "Certain Relationships and Related Transactions". In addition, the Board considered that he is the Chairman and the President of Miami Oil Producers, Inc. ("Miami Oil"), the landlord of a lease that was entered into in 1999 with the Company for office space in Nevada. The Company paid \$38,427, \$38,880 and \$39,495 in rent to Miami Oil in 2013, 2014 and 2015, respectively. Mr. Avansino is not a shareholder of Miami Oil.

With respect to these relationships, the Board considered Messrs. Avansino's and Prather's lack of economic dependence on the Company and other personal attributes that need to be possessed by independent-minded directors. Based on the guidelines attached as Exhibit A hereto and the foregoing considerations, the Board concluded that the following directors were independent and determined that none of them had a material relationship with us which would impair his ability to act as an independent director: Messrs. Artzt, Avansino, McGrath and Prather.

The table below sets forth certain information regarding the nominees to the Board and Committees on which they serve.

<u>Name</u>	<u>Audit Committee</u>	<u>Governance Committee</u>	<u>Compensation Committee</u>	<u>Nominating Committee</u>
Mario J. Gabelli.....				X
Edwin L. Artzt.....	X			
Raymond C. Avansino, Jr. ...	X	X (Chair)	X	
Eugene R. McGrath.....	X	X		
Robert S. Prather, Jr. ....	X (Chair)		X (Chair)	
Elisa M. Wilson.....				X (Chair)



## **The Board's Role in the Oversight of Risk**

The Board's oversight of risk is administered directly through the Board, as a whole, or through its Committees. Various reports and presentations regarding risk management are presented to the Board including the procedures that the Company has adopted to identify and manage risk. Each of the Board's Committees addresses risks that fall within the Committee's area of responsibility. For example, the Audit Committee is responsible for "overseeing the quality and objectivity of GAMCO's financial statements and the independent audit thereof." The Audit Committee reserves time at each of its quarterly meetings to meet with the Company's independent registered public accounting firm outside of the presence of the Company's management. The Director of Internal Audit also is significantly involved in risk management evaluation and designs the Company's internal audit programs to take account of risk evaluation and work in conjunction with the Chief Financial Officer. The Director of Internal Audit reports directly to the Company's Audit Committee.

## **Relationship of Compensation and Risk**

The Compensation Committee of the Board works with the Chief Executive Officer in reviewing the significant elements of the Company's compensation policies and programs for all staff. They evaluate the intended behaviors each program is designed to incentivize to ensure that such policies and programs are appropriate for the Company.

## **The Board and Committees**

During 2015, there were nine meetings of the Board. Our Board has an Audit Committee, a Compensation Committee, a Governance Committee and a Nominating Committee. We are deemed to be a "controlled company" as defined by the corporate governance standards of the New York Stock Exchange by virtue of the fact that GGCP holds more than 50% of the voting power of the Company. As a result, we are exempt from the corporate governance standards of the New York Stock Exchange requiring that a majority of the Board be independent and that all members of the Governance, Nominating and Compensation Committees be independent. While the Company is a controlled Company, the Board nevertheless is comprised of a majority of independent directors.

The Board believes that the most effective leadership structure is for the Company's Chief Executive Officer to serve as Chairman given that Mr. Mario Gabelli is the controlling shareholder of the Company. By having Mr. Gabelli serve as the Chief Executive Officer and as Chairman, the Board believes that it enables Mr. Gabelli to ensure that the Board's agenda responds to strategic challenges, that the Board is presented with information required for it to fulfill its responsibilities, and that Board meetings are as productive and effective as possible.

Our non-management directors meet, without any management directors or employees present, immediately after our regular quarterly Board meetings. At least once each year, our independent directors meet in a separate executive session. Mr. Prather serves as lead independent director and chairs the meetings of our non-management and independent directors.

The Audit Committee regularly meets with our independent registered public accounting firm to ensure that satisfactory accounting procedures are being followed and that internal accounting controls are adequate, reviews fees charged by the independent registered public accounting firm and selects our independent registered public accounting firm. Messrs. Artzt, Avansino, McGrath and Prather, each of whom is an independent director as defined by the corporate governance standards of the New York Stock Exchange and the Company's guidelines as set forth in Exhibit B, are members of the Audit Committee. The Board has determined that Mr. Prather meets the standards of an "audit committee financial expert," as defined by the applicable securities regulations. The Audit Committee met five times during 2015. A copy of the Audit Committee's charter is posted on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). A shareholder may also obtain a copy of the charter upon request from our Secretary.

The Compensation Committee reviews the amounts paid to the Chief Executive Officer for compliance with the terms of his employment agreement and generally reviews benefits and compensation for the other executive officers. It also administers our Stock Award and Incentive Plan. Messrs. Avansino and Prather, each of whom is an independent director, are the members of the Compensation Committee. The Compensation Committee does not have a formal policy regarding delegation of its authority. The Compensation Committee met four times during 2015. A copy of the Compensation Committee's charter is posted on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). A shareholder may also obtain a copy of the charter upon request from our Secretary.

The Governance Committee advises the Board on governance policies and procedures. Messrs. Avansino and McGrath, each of whom is an independent director, are the members of the Governance Committee. The Governance Committee held two meetings

during 2015. A copy of the Governance Committee's charter is posted on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). A shareholder may also obtain a copy of the charter upon request from our Secretary.

The Nominating Committee advises the Board on the selection and nomination of individuals to serve as directors of GAMCO. Nominations for director, including nominations for director submitted to the committee by shareholders, are evaluated according to our needs and the nominee's knowledge, experience and background. Mario Gabelli and Elisa Wilson are the members of the Nominating Committee. Neither Mr. Gabelli nor Ms. Wilson is an independent director as defined by the corporate governance standards of the Company. The Nominating Committee did not meet in 2015. A copy of the Nominating Committee's charter is posted on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). A shareholder may also obtain a copy of the charter upon request from our Secretary. The Nominating Committee has adopted the following policy regarding diversity: When identifying nominees as directors, the Committee will have a bias to have diverse representation of candidates who serve or have served as chief executive officers or presidents of public or private corporations or entities that are either for-profit or not-for-profit. In accordance with its charter, the Nominating Committee will review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a change in status, including but not limited to an employment change, and recommend whether or not the director should be re-nominated. The Nominating Committee will review annually with the Board the composition of the Board as a whole and recommend, if necessary, measures to be taken.

### **Consideration of Director Candidates Recommended by Shareholders**

Except as set forth in the Company's Amended and Restated By-Laws, the Nominating Committee does not have a formal policy regarding the recommendation of director candidates by shareholders. The Board believes it is appropriate not to have such a policy because GGCP holds the majority of the voting power. Nevertheless, the Nominating Committee will consider appropriate candidates recommended by shareholders. Under the process described below, a shareholder wishing to submit such a recommendation should send a letter to our Secretary at One Corporate Center, Rye, NY 10580. The mailing envelope must contain a clear notation that the enclosed letter is a "Director Nominee Recommendation." The letter must identify the author as a shareholder and provide a brief summary of the candidate's qualifications and otherwise comply with the requirements of our Amended and Restated By-Laws. At a minimum, candidates recommended for election to the Board must meet the independence standards of the New York Stock Exchange as well as any criteria used by the Nominating Committee. The Nominating Committee will consider and evaluate candidates recommended by shareholders in the same manner as it considers candidates from other sources. Acceptance of a recommendation does not imply that the committee will ultimately nominate the recommended candidate.

### **Process for the Consideration of Director Candidates Nominated by Shareholders and of Business Proposed by Shareholders**

GAMCO's Amended and Restated By-Laws set forth the processes and advance notice procedures that shareholders of GAMCO must follow, and specifies additional information that shareholders of GAMCO must provide, when proposing director nominations at any annual or special meeting of GAMCO's shareholders or other business to be considered at an annual meeting of shareholders. Generally, the By-Laws provide that advance notice of shareholder nominations or proposals of business be provided to GAMCO not less than ninety (90) days nor more than one hundred twenty (120) days prior to the anniversary date of the preceding annual meeting of shareholders. For the 2017 Annual Meeting, such notice of nomination or other business must be received at GAMCO's principal executive offices between January 3, 2017 and February 2, 2017.

Article III, Paragraph 6 of GAMCO's Amended and Restated By-Laws sets out the procedures a shareholder must follow in order to nominate a candidate for Board membership. For these requirements, please refer to the Amended and Restated By-Laws as of November 20, 2013, filed with the Securities and Exchange Commission on November 22, 2013, as Exhibit 3.2 to a Current Report on Form 8-K. The Amended and Restated By-Laws are also available in the "Investor Relations" section of the Company's website.

### **Director Attendance**

During 2015, all of the directors attended at least 75% of the meetings of the Board and the Board committees of which he or she was a member. All of our Directors attended our 2015 annual meeting of shareholders. We do not have a policy regarding directors' attendance at our annual meetings.

## Compensation of Directors

Neither Mr. Mario Gabelli nor Mr. Marc Gabelli received compensation for serving as a director of the Company during 2015. Effective July 1, 2010, all non-executive directors other than Mr. Gabelli receive annual cash retainers and meeting fees as follows:

Board Member .....	\$60,000
Audit Committee Chairman .....	\$20,000
Compensation Committee Chairman .....	\$12,000
Governance Committee Chairman .....	\$12,000
Attendance per Board Meeting .....	\$10,000
Attendance per Audit Committee Meeting .....	\$4,000
Attendance per Compensation and Governance Committees Meeting .....	\$3,000

**Director Compensation Table for 2015.** The following table sets forth fees, awards, and other compensation paid to or earned by our non-executive directors in 2015.

Name	Fees Earned or Paid in Cash (\$)	Restricted Stock Awards (\$) (a) (b)	Option Awards (\$) (c)	All Other Compensation (\$)	Total (\$)
Edwin L. Artzt .....	146,000	-0-	-0-	-0-	146,000
Raymond C. Avansino, Jr. ....	149,000	-0-	-0-	-0-	149,000
Richard L. Bready .....	156,000	-0-	-0-	-0-	156,000
Marc Gabelli (c)(d) .....	-0-	-0-	-0-	725,000	725,000
Eugene McGrath .....	159,000	-0-	-0-	-0-	159,000
Robert S. Prather, Jr. ....	204,000	-0-	-0-	-0-	204,000
Elisa M. Wilson (d) .....	140,000	-0-	-0-	-0-	140,000

- (a) There were no GAMCO restricted stock awards granted to any non-executive directors during 2015. However, at the time of the spin-off, existing GAMCO equity awards were supplemented by the awarding of Associated Capital equity awards. Specifically, outstanding RSAs relating to GAMCO remain unchanged, with each RSA holder also receiving an equal number of RSAs relating to Associated Capital. The terms of the new Associated Capital RSAs are the same as the terms of the pre-spin-off GAMCO RSAs. The purpose of the issuance was to ensure that any employee who had GAMCO RSAs was granted an equal number of AC RSAs so that the total value of the RSAs post-spin-off was equivalent to the total value pre-spin-off. On November 30, 2015, pursuant to the spin-off of Associated Capital from GAMCO, Mr. Marc Gabelli, along with certain of the Company's named executive officers and other teammates, received restricted shares of Associated Capital's Class A common stock as a result of his ownership of GAMCO unvested restricted stock awards. For those current directors at December 31, 2015, the restricted stock awards outstanding on that date were as follows:

Mr. Marc Gabelli received 10,000 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant of January 15, 2015 and with a grant date fair value of \$87.99 per share, equal to the close of the Company's Class A Stock on the day preceding the effective grant date.

- (b) There were no option awards outstanding to any directors at December 31, 2015.
- (c) Mr. Marc Gabelli's other compensation is the amount he earned as an employee of GAMCO. Mr. Marc Gabelli's other compensation earned in 2015 consisted of a salary of \$275,000, an allocation of \$325,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Mario Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015 and \$125,000 for 2015 allocation of fees received by Mr. Mario Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015. Mr. Marc Gabelli also earned \$325,000 in compensation directly from Associated Capital for his role as an officer in that company after the date of the spin-off, which is excluded from the above table.
- (d) We lease an approximately 60,000 square foot building located at 401 Theodore Fremd Avenue, Rye, New York as our headquarters (the "Building") from M<sup>4</sup>E, LLC, ("M<sup>4</sup>E"), an entity that is owned by family members of Mr. Gabelli, including Mr. Marc Gabelli and Ms. Wilson. As members of M<sup>4</sup>E, Mr. Marc Gabelli and Ms. Wilson each are entitled to receive their pro-rata share of payments received by M<sup>4</sup>E under the lease. See "Certain Relationships and Related Transactions" on page 32 of this proxy statement for further details.

## Communications with the Board

Our Board has established a process for shareholders and other interested parties to send communications to the Board. Shareholders or other interested parties who wish to communicate with the Board, the non-management or independent directors, or a particular director may send a letter to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, NY 10580-1422. The mailing envelope must contain a clear notation indicating that the enclosed letter is a “Board Communication” or “Director Communication.” All such letters must identify the author and clearly state whether the intended recipients are all members of the Board or just certain specified individual directors. The Secretary will make copies of all such letters and circulate them to the appropriate director or directors.

## Code of Business Conduct

We have adopted a Code of Business Conduct (the “Code of Conduct”) that applies to all of our officers, directors and staff members with additional requirements for our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions. The Code of Conduct is posted on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). Any shareholder may also obtain a copy of the Code of Conduct upon request. Shareholders may address a written request for a printed copy of the Code of Conduct to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, New York 10580-1422. We intend to satisfy the disclosure requirement regarding any amendment to, or a waiver of, a provision of the Code of Conduct by posting such information on our website.

## Transactions with Related Persons

Our Board has adopted written procedures governing the review, approval or ratification of any transactions with related persons required to be reported in this proxy statement. The procedures require that all related party transactions, other than certain pre-approved categories of transactions, be reviewed and approved by our Governance Committee or the Board. Under the procedures, directors may not participate in any discussion or approval by the Board of related party transactions in which they or a member of their immediate family is a related person, except that they shall provide information to the Board concerning the transaction. Only transactions that are found to be in the best interests of the Company will be approved.

Currently, we have a number of policies and procedures addressing conflicts of interest. Our Code of Conduct addresses the responsibilities of our officers, directors and staff to disclose conflicts of interest to our Legal/Compliance Department, which determines whether the matter constitutes a related party transaction that should be reviewed by our Governance Committee or Board. Generally, matters involving employer-employee relationships including compensation and benefits, ongoing arrangements that existed prior to our initial public offering and financial service relationships including investments in our funds are not presented for review, approval or ratification by our Governance Committee or Board.

Furthermore, our Amended and Restated Certificate of Incorporation provides that no contract, agreement, arrangement or transaction, or any amendment, modification or termination thereof, or any waiver of any right thereunder, (each, a “Transaction”) between GAMCO and:

- (i) Mario J. Gabelli, any member of his immediate family who is at the time an officer or director of GAMCO and any entity in which one or more of the foregoing beneficially own a controlling interest of the outstanding voting securities or comparable interests (each, a “Gabelli”),
- (ii) any customer or supplier,
- (iii) any entity in which a director of GAMCO has a financial interest (a “Related Entity”), or
- (iv) one or more of the directors or officers of GAMCO or any Related Entity;

will be voidable solely because any of the persons or entities listed in (i) through (iv) above are parties thereto, if the standard specified below is satisfied.

Further, no Transaction will be voidable solely because any such directors or officers are present at or participate in the meeting of the Board or committee thereof that authorizes the Transaction or because their votes are counted for such purpose, if the standard specified below is satisfied. That standard will be satisfied, and such Gabelli, the Related Entity, and the directors and officers of GAMCO or the Related Entity (as applicable) will be deemed to have acted reasonably and in good faith (to the extent such standard

is applicable to such person's conduct) and fully to have satisfied any duties of loyalty and fiduciary duties they may have to GAMCO and its shareholders with respect to such Transaction, if any of the following four requirements are met:

- (i) the material facts as to the relationship or interest and as to the Transaction are disclosed or known to the Board or the committee thereof that authorizes the Transaction, and the Board or such committee in good faith approves the Transaction by the affirmative vote of a majority of the disinterested directors on the Board or such committee, even if the disinterested directors are less than a quorum;
- (ii) the material facts as to the relationship or interest and as to the Transaction are disclosed or known to the holders of Voting Stock entitled to vote thereon, and the Transaction is specifically approved by vote of the holders of a majority of the voting power of the then outstanding Voting Stock not owned by such Gabelli or such Related Entity, voting together as a single class;
- (iii) the Transaction is effected pursuant to guidelines that are in good faith approved by a majority of the disinterested directors on the Board or the applicable committee thereof or by vote of the holders of a majority of the then outstanding voting Stock not owned by such Gabelli or such Related Entity, voting together as a single class; or
- (iv) the Transaction is fair to GAMCO as of the time it is approved by the Board, a committee thereof or the shareholders of GAMCO.

Our Amended and Restated Certificate of Incorporation also provides that any such Transaction authorized, approved, or effected, and each of such guidelines so authorized or approved, as described in (i), (ii) or (iii) above, will be deemed to be entirely fair to GAMCO and its shareholders, except that, if such authorization or approval is not obtained, or such Transaction is not so effected, no presumption will arise that such Transaction or guideline is not fair to GAMCO and its shareholders. In addition, our Amended and Restated Certificate of Incorporation provides that a Gabelli will not be liable to GAMCO or its shareholders for breach of any fiduciary duty that a Gabelli may have as a director of GAMCO by reason of the fact that a Gabelli takes any action in connection with any transaction between such Gabelli and GAMCO. For purposes of these provisions, interests in an entity that are not equity or ownership interests or that constitute less than 10% of the equity or ownership interests of such entity will not be considered to confer a financial interest on any person who beneficially owns such interests.

A description of certain related party transactions appears under the heading "Certain Relationships and Related Transactions" on pages 32 to 39 of this proxy statement.

#### **Compensation Committee Interlocks and Insider Participation**

Our Compensation Committee consists of Messrs. Avansino and Prather. Neither of these individuals has ever been an officer or employee of the Company. During 2015, none of our executive officers served on the board of directors or compensation committee of any entity that employed any member of our Compensation Committee or served on the compensation committee of any entity that employed any member of our Board.

#### **INFORMATION REGARDING NAMED EXECUTIVE OFFICERS**

As of March 31, 2016, the named executive officers of the Company are as follows (ages are as of March 31, 2016):

<u>Name</u>	<u>Age</u>	<u>Position</u>
Mario J. Gabelli	73	Chairman, Chief Executive Officer and Chief Investment Officer – Value Portfolios
Douglas R. Jamieson	61	President and Chief Operating Officer
Kevin Handwerker	59	Executive Vice President, General Counsel and Secretary
Kieran Caterina	42	Senior Vice President and Co-Chief Accounting Officer
Diane M. LaPointe	58	Senior Vice President and Co-Chief Accounting Officer
Agnes Mullady	57	Senior Vice President
Bruce N. Alpert	64	Senior Vice President
Henry G. Van der Eb	70	Senior Vice President

Biographical information for Mr. Gabelli appears above under "Election of Directors – The Nominees". Brief biographical sketches of the other executive officers listed above are set forth below.

**Douglas R. Jamieson** has served as President and Chief Operating Officer of the Company since August 2004. He has served as Executive Vice President and Chief Operating Officer of GAMCO Asset Management Inc. from 1986 to 2004, as President since 2004 and as a director of GAMCO Asset Management Inc. from 1991 to the present. Mr. Jamieson also serves as President and a director of Gabelli Securities, Inc. (a majority-owned subsidiary of Associated Capital) and GAMCO Asset Management (UK) Ltd. (a wholly-owned subsidiary of the Company). Mr. Jamieson served on the Board of Teton from 2005 through 2010. Mr. Jamieson also serves as a director of several Investment Partnerships that are managed by Gabelli Securities, Inc. Mr. Jamieson was a securities analyst with Gabelli & Company, Inc. (now known as G.research, LLC) the broker-dealer subsidiary of Associated Capital, from 1981 to 1986. He was a director of GGCP from December 2005 through December 2009, and served as an advisor to the GGCP board through 2010.

**Kevin Handwerker** has served as Executive Vice President, General Counsel and Secretary of the Company since November 2013. Mr. Handwerker has also served as Executive Vice President, General Counsel and Secretary of Associated Capital since December 2015. Mr. Handwerker was Managing Director at Neuberger Berman LLC from 2000 through October 2013. Previously, Mr. Handwerker held senior positions in National Financial Partners Corp. and J.P. Morgan Investment Management Inc. He began his law career at Shearman & Sterling LLP, representing financial institutions and other entities in public and private financings, mergers and acquisitions and merchant banking transactions. Mr. Handwerker received his J.D. from Fordham University School of Law after earning his B.S. in Accounting, summa cum laude, from the State University of New York at Albany.

**Kieran Caterina** has served as Senior Vice President since 2011 and as Co-Chief Accounting Officer of the Company since 2012. Since Mr. Zuccaro's retirement from the Company in July 2015, he has also served as the Company's Co-Principal Financial Officer. Mr. Caterina earlier served as Vice President and Co-Principal Accounting Officer of the Company from 2008 to 2012, as Vice President and Acting Co-Chief Financial Officer from 2007 to 2008 and as Controller from 2002 to 2008. Mr. Caterina joined GAMCO in March 1998 as a staff accountant. He received his M.S. in Accounting from Binghamton University after earning his B.S. in Accounting from the State University of New York at Oswego.

**Diane M. LaPointe** has served as Senior Vice President since 2011 and as Co-Chief Accounting Officer of the Company since 2012. Since Mr. Zuccaro's retirement from the Company in July 2015, she has also served as the Company's Co-Principal Financial Officer. Ms. LaPointe earlier served as Vice President and Co-Principal Accounting Officer of the Company from 2008 to 2012 and as the Acting Co-Chief Financial Officer of the Company from 2007 to 2008. She has also served as Vice President and Controller of Gabelli Securities, Inc. (now, after the spin-off, a majority-owned subsidiary of Associated Capital) and its broker-dealer subsidiary, G.research, LLC, since 2004 and as Vice President and Controller of G.distributors, LLC, the Company's broker-dealer subsidiary, since 2011. Prior to joining the Company in June 2004, Ms. LaPointe was the Chief Financial Officer and Treasurer of Security Capital Corporation and had previously held several senior financial positions at Ultramar PLC, including Director of Worldwide Financial Reporting and Director of Corporate Finance. She began her career at KPMG and is a Certified Public Accountant. She received her M.B.A. from New York University's Stern School of Business after earning her B.A. from Wesleyan University.

**Agnes Mullady** has served as a Senior Vice President of the Company since 2008, as the President and Chief Operating Officer of the Fund Division of Gabelli Funds, LLC since 2010, as a Vice President of Gabelli Funds, LLC since 2006, and since 2011, as Chief Executive Officer of G.distributors, LLC, the Company's broker-dealer subsidiary. Ms. Mullady also serves as an officer of all of the Gabelli/GAMCO Funds. Ms. Mullady served as the President of the Closed-End Fund Division of Gabelli Funds, LLC from 2007 through 2010. In addition, she oversees the financial reporting of the affiliated open and closed-end funds for the Company. Prior to joining the Company in December 2005, Ms. Mullady was a Senior Vice President at U.S. Trust Company and Treasurer and Chief Financial Officer of the Excelsior Funds from 2004 through 2005.

**Bruce N. Alpert** has served as Senior Vice President of the Company since May 2008. Mr. Alpert served as Vice President and Chief Operating Officer of Gabelli Funds, LLC or its predecessor from 1988 to 1999, and became Executive Vice President and Chief Operating Officer of Gabelli Funds, LLC in 1999. Mr. Alpert is an officer of certain of the Gabelli/GAMCO Funds. Mr. Alpert also served as a director of Teton from 1998 through May 2012, and was its President from 1998 through 2008 and Chairman from 2008 through 2010. He served as Chief Compliance Officer of the Gabelli/GAMCO Funds from 2012 through 2014 and Gabelli Funds, LLC from 2012 through March 2015. From 1986 until June 1988, he worked at the InterCapital Division of Dean Witter as Vice President and Treasurer of the mutual funds sponsored by Dean Witter. From 1983 through 1986, he worked at Smith Barney Harris Upham & Co. ("Smith Barney") as Vice President in the Financial Services Division and as Vice President and Treasurer of the mutual funds sponsored by Smith Barney. Prior to Smith Barney, Mr. Alpert was an Audit Manager and Specialist at Price Waterhouse in the Investment Company Industry Services Group, where he was employed from 1975 through 1983. Mr. Alpert is a Certified Public Accountant.

**Henry G. Van der Eb** has served as Senior Vice President of the Company since August 2004 and is a senior advisor to management in all aspects of our business. He has served as a Senior Vice President with Gabelli Funds, LLC and GAMCO Asset Management Inc. since October 1999, when he joined the Company after managing his privately held investment advisory firm (Mathers and Company, Inc.), which was acquired by the Company in October 1999. Mr. Van der Eb is a portfolio manager for the Company and is a Chartered Financial Analyst.

## **COMPENSATION OF EXECUTIVE OFFICERS**

### **COMPENSATION DISCUSSION AND ANALYSIS**

The investment management and securities industries are highly competitive, and experienced professionals have significant career mobility. We believe that the ability to attract, retain and provide appropriate incentives for the highest quality professional personnel is important for maintaining our competitive position in the investment management and securities industries, as well as for providing for the long-term success of GAMCO.

Most of GAMCO's compensation expense is incentive-based variable compensation that will increase or decrease based on the revenues from our assets under management. Since 1977, we have generally paid out up to 40% of the revenues or net operating contribution to the marketing staff and portfolio managers who introduce, service or generate our separate account and mutual fund business, with payments involving the separate accounts being typically based on revenues, and payments involving the mutual funds being typically based on net operating contribution. We believe that the variable compensation formulas in place for our marketing staff and portfolio managers provide significant incentives for the growth of our business and a cushion during periods of market decline.

Our administrative, operations, legal and finance personnel generally receive the majority of their compensation in the form of base salaries and annual bonuses. We believe that GAMCO must pay competitive levels of cash compensation. We also believe that appropriate equity incentive programs may motivate and retain our professional personnel but that these programs must always be consistent with shareholder interests.

The Compensation Committee and the Board have continued to consider the results of the shareholders' non-binding vote in 2011 on our "say-on-pay" proposal. A substantial majority (over 99%) of the shares voted on our "say-on-pay" proposal approved the Company's executive compensation as described in our Compensation Discussion and Analysis and the accompanying tabular disclosures in the 2011 proxy statement. Because a majority of votes cast at the 2011 annual meeting of shareholders were in favor of having a "say-on-pay" vote every three years, the Board has adopted a triennial frequency policy. Therefore a "say-on-pay" vote was again held at the 2014 Annual Meeting of Shareholders. Once again a substantial majority (over 99%) of the shares voted on our "say-on-pay" proposal approved the Company's executive compensation as described in our Compensation Discussion and Analysis and the accompanying tabular disclosures in the 2015 proxy statement. As a result of this favorable vote, it was determined that no changes were necessary to our executive compensation program's design and administration. The Board believes that this continues to be the case.

#### ***Compensation of the Named Executive Officers***

The compensation for our named executives (other than for Mr. Mario Gabelli, whose compensation is described separately below under the section entitled "Chief Executive Officer Compensation") is composed of base salary, annual bonus compensation, equity compensation, incentive-based variable compensation and employee benefits. As used herein, the term "named executives" means all persons listed in the Summary Compensation Table set forth below.

- ***Base Salary***

Mr. Gabelli recommends to the Compensation Committee the amounts of the base salaries for our named executives, other than himself, which amounts are subject to the Committee's review and approval, and are not at the discretion of the named executives. Mr. Gabelli received no base salary in 2015.

- ***Annual Bonus***

Mr. Gabelli recommends to the Compensation Committee the amounts of the annual bonuses for our named executives, other than himself, which amounts are subject to the Committee's review and approval. The factors considered by Mr. Gabelli in making annual bonus recommendations are typically subjective, such as perceptions of the named executives' experience, performance and responsibilities. His recommendations may be but are not specifically tied to the performance of client assets, objectives set for each executive, the firm as a whole or the market value of our stock.

A portion of the annual bonuses for our named executives may be deferred for approximately 15 to 18 months. The terms of the deferrals are recommended by Mr. Gabelli to the Compensation Committee, which terms are subject to the Committee's review and approval, and are not at the discretion of the named executives. The deferrals typically earn a return equal to the greater of the return on our U.S. Treasury money market fund or the return of one of our investment partnerships after payment of the management fee but before payment of any incentive fee. In order to receive the deferred bonus payment, the named executive must be employed by the Company at the time of payment. There were no deferrals in 2015.

- ***Equity Compensation***

Our executive compensation program may also include stock option or restricted stock awards (sometimes referred to hereinafter as "RSAs"), which are intended to provide additional incentives to increase shareholder value as well as retain qualified individuals. Mr. Gabelli makes recommendations to the Compensation Committee for the grant of stock awards to corporate team members. Individual stock option award levels in past years and individual restricted stock award levels in 2015 and in past years were based upon a subjective evaluation of each named executive's overall past and expected future contribution. No formula was used to determine the timing or amount of option awards and RSAs for any individual.

- ***Variable Compensation***

To the extent that they have the proper regulatory registrations, all of our staff, including the named executives, are eligible to receive incentive-based variable compensation for attracting or providing client service to separate accounts, shareholders of the Gabelli/GAMCO Funds or investors in our other products. Mr. Jamieson, who provides client service to a significant number of separate accounts, received the majority of his total 2015 compensation from variable compensation payments, as described below in note (d) to the Summary Compensation Table.

In the course of fulfilling Mr. Gabelli's duties, the Company at times brings on certain individuals to aid him. When this occurs, the Company offsets those costs by a reduction in compensation payable to Mr. Gabelli. Refer to the notes to the ***Summary Compensation Table for 2015*** on page 22 for further details.

### ***Chief Executive Officer Compensation***

Mr. Gabelli received no base salary, no bonus, no stock options and no restricted stock awards in 2015, as has been the case for each year since our initial public offering in 1999. All of the compensation paid to Mr. Gabelli in 2015 was incentive-based variable compensation that was paid in accordance with Mr. Gabelli's Amended Employment Agreement, which revised his 1999 employment agreement as described under the heading "Employment Agreements" below.

### ***Compensation Consultants***

The Company has not retained compensation consultants to assist in determining or recommending the amount or form of executive and director compensation during its last fiscal year.



## **REPORT OF THE COMPENSATION COMMITTEE**

The Compensation Committee reviewed and discussed with management the Compensation Discussion and Analysis appearing above. Based on this review and discussion, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis section be included in this proxy statement, which section is also incorporated by reference in GAMCO's Annual Report on Form 10-K.

### **COMPENSATION COMMITTEE**

Robert S. Prather, Jr. (Chairman)  
Raymond C. Avansino, Jr.

## SUMMARY COMPENSATION TABLE FOR 2015

The following table sets forth the cash and non-cash compensation for the fiscal years ended 2015, 2014 and 2013, respectively, paid to or earned by (i) our principal executive officer, (ii) our principal financial officers, and (iii) the other most highly compensated executive officers of the Company who were serving as of the end of the 2015 fiscal year. As used herein, the term “named executives” means all persons listed in the Summary Compensation Table.

Name and Principal Position	Year	Base Salary (\$)	Bonus (\$)	Stock Awards (\$) (l)	Change in Pension Value and Nonqualified Deferred Compensation Earnings (\$)	All Other Compensation (\$)	Total (\$)
Mario J. Gabelli .....	2015	-0- (a)	-0- (b)	-0-	-0-	75,018,176 (c)	75,018,176
Chairman of the Board,	2014	-0- (a)	-0- (b)	-0-	-0-	88,518,411 (c)	88,518,411
Chief Executive Officer and Chief Investment Officer-Value Portfolios	2013	-0- (a)	-0- (b)	-0-	-0-	85,049,800 (c)	85,049,800
Douglas R. Jamieson .....	2015	393,750	32,711	-0-	-0-	3,224,623 (d)	3,651,084
President and	2014	343,750	350,000	146,820	-0-	3,432,788 (d)	4,273,358
Chief Operating Officer	2013	300,000	300,000	510,260	-0-	3,835,105 (d)	4,945,365
Kevin Handwerker .....	2015	350,000	350,000	-0-	-0-	154,000 (e)	854,000
Executive Vice President, General Counsel and Secretary	2014	350,000	350,000	73,410	-0-	154,000 (e)	927,410
	2013	42,628 (e)	-0-	244,650	-0-	-0-	287,278
Kieran Caterina.....	2015	275,000	275,000	-0-	-0-	175,000 (f)	725,000
Senior Vice President and Co-Chief Accounting Officer (f)							
Diane M. LaPointe .....	2015	230,000	230,000	-0-	-0-	125,000 (g)	585,000
Senior Vice President and Co-Chief Accounting Officer (g)							
Agnes Mullady .....	2015	350,000	180,000	-0-	-0-	350,000 (h)	880,000
Senior Vice President,	2014	343,750	350,000	513,615	-0-	350,000 (h)	1,557,365
and President and Chief Operating Officer of the Fund Division	2013	300,000	300,000	973,140	-0-	350,000 (h)	1,923,140
Bruce Alpert .....	2015	350,000	140,000	-0-	-0-	60,284 (i)	550,284
Senior Vice President,	2014	350,000	180,000	-0-	-0-	163,077 (i)	693,077
and Executive Vice President, Chief Operating Officer, and Chief Compliance Officer of Gabelli Funds LLC	2013	345,833	150,000	353,765	-0-	138,809 (i)	988,407
Henry G. Van der Eb.....	2015	300,000	-0-	-0-	-0-	193,901 (j)	493,901
Senior Vice President	2014	300,000	25,000	-0-	-0-	227,721 (j)	552,721
	2013	300,000	75,000	139,410	-0-	187,446 (j)	701,856
Robert S. Zuccaro.....	2015	350,000	-0-	-0-	-0-	-0-	350,000
Former Executive Vice President and Chief Financial Officer (k)	2014	350,000	350,000	146,820	-0-	304,000 (k)	1,150,820
	2013	350,000	350,000	551,035	-0-	304,000 (k)	1,555,035

(a) Mr. Gabelli received no fixed salary. Refer to footnote (c).

(b) Mr. Gabelli received no bonus. Refer to footnote (c).

(c) Mr. Gabelli's remuneration for the 2015, 2014 and 2013 fiscal years was comprised of the following:

	<u>Incentive Management Fee as CEO and Other of GAMCO* (\$)</u>	<u>Portfolio Manager and Other Variable Remuneration (\$)</u>	<u>Perquisites (\$)</u>	<u>Total Remuneration (\$)</u>
2015	12,767,406	62,250,770	-0-	75,018,176
2014	14,399,497	74,118,914	-0-	88,518,411
2013	16,509,508	68,540,292	-0-	85,049,800

\* As described in the Compensation Discussion and Analysis herein.

The amounts set forth under the heading "Incentive Management Fee as CEO and Other of GAMCO" consist of: \$12,767,406 for 2015 (after reallocation to Mr. Jamieson of \$150,000, to Mr. Handwerker of \$150,000, to Mr. Caterina of \$175,000, to Ms. LaPointe of \$125,000, to Ms. Mullady of \$325,000, and to other staff members of \$1,010,000, after a waiver of his receipt of \$73,205, and excludes \$177,055 earned by Mr. Gabelli from Associated Capital in the month of December 2015 (post-spin)); \$14,399,497 for 2014 (after reallocation to Mr. Jamieson of \$350,000, to Mr. Zuccaro of \$300,000, to Mr. Handwerker of \$150,000, to Ms. Mullady of \$350,000, to Mr. Alpert of \$150,000, to Mr. Van der Eb of \$25,000, to other staff members of \$2,895,000, and after a waiver of his receipt of \$7,352); and \$16,509,508 for 2013 (after reallocation to Mr. Jamieson of \$250,000, to Mr. Zuccaro of \$300,000, to Ms. Mullady of \$350,000, to Mr. Alpert of \$120,000, to Mr. Van der Eb of \$25,000, to other staff members of \$1,300,000, and after a waiver of his receipt of \$1,380,231). The amounts set forth under the heading "Portfolio Manager and Other Variable Remuneration" consist of: (1) \$18,719,804, \$21,814,260, and \$20,229,569 for 2015, 2014 and 2013, respectively, for acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts, (2) \$34,033,084, \$40,980,848, and \$34,600,426 for 2015, 2014 and 2013, respectively, for creating and acting as portfolio manager of several open-end GAMCO and Gabelli Funds, (3) \$9,497,882, \$11,038,835, and \$13,381,814 for 2015, 2014 and 2013, respectively, for creating and acting as portfolio manager of the closed-end Gabelli Funds, and (4) \$0, \$284,971 and \$328,483 for 2015, 2014 and 2013, respectively, for providing other services, including acting as portfolio and relationship manager of investment partnerships (excluding the \$419,914 which relates to 2015 amounts earned by Mr. Gabelli from Associated Capital); and there were no perquisites or personal benefits provided by the Company to Mr. Gabelli for 2015, 2014, or 2013. Included in the amounts set forth under the heading "Portfolio Manager and Other Variable Remuneration" item (2) is \$1,792,279 and \$953,328 in portfolio manager compensation that Mr. Gabelli earned by managing a fund for Teton, formerly a 42%-owned subsidiary of the Company whose shares were distributed to the Company's shareholders on March 20, 2009, for 2014 and 2013, respectively. Effective January 1, 2015, this compensation, which relates entirely to what Mr. Gabelli earned for services he performed for Teton and that was paid to him by Teton and not by the Company, is excluded from his Portfolio Manager and Other Variable Remuneration in the above compensation table. That amount for 2015 was \$1,741,117.

- (d) Mr. Jamieson's all other compensation represents incentive-based variable compensation in the amount of \$2,774,623, \$3,082,788, and \$3,585,105 for 2015, 2014 and 2013, respectively, for attracting and/or providing client service to separate accounts, shareholders of the Gabelli or GAMCO Funds or investors in other products sponsored by GAMCO ("Variable Compensation"), \$300,000 for 2015 allocation of fees received by Mr. Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above and \$150,000, \$350,000 and \$250,000 for 2015, 2014 and 2013, respectively, for allocation of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above. The 2015 amounts reported in the above table for Mr. Jamieson's total compensation include an amount of \$215,246 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015), include an amount of \$9,436 that was allocated to Associated Capital pursuant to the Transition Services Agreement (as defined and described in "Certain Relationships and Related Transactions" below) for the month of December 2015 (post-spin), but exclude \$115,480 earned by Mr. Jamieson from Associated Capital in the month of December (post-spin).
- (e) Mr. Handwerker's all other compensation in 2015 and 2014 represents his allocation of \$150,000 in each year of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above as well as a payment in lieu of health insurance of \$4,000 in each 2015 and 2014. Mr. Handwerker's 2013 base salary amount reflects the actual amount that Mr. Handwerker earned from his November 18, 2013 date of hire to the end of that year. His annual 2013 salary rate was \$350,000. The 2015 amounts reported in the above table for Mr. Handwerker's total compensation include an amount of \$156,358 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) and an amount of \$12,936 that was allocated to Associated Capital pursuant to the Transition Services Agreement for the month of December 2015.

- (f) Mr. Caterina has served as the Co-Principal Financial Officer of the Company since Mr. Zuccaro's July 1, 2015 retirement from the Company. Mr. Caterina's all other compensation in 2015 represents his allocation of \$175,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above. The 2015 amounts reported in the above table for Mr. Caterina's total compensation include an amount of \$71,042 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) and an amount of \$42,396 that was allocated to Associated Capital pursuant to the Transition Services Agreement for the month of December 2015.
- (g) Ms. LaPointe has served as the Co-Principal Financial Officer of the Company since Mr. Zuccaro's July 1, 2015 retirement from the Company. Ms. LaPointe's all other compensation in 2015 represents her allocation of \$125,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above. The 2015 amounts reported in the above table for Ms. LaPointe's total compensation include an amount of \$167,745 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) and an amount of \$38,680 that was allocated to Associated Capital pursuant to the Transition Services Agreement for the month of December 2015.
- (h) Ms. Mullady's all other compensation in 2015, 2014, and 2013 represents her allocation of \$325,000, \$350,000 and \$350,000, respectively, of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above and \$25,000 for 2015 allocation of fees received by Mr. Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above.
- (i) Mr. Alpert's all other compensation consists of \$50,000 for 2015 allocation of fees received by Mr. Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above, his allocation of \$150,000, and \$120,000 for 2014 and 2013, respectively, of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above and Variable Compensation (as defined in note (d)) of \$10,284, \$13,077, and \$18,809, for 2015, 2014, and 2013, respectively. The 2015 amounts reported in the above table for Mr. Alpert's total compensation include an amount of \$11,311 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015), include an amount of \$816 that was allocated to Associated Capital pursuant to the Transition Services Agreement for the month of December 2015, but exclude \$960 earned by Mr. Alpert from Associated Capital in the month of December (post-spin).
- (j) Mr. Van der Eb's all other compensation for 2015 consists of \$25,000 for allocation of fees received by Mr. Gabelli for creating and acting as portfolio manager of several open-end Gabelli Funds, as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above, for 2014 and 2013 represents his allocation of \$25,000 in each year of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above and for 2015, 2014, and 2013 also consists of Variable Compensation (as defined in note (d)) of \$168,901, \$202,721, and \$162,446, respectively.
- (k) Mr. Zuccaro retired from his role as Executive Vice President and Chief Financial Officer of the Company on July 1, 2015. Mr. Zuccaro's all other compensation for 2014 and 2013 represents his allocation of \$300,000 and \$300,000, respectively, of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) above as well as payments in lieu of health insurance of \$4,000 each in 2014 and 2013. The 2015 amounts reported in the above table for Mr. Zuccaro's total compensation include an amount of \$64,167 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period.
- (l) The only stock awards granted to any named executive officer during 2015 were RSUs granted to Mr. Gabelli on December 21, 2015. As described in *Grants of Plan-Based Awards for 2015*, no value can be estimated for these awards at this time. Please see the notes to the *Grants of Plan-Based Awards for 2015* table for a detailed discussion. The amounts reported in the "Stock Awards" column of the above table for 2014 and 2013 reflect the fair value on the grant date of the stock awards granted to the named executives during 2014 and 2013, respectively, determined in accordance with FASB ASC Topic 718. For a summary of the assumptions made in the valuation of the 2014 and 2013 awards presented on the above table, please see Note A, "Significant Accounting Policies – Stock Based Compensation", to our audited financial statements included in our Annual Report on Form 10-K for the years ended on each of December 31, 2015, December 31, 2014 and December 31, 2013.

### Grants of Plan-Based Awards for 2015

The following table shows all plan-based awards granted to our named executives during the fiscal year ended December 31, 2015. For additional information, see “—Narrative Disclosure to Summary Compensation Table and Grants of Plan-Based Awards Table” below.

Name	Grant Date	Estimated Future Payouts Under Equity Incentive Plan Awards			Grant Date Fair Value of Stock and Option Awards
		Threshold #	Target #	Maximum #	
Mario J. Gabelli .....	12/21/15(1)	(2)	(2)(3)	(2)	\$(4)
Douglas R. Jamieson.....	--	--	--	--	
Kevin Handwerker .....	--	--	--	--	
Kieran Caterina .....	--	--	--	--	
Diane LaPointe .....	--	--	--	--	
Agnes Mullady.....	--	--	--	--	
Robert S. Zuccaro .....	--	--	--	--	

- (1) As further described below, Mr. Gabelli was granted RSUs under the Company’s 2002 Stock Award and Incentive Plan, as amended, in lieu of receiving any cash compensation in 2016 that he would otherwise be entitled to receive under his Amended Employment Agreement. An RSU award is an award of the right to receive cash or shares of Class A Stock. The date of the RSU Agreement granting the RSUs was December 21, 2015.
- (2) The RSU Agreement provides only for a single payout based on Mr. Gabelli’s variable compensation generated in fiscal year 2016. The number of RSUs granted will be calculated by dividing Mr. Gabelli’s variable compensation generated in fiscal year 2016 by the volume-weighted average price (as defined in the RSU Agreement) per share of the Class A Stock for fiscal year 2016. On the Vesting Date, the Company intends to make a cash payment to Mr. Gabelli in settlement of the RSUs granted under the RSU Agreement. However, notwithstanding this current intention, the Company reserves the right in its discretion to issue to Mr. Gabelli a number of shares of Class A Stock equal to the number of RSUs in lieu of such cash payment.
- (3) The target amount is not yet determinable as both the total value of the RSUs and the number of units to be issued to Mr. Gabelli will be based on the compensation that Mr. Gabelli earns during fiscal year 2016. This compensation will be entirely variable and will be earned for his services to the Company which are described in detail in footnote (c) to the **Summary Compensation Table for 2015** on page 23. Therefore, Mr. Gabelli’s fiscal year 2016 compensation is neither known nor estimable.
- (4) The grant date fair value of the RSUs will be computed in accordance with FASB ASC Topic 718 once it is known. Since it is based on the volume-weighted average price per share of the Class A Stock for fiscal year 2016, this grant date fair value is not determinable until after the closing price of the Class A Stock on December 31, 2016 is known.
- (5) There were no stock awards granted to any other named executives during 2015. However, at the time of the spin-off, existing GAMCO equity awards were supplemented by the awarding of Associated Capital equity awards. Specifically, outstanding RSAs relating to GAMCO remain unchanged, with each RSA holder also receiving an equal number of RSAs relating to Associated Capital. The terms of the new Associated Capital RSAs are substantially the same as the terms of the pre-spin-off GAMCO RSAs. The purpose of the issuance was to ensure that any employee who had GAMCO RSAs was granted an equal number of AC RSAs so that the total value of the RSAs post-spin-off was equivalent to the total value pre-spin-off. Therefore, on November 30, 2015, pursuant to the spin-off of Associated Capital Group, Inc. (“AC”) from GAMCO, Messrs. Jamieson, Handwerker, and Caterina and Ms. LaPointe and Ms. Mullady, along with certain of the Company’s other employees, received restricted shares of AC Class A Stock as a result of their ownership of their GAMCO unvested restricted stock awards. For all recipients of restricted stock awards of AC pursuant to this one for one distribution on November 30, 2015, under FASB guidance, the total of grant date fair value of the original GAMCO awards is the basis for the expense recognition by the Company and without any bifurcation of the grants attributed to each of the two underlying stocks. To the extent any restricted stock award recipient is a shared employee, the Company would expense only the portion of that expense calculated under FASB guidance which relates to their time spent working for the Company. See the “Outstanding Equity Awards at December 31, 2015” table on page 27 for further information.

**Employment Agreements.** Mr. Gabelli is currently the only named executive who has an employment agreement with the Company.

**Mario J. Gabelli.** On February 6, 2008, Mr. Gabelli entered into the Amended Employment Agreement with the Company, which was approved by the Company’s shareholders on November 30, 2007 and which limits his activities outside of the Company. The Amended Employment Agreement has a three-year initial term with an automatic extension for an additional year on each anniversary of its effective date unless either party gives written notice of termination at least 90 days in advance of the expiration date. The Amended Employment Agreement allows Mr. Gabelli to perform investment management services for former subsidiaries that are spun off to shareholders or otherwise cease to be subsidiaries in similar transactions and permits new investors in the outside accounts if all of the performance fees, less expenses, generated by assets attributable to such investors are paid to the Company. The Amended Employment Agreement was last submitted to, and re-approved by, the Company’s shareholders at the Annual Meeting of Shareholders held on May 5, 2015.

Mr. Gabelli (or, at his option, his designee) receives an incentive-based management fee in the amount of 10% of our aggregate annual pre-tax profits, if any, as computed for financial reporting purposes in accordance with U.S. generally accepted accounting principles (before consideration of this fee) so long as he is an executive of the Company and devotes the substantial majority of his working time to our business. This incentive-based management fee is subject to the Compensation Committee’s review at least annually for compliance with the terms of the Amended Employment Agreement. The Amended Employment Agreement may not be amended without the approval of the Compensation Committee and Mr. Gabelli.

In accordance with the Amended Employment Agreement, Mr. Gabelli chose to allocate \$1,935,000, \$4,220,000, and \$2,320,000 of his management fee to certain other professional staff members of the Company in 2015, 2014 and 2013, respectively. He also elected to waive receipt of \$73,205, \$7,352, and \$1,380,231 of his management fee in 2015, 2014 and 2013, respectively. Mr. Gabelli earned (after allocations and waiver) the following incentive-based management fees during the past five years:

	<u>2011</u>	<u>2012</u>	<u>2013</u>	<u>2014</u>	<u>2015 *</u>
Management Fee (\$ in millions).....	9.4	12.3	16.5	14.4	12.8

\* The management fee for 2015 excludes \$0.2 million earned from Associated Capital in December 2015 (post-spin).

Consistent with the Company’s practice since its inception in 1977, Mr. Gabelli will also continue receiving a percentage of revenues or net operating contribution, which are substantially derived from assets under management, as compensation relating to or generated by the following activities: (i) managing or overseeing the management of various investment companies and partnerships, (ii) attracting mutual fund shareholders, (iii) attracting and managing separate accounts and alternative funds, and (iv) otherwise generating revenues for the Company. Such payments are made in a manner and at rates as agreed to from time to time by GAMCO, which rates have been and generally will be the same as those received by other professionals at GAMCO performing similar services. With respect to our institutional and high net worth asset management and mutual fund advisory business, we pay out up to 40% of the revenues or net operating contribution to the portfolio managers and marketing staff who introduce, service or generate such business, with (i) payments involving the separate accounts being typically based on revenues and (ii) payments involving the mutual funds being typically based on net operating contribution.

In accordance with the terms of his Amended Employment Agreement, Mr. Gabelli has agreed that while he is employed by us he will not provide investment management services outside of GAMCO, except for certain permitted accounts or except for services to be performed for former subsidiaries that are spun off from the Company such as Teton. During 2015, Mr. Gabelli served as a portfolio manager for Teton and as a portfolio manager for various privately offered funds.

### Outstanding Equity Awards at December 31, 2015

The following table summarizes the number of securities underlying outstanding equity awards for the named executives as of December 31, 2015.

Name	Number of Securities Underlying Unexercised Options at December 31, 2015		Option Exercise Price	Option Expiration Date	Number of Unvested Restricted Stock Awards	Market Value of Unvested Restricted Stock Awards (GAMCO) (\$)(a)
	Exercisable (#)	Unexercisable (#)				
Mario J. Gabelli .....	-0-	-0-	N/A	N/A	-0-	-0-
Douglas R. Jamieson....	-0-	-0-	N/A	N/A	8,000(b)	248,320
Kevin Handwerker .....	-0-	-0-	N/A	N/A	1,000(c)	31,040
Kieran Caterina .....	-0-	-0-	N/A	N/A	7,000(d)	217,280
Diane LaPointe .....	-0-	-0-	N/A	N/A	6,500(e)	201,760
Agnes Mullady .....	-0-	-0-	N/A	N/A	20,500(f)	636,320
Bruce Alpert.....	-0-	-0-	N/A	N/A	4,000(g)	124,160
Henry Van der Eb .....	-0-	-0-	N/A	N/A	1,000(h)	31,040
Robert S. Zuccaro .....	-0-	-0-	N/A	N/A	-0-	-0-

- (a) On November 30, 2015, pursuant to the spin-off of Associated Capital which contained the Company's alternative investment management business, its institutional research services business and certain cash and other assets, our named executive officers, along with certain of the Company's other teammates, received shares of Associated Capital's Class A common stock as a result of their ownership of their GAMCO unvested restricted stock awards. These GAMCO awards entitled them to the same benefits as holders of the Company's Class A Stock, which was one share of Associated Capital's Class A common stock for each share of GAMCO's Class A Stock. The vesting and other provisions of the Associated Capital awards that were received on the spin-off date are identical to those of the related GAMCO awards. The market value of the outstanding unvested GAMCO restricted stock awards on the above table is determined with reference to the \$31.04 per share closing price of GAMCO's Class A Stock on December 31, 2015 and is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that the named executive officers hold of both companies, the following notes to the above table include disclosure of the additional value attributable to the market value of the outstanding unvested stock awards of Associated Capital's Class A common stock and is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on December 31, 2015.
- (b) Mr. Jamieson's restricted stock awards will vest on August 6, 2016 as to 30% of 6,000 shares, annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 6,000 shares, on September 15, 2017 as to 30% of 2,000 shares, and annually on September 15<sup>th</sup> of each of 2018 to 2024 as to 10% each of 2,000 shares, in accordance with the terms of his restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Mr. Jamieson holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 8,000 unvested stock awards of Associated Capital's Class A common stock which he held on that date. The market value of his Associated Capital unvested stock awards on December 31, 2015 was \$244,000 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of his GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$492,320.
- (c) Mr. Handwerker's restricted stock awards will vest on September 15, 2017 as to 30% of 1,000 shares, and annually on September 15<sup>th</sup> of each of 2018 to 2024 as to 10% each of 1,000 shares, in accordance with the terms of his restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Mr. Handwerker holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 1,000 unvested stock awards of Associated Capital's Class A common stock which he held on that date. The market value of his Associated Capital unvested stock awards on December 31, 2015 was \$30,500 which is determined with reference to the \$30.50

per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of his GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$61,540.

- (d) Mr. Caterina's restricted stock awards will vest on August 6, 2016 as to 30% of 5,000 shares, annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 5,000 shares, on September 15, 2017 as to 30% of 1,000 shares, annually on September 15<sup>th</sup> of each of 2018 to 2024 as to 10% each of 1,000 shares, on January 15, 2018 as to 30% of 1,000 shares, and on January 15, 2020 as to 70% of 1,000 shares, in accordance with the terms of his restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Mr. Caterina holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 7,000 unvested stock awards of Associated Capital's Class A common stock which he held on that date. The market value of his Associated Capital unvested stock awards on December 31, 2015 was \$213,500 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of his GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$430,780.
- (e) Ms. LaPointe's restricted stock awards will vest on August 6, 2016 as to 30% of 5,000 shares, annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 5,000 shares, on September 15, 2017 as to 30% of 500 shares, annually on September 15<sup>th</sup> of each of 2018 to 2024 as to 10% each of 500 shares, on January 15, 2018 as to 30% of 1,000 shares, and on January 15, 2020 as to 70% of 1,000 shares, in accordance with the terms of her restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Ms. LaPointe holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 6,500 unvested stock awards of Associated Capital's Class A common stock which she held on that date. The market value of her Associated Capital unvested stock awards on December 31, 2015 was \$198,250 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of her GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$400,010.
- (f) Ms. Mullady's restricted stock awards will vest on August 6, 2016 as to 30% of 14,000 shares, annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 14,000 shares, on September 15, 2017 as to 30% of 4,000 shares, annually on September 15<sup>th</sup> of each of 2018 to 2024 as to 10% each of 4,000 shares, on January 15, 2018 as to 30% of 2,500 shares, and on January 15, 2020 as to 70% of 2,500 shares, in accordance with the terms of her restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Ms. Mullady holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 20,500 unvested stock awards of Associated Capital's Class A common stock which she held on that date. The market value of her Associated Capital unvested stock awards on December 31, 2015 was \$625,250 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of her GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$1,261,570.
- (g) Mr. Alpert's restricted stock awards will vest on August 6, 2016 as to 30% of 4,000 shares and annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 4,000 shares, in accordance with the terms of his restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Mr. Alpert holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 4,000 unvested stock awards of Associated Capital's Class A common stock which he held on that date. The market value of his Associated Capital unvested stock awards on December 31, 2015 was \$122,000 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of his GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$246,160.
- (h) Mr. Van der Eb's restricted stock awards will vest on August 6, 2016 as to 30% of 1,000 shares and annually on August 6<sup>th</sup> of each of 2017 to 2023 as to 10% each of 1,000 shares, in accordance with the terms of his restricted stock award agreements. As discussed in note (a), the value of the GAMCO restricted stock awards in the above table is reflective of the transfer of value of that portion of the Company that was distributed to, and ascribed to the value of the stock of, Associated Capital. To reflect the full value as of December 31, 2015 of the awards that Mr. Van der Eb holds of both companies, one needs to add the value of the GAMCO restricted stock awards at December 31, 2015 shown in the above table to the value of the 1,000 unvested stock awards



of Associated Capital's Class A common stock which he held on that date. The market value of his Associated Capital unvested stock awards on December 31, 2015 was \$30,500 which is determined with reference to the \$30.50 per share closing price of Associated Capital's Class A common stock on that day. Therefore the total market value of his GAMCO and Associated Capital unvested stock awards on December 31, 2015 was \$61,540.

### Options Exercises and Stock Vested for 2015

The following table summarizes stock options exercised by and restricted stock awards which vested for the named executives during 2015.

<u>Name</u>	<u>Option awards</u>		<u>Restricted stock awards</u>		
	<u>Number of shares acquired on exercise (#)</u>	<u>Value realized on exercise (\$)</u>	<u>Number of shares acquired on vesting (#)</u>	<u>Value realized on vesting (\$)</u>	
Mario J. Gabelli .....	-0-	-0-	-0-	-0-	
Douglas R. Jamieson.....	-0-	-0-	2,000	118,260	(a)
Kevin Handwerker.....	-0-	-0-	3,000	177,390	(a)
Kieran Caterina .....	-0-	-0-	1,000	59,130	(a)
Diane M. LaPointe.....	-0-	-0-	1,000	59,130	(a)
Agnes Mullady.....	-0-	-0-	2,000	118,260	(a)
Bruce Alpert.....	-0-	-0-	1,500	88,695	(a)
Henry Van der Eb .....	-0-	-0-	1,000	59,130	(a)
Robert S. Zuccaro .....	-0-	-0-	-0-	-0-	

(a) Includes \$2,540, \$3,810, \$1,270, \$1,270, \$2,540, \$1,905 and \$1,270 payment on the vesting date of accumulated cash dividends on these RSAs for Mr. Jamieson, Mr. Handwerker, Mr. Caterina, Ms. LaPointe, Ms. Mullady, Mr. Alpert and Mr. Van der Eb, respectively.

### Nonqualified Deferred Compensation Table for 2015

There was no nonqualified deferred compensation payable to the named executives during 2015.

### Pension Benefits for 2015

There were no pension benefit plans for any of the named executives during 2015.

**Potential Payments upon Termination of Employment or Change-of-Control.**

Upon a change-of-control of the Company, all RSAs held by the named executives (if still employed by the Company at such time) automatically vest, and the accumulated but unpaid dividends associated with these RSAs would become immediately payable.

The following table sets forth information on the value of GAMCO RSA's held on December 31, 2015 and the accumulated but unpaid dividends on these shares through December 31, 2015, which would have been payable had a change-of-control occurred on that date. The price per share assumed is \$31.04, which was the closing price of Class A Stock on December 31, 2015. See note (a) to the *Outstanding Equity Awards at December 31, 2015* table for discussion of the adjustment of market value of these awards that occurred as a result of the spin-off of Associated Capital on November 30, 2015. The table below excludes the fair value of the Associated Capital awards that the named executives received pursuant to the spin-off.

Name	Fair Value of Unvested GBL RSA's at December 31, 2015	Accumulated but Unpaid Dividends on These RSA's at December 31, 2015	Total (\$)
Mario J. Gabelli .....	-0-	-0-	-0-
Douglas R. Jamieson .....	248,320	9,600	257,920
Kevin Handwerker.....	31,040	600	31,640
Kieran Caterina.....	217,280	7,880	225,160
Diane LaPointe .....	201,760	7,580	209,340
Agnes Mullady .....	636,320	22,700	659,020
Bruce Alpert .....	124,160	5,600	129,760
Henry Van der Eb.....	31,040	1,400	32,440
Robert S. Zuccaro .....	<u>-0-</u>	<u>-0-</u>	<u>-0-</u>
Total.....	<u>\$1,489,920</u>	<u>\$55,360</u>	<u>\$1,545,280</u>

## CERTAIN OWNERSHIP OF OUR STOCK

The following table sets forth, as of February 29, 2016, certain information with respect to all persons known to us who beneficially own more than 5% of the Class A Stock or Class B Stock. The table also sets forth information with respect to stock ownership of the directors, nominees, each of the executive officers named in the Summary Compensation Table, and all directors and executive officers as a group. The number of shares beneficially owned is determined under rules of the SEC, and the information is not necessarily indicative of beneficial ownership for any other purpose. Under such rules, beneficial ownership includes any shares over which a person has the sole or shared voting or investment power and any shares which the person can acquire within 60 days (e.g., through the exercise of stock options). Except as otherwise indicated, the shareholders listed in the table have sole voting and investment power with respect to the shares set forth in the table.

Name of Beneficial Owner*	Title of Class	Number of Shares		Number of Shares Acquirable within 60 days(1)	Percent of Class (%)
<b>5% or More Shareholders</b>					
Frederick J. Mancheski .....	Class A	1,705,974	(2)	-0-	15.97
<b>Directors and Executive Officers</b>					
Mario J. Gabelli .....	Class A	4,433,055	(3)	-0-	41.49
	Class B	18,837,036	(4)	-0-	98.59
Douglas R. Jamieson.....	Class A	14,395	(5)	-0-	**
	Class B	29,471		-0-	**
Kevin Handwerker.....	Class A	1,000		-0-	**
Kieran Caterina .....	Class A	8,380		-0-	**
Diane M. LaPointe.....	Class A	7,130		-0-	**
Agnes Mullady.....	Class A	31,561		-0-	**
Bruce Alpert.....	Class A	10,839		-0-	**
	Class B	1,720		-0-	**
Henry Van der Eb .....	Class A	1,676		-0-	**
Robert S. Zuccaro .....	Class A	5,000		-0-	**
Edwin L. Artzt .....	Class A	3,000		-0-	**
Raymond C. Avansino, Jr. ....	Class A	90,000	(6)	-0-	**
Marc J. Gabelli.....	Class A	20,766		-0-	**
	Class B	3,018		-0-	**
Eugene R. McGrath .....	Class A	5,300	(7)	-0-	**
Robert S. Prather, Jr. ....	Class A	10,010		-0-	**
Elisa M. Wilson .....	Class A	3,500		-0-	**
	Class B	15,808		-0-	**
All Directors & Executive Officers as a Group (15 persons)...	Class A	4,645,612		-0-	43.48
	Class B	18,887,053		-0-	98.85

(\*) The address of each beneficial owner of more than 5% of the Class A Stock or Class B Stock is as follows: Frederick J. Mancheski, 1060 Vegas Valley Drive, Las Vegas, Nevada 89109; BlackRock, Inc., 55 East 52<sup>nd</sup> Street, New York, NY 10055 and Mario J. Gabelli, GAMCO Investors, Inc., One Corporate Center, Rye, NY 10580.

(\*\*) Represents beneficial ownership of less than 1%.

Pursuant to a resolution approved by the Board, as of February 24, 2016, there are 682,618 shares of the Class B Stock that may be converted into Class A Stock.

(1) Reflects stock options which are currently exercisable or exercisable within 60 days of March 1, 2016.

(2) As reported in Amendment No. 6 to Schedule 13D filed with the SEC by Frederick J. Mancheski on July 2, 2015, Mr. Mancheski beneficially owns 1,705,974 shares of Class A Stock. According to this filing, 802,735 of the shares are owned

by Mr. Mancheski, 758,397 shares are held by Mancheski, LLC and 144,842 shares are owned by the Frederick J. Mancheski 2009 Irrevocable Trust. Pursuant to an Exchange and Standstill Agreement between GAMCO and Mr. Mancheski, dated May 31, 2006, Mr. Mancheski agreed, among other things, (i) not to solicit proxies in opposition to Company management; (ii) not to attempt to exercise any control over management or the Company; (iii) to vote his shares in favor of the nominees and positions advocated by the Board; (iv) subject to certain exceptions, not to acquire any additional shares of the Company or seek to acquire the Company; (v) not to become part of a “group” with any other persons; (vi) not to initiate, propose or submit one or more shareholder proposals or induce or attempt to induce any other person to initiate any shareholder proposal; (vii) not to seek to call, or to request the call of, a special meeting of the Company’s shareholders, or make a request for a list of the Company’s shareholders; (viii) not to deposit any Class A Stock or other Voting Securities (as defined in the Exchange and Standstill Agreement) in a voting trust or enter into any other arrangement or agreement with respect to the voting thereof; and (ix) not to commence, encourage, or support any derivative action in the name of the Company or any class action against the Company or any of its officers or directors, each for a period of ten years.

- (3) Includes 40,000 shares held by GGCP and 4,393,055 shares held by Gabelli Securities, Inc. Mr. Gabelli has voting and dispositive control of these shares.
- (4) Of this amount, 463,295 are owned directly by Mr. Gabelli and 18,373,741 of these shares are owned by Holdings via GGCP. Mr. Gabelli may be deemed to have beneficial ownership of the Class B Stock held by Holdings on the basis of (i) his position as the Chief Executive Officer of, a director of, and the controlling shareholder of GGCP which is the manager and the majority member of Holdings, and (ii) a certain profit interest in Holdings. Mr. Gabelli disclaims beneficial ownership of the shares owned by Holdings except to the extent of his pecuniary interest therein.
- (5) Includes 2,460 shares for which Mr. Jamieson is the Uniform Gift to Minors Act Custodian for his minor childrens’ accounts and 820 shares held by one of his children who has reached the age of legal majority but who continues to reside in Mr. Jamieson’s household. Mr. Jamieson has voting and dispositive control of these shares.
- (6) Includes 60,000 shares that are owned by two entities for which Mr. Avansino serves as a director and officer. Mr. Avansino disclaims beneficial ownership of these 60,000 shares.
- (7) Mr. McGrath has shared voting and dispositive power with respect to these shares.

#### **SECTION 16(A) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE**

Based solely on a review of filings made under Section 16(a) of the Securities Exchange Act of 1934, we believe that our directors and executive officers and our shareholders who own 10% or more of our Class A Stock or Class B Stock have complied with the requirements of Section 16(a) of the Securities Exchange Act of 1934 to report ownership, and transactions which change ownership, on time for 2015.

#### **CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS**

GGCP, through Holdings, owns a majority of our Class B Stock representing approximately 91% of the combined voting power and approximately 62% of the outstanding shares of our common stock at December 31, 2015. Mr. Mario Gabelli serves as the Chief Executive Officer, a director and is the controlling shareholder of GGCP. Various family members of Mr. Mario Gabelli are shareholders of GGCP including Mr. Marc Gabelli and Ms. Wilson. Mr. Marc Gabelli serves as President and Managing Director of GGCP.

GSI, a subsidiary of Associated Capital, owns 4.4 million shares of our Class A Stock, representing approximately 2% of the combined voting power and 15% of the outstanding shares of our common stock at December 31, 2015.

For 2015, the Company incurred variable costs of \$432,384 for actual usage (but not the fixed costs) relating to our use of aircraft in which GGCP owns the fractional interests.

We lease an approximately 60,000 square foot building located at 401 Theodore Fremd Avenue, Rye, New York as our headquarters (the “Building”) from M<sup>4</sup>E, an entity that is owned by family members of Mr. Mario Gabelli, including Mr. Marc Gabelli and Ms. Wilson. Under the lease for the Building, which was extended for an additional five year term on June 11, 2013 with no

change to the base rental of \$18 per square foot and now expires on December 31, 2028, we are responsible for all operating expenses, costs of electricity and other utilities and taxes. For the period January 1, 2015 through December 31, 2015, the rent was \$1,183,805, or \$19.73 per square foot. As members of M<sup>4</sup>E, Mr. Marc Gabelli and Ms. Wilson each are entitled to receive their pro-rata share of payments received by M<sup>4</sup>E under the lease.

We sublease approximately 3,300 square feet in the Building to LICT, a company for which Mr. Mario Gabelli serves as Chairman and CEO and is deemed to be the controlling shareholder. LICT pays rent to us at the rate of \$28 per square foot plus \$3 per square foot for electricity, subject to adjustment for increases in taxes and other operating expenses. The total amount paid to us in 2015 for rent and other expenses under this lease was \$119,686. This sublease expires on December 5, 2023.

We also sublease approximately 1,600 square feet in the Building to Teton, a company for which Mr. Mario Gabelli serves as a portfolio manager. Teton pays rent to us at the rate of \$37.75 per square foot plus \$3 per square foot for electricity, subject to adjustment for increases in taxes and other operating expenses. The total amounts paid in 2015 to us for rent and other expenses under this lease were \$69,632.

We lease approximately 1,599 square feet of office space in Reno, Nevada from Miami Oil Producers, Inc., for which Mr. Avansino serves as the Chairman and President. We pay a base rent of \$3,118 per month plus the cost of parking and subject to adjustment annually for changes in the consumer price index. We entered into the current lease on January 1, 2011 with a 3 year term and thereafter subject to an option to extend the term for a year at a time. We extended the term by one year on January 1, 2015 with it remaining subject to an option to extend the term for one year at a time. We further extended the term by one year on January 1, 2016 with it remaining subject to an option to extend the term for one year at a time. For the period January 1, 2015 through December 31, 2015, the rent was \$39,495, or \$24.70 per square foot. In 2009, GAMCO entered into a sublease of a portion of this office space in Reno, Nevada to CIBL, Inc. (“CIBL”). Mr. Mario Gabelli is a director of CIBL and its largest shareholder. Under the terms of the Reno sublease, the Company granted CIBL the right to use such part of GAMCO’s Reno office as the Company and CIBL shall from time to time agree. The sublease granted CIBL the right to use space in the Reno office until July 31, 2009 with an automatic renewal for one additional calendar year which extended the sublease until July 31, 2010. Since August 1, 2010, the space has been subleased on a month-to-month basis. For 2015, the rent for the Reno sublease was \$6,000.

In addition to the sublease of space in the Building, we entered into a number of agreements in connection with the Company’s distribution of the shares of Class A and B common stock in Teton in March 2009. These agreements are as follows: a Separation and Distribution Agreement, an Administrative and Management Services Agreement (“Administrative Agreement”) and Service Mark and Name License Agreement (the “License Agreement”). Pursuant to the Administrative Agreement, we provide certain services to Teton including senior executive functions, strategic planning and general corporate management services; mutual fund administration services; treasury services, including insurance and risk management services and administration of benefits; operational and general administrative assistance including office space, office equipment, administrative personnel, payroll, and procurement services as needed; accounting and related financial services; legal, regulatory and compliance advice, including the retention of a Chief Financial Officer and a Chief Compliance Officer; and human resources functions, including sourcing of permanent and temporary employees as needed, recordkeeping, performance reviews and terminations. Effective January 1, 2011, the Administrative Agreement was amended to be based on a tiered formula as opposed to a fixed rate. Under the amended agreement, the Company is compensated by Teton 20 basis points annually on the first \$370 million of average assets under management (“AUM”) in the Teton funds, 12 basis points annually on the next \$630 million of average AUM in the Teton funds, and 10 basis points annually of average AUM in the Teton funds in excess of \$1 billion. The License Agreement provides Teton and the funds that it manages the use of certain names and service marks. Effective April 1, 2014, the Administrative Agreement was further amended to increase the fixed monthly component of it from \$15,000 per month to \$25,000 per month. Pursuant to the Administrative Agreement and the License Agreement, the Company was compensated in 2015 by Teton in the amount of \$25,000 per month, or \$300,000 for the full year, plus an average of 13.4 basis points of the average AUM in the Teton funds (pursuant to the tiered formula) for providing mutual fund administration services to these funds, or \$1,934,852 for 2015. We sublease space in the Building to Teton as discussed above. G.distributors, LLC (“G.distributors”), an affiliated broker-dealer of the Company, served as distributor to the seven mutual funds that are managed by Teton during 2015. In 2015, the funds managed by Teton paid G.distributors \$4,259,404 in distribution fees, of which \$3,842,257 was reallocated to other broker dealers by G.distributors. In 2015, Mr. Mario Gabelli earned \$1,741,117 in portfolio manager compensation for acting as co-manager of the GAMCO Westwood Mighty Mites Fund, a Teton micro-cap fund; such amount is excluded from his compensation earned for 2015 shown earlier in the Summary Compensation Table for 2015 as indicated in footnote (c) to that table.

Effective January 1, 2014, GAMCO and Funds Advisor each entered into a research services agreement with G.research, LLC, a wholly-owned subsidiary of Gabelli Securities, Inc. (which is a majority-owned subsidiary of Associated Capital subsequent to the

spin-off), for G.research, LLC to provide them with the same types of research services that it provides to its other clients. In 2015, GAMCO and Funds Advisor paid G.research, LLC \$725,000 and \$805,000, respectively.

In connection with the spin-off of Associated Capital in November 2015, we entered into certain other agreements with Associated Capital to define our ongoing relationship with Associated Capital after the spin-off. These other agreements define responsibility for obligations arising before and after the distribution date, including certain transitional services and taxes and are summarized below.

#### *Separation and Distribution Agreement*

On November 30, 2015, we entered into a Separation and Distribution Agreement with Associated Capital (the “Separation Agreement”), which contains the key provisions relating to the separation of Associate Capital’s business from that of GAMCO and the distribution of the Associated Capital common stock. The Separation Agreement identified the assets transferred, liabilities assumed and contracts assigned to Associated Capital by GAMCO and by Associated Capital to GAMCO in the spin-off and describes when and how these transfers, assumptions and assignments occurred. The Separation Agreement also includes procedures by which GAMCO and Associated Capital became separate and independent companies. The Separation Agreement also provides that, as of November 30, 2015, each party released the other party and their respective affiliates and their directors, officers, employees and agents from all claims, demands and liabilities, in law and in equity, against such other party, which such releasing party has or may have had relating to events, circumstances or actions taken by such other party prior to the distribution. This release does not apply to claims arising from the Separation Agreement.

#### *Indemnification*

GAMCO has agreed to indemnify Associated Capital and its directors, officers, employees, agents and affiliates (collectively, “Associated Capital indemnitees”) against all losses, liabilities and damages incurred or suffered by any of the Associated Capital indemnitees arising out of:

- GAMCO’s business;
- the failure or alleged failure of GAMCO or any of its subsidiaries to pay, perform or otherwise discharge in due course any of GAMCO liabilities;
- a breach by GAMCO of any of its obligations under the Separation Agreement; and
- any untrue statement or alleged untrue statement of a material fact: (i) contained in any document filed with the SEC by GAMCO pursuant to any securities rule, regulation or law, (ii) otherwise disclosed by GAMCO or its subsidiaries to investors or potential investors in GAMCO or its subsidiaries or (iii) furnished to any Associated Capital indemnitee by GAMCO or any of its subsidiaries for inclusion in any public disclosures to be made by any Associated Capital indemnitee; or any omission or alleged omission to state in any information described in clauses (i), (ii) or (iii) a material fact necessary to make the statements not misleading. The indemnity described in this paragraph is available only to the extent that Associated Capital losses are caused by any such untrue statement or omission or alleged untrue statement or omission, and the information which is the subject of such untrue statement or omission or alleged untrue statement or omission was not supplied after the spin-off by Associated Capital or its agents.

Similarly, Associated Capital has agreed to indemnify GAMCO and its directors, officers, employees, agents and affiliates (collectively, “GAMCO indemnitees”) against all losses, liabilities and damages incurred or suffered by any of the GAMCO indemnitees arising out of:

- Associated Capital’s business;
- the failure or alleged failure of Associated Capital or any of its subsidiaries to pay, perform or otherwise discharge in due course any of Associated Capital liabilities;
- a breach by Associated Capital of any of its obligations under the Separation Agreement; and
- any untrue statement or alleged untrue statement of a material fact: (i) contained in any document filed with the SEC by Associated Capital following the distribution pursuant to any securities rule, regulation or law, (ii) otherwise disclosed following the distribution by Associated Capital or its subsidiaries to investors or potential investors in Associated Capital or its subsidiaries or (iii) furnished to any GAMCO indemnitee by Associated Capital or any of its subsidiaries for inclusion in any public disclosures to be made by any GAMCO indemnitee; or any omission or alleged omission to state in any information described in clauses (i), (ii) or (iii) a material fact necessary to make the statements not misleading. The indemnity described in this paragraph is available only to the extent that GAMCO losses are caused by any such untrue statement or omission or alleged untrue statement or omission, and the

information which is the subject of such untrue statement or omission or alleged untrue statement or omission was not supplied by GAMCO or its agents.

#### *Transitional Administrative and Management Services Agreement*

On November 30, 2015, we entered into a Transitional Administrative and Management Services Agreement with Associated Capital (the “Transition Services Agreement”) pursuant to which GAMCO will provide Associated Capital with a variety of services and Associated Capital will provide payroll services to GAMCO following the spin-off. Among the principal services GAMCO will provide to Associated Capital are:

- accounting, financial reporting and consolidation services, including the services of a financial and operations principal;
- treasury services, including, without limitation, insurance and risk management services and administration of benefits;
- tax planning, tax return preparation, recordkeeping and reporting services;
- human resources, including but not limited to the sourcing of permanent and temporary employees as needed, recordkeeping, performance reviews and terminations;
- legal and compliance advice, including the services of a Chief Compliance Officer;
- technical/technology consulting; and
- operations and general administrative assistance, including office space, office equipment and furniture, payroll, procurement, and administrative personnel.

In providing the services pursuant to this agreement, GAMCO may, subject to the prior written consent of Associated Capital, employ consultants and other advisers in addition to utilizing its own employees. Services provided by GAMCO to Associated Capital or by Associated Capital to GAMCO under the Transition Services Agreement are charged at cost and for the fiscal year ended December 31, 2015, we paid Associated Capital approximately \$1,862,353, and Associated Capital paid \$838,504 to us.

The Transition Services Agreement has a term of twelve months, and may be extended in whole or in part by agreement of the parties. The Transition Services Agreement is terminable by either party on 30 days’ prior written notice to the other party.

#### *Tax Indemnity and Sharing Agreement*

On November 30, 2015, we entered into a Tax Indemnity and Sharing Agreement with Associated Capital that provides for certain agreements and covenants related to tax matters involving Associated Capital and us. This agreement covers time periods before and after the distribution. Among the matters addressed in the agreement are filing of tax returns, retention and sharing of books and records, cooperation in tax matters, control of possible tax audits and contests and tax indemnities. The agreement also provides for limitations on certain corporate transactions that could affect the qualification of the spin-off as tax free under the Internal Revenue Code.

#### *Promissory Note*

In connection with the spin-off of Associated Capital on November 30, 2015, the Company issued a \$250 million promissory note (the “AC 4% PIK Note”) payable to Associated Capital. 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 Associated Capital 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. During 2015, GAMCO accrued interest expense of \$833,333 for the AC 4% PIK Note. As of December 31, 2015, \$250 million aggregate principal amount was outstanding under the AC 4% PIK Note.

#### *Service Mark and Name License Agreement*

On November 30, 2015, we entered into the Service Mark and Name License Agreement with Associated Capital pursuant to which Associated Capital has certain rights to use the “Gabelli” name and the “GAMCO” name.

### *Other Related Party Transactions*

Gabelli Securities, Inc. (“GSI”), a majority-owned subsidiary of Associated Capital after the spin-off, previously owed GAMCO a demand loan of \$16 million bearing interest at 5.5% annually. On December 28, 2015, GSI repaid the demand loan in full plus accrued and unpaid interest. The interest paid by GSI to GAMCO during 2015 was \$870,538.

On November 18, 2015, the Company commenced a tender offer (the “Offer”) to purchase for cash up to \$100 million aggregate principal amount of its senior unsecured notes due June 1, 2021 at a price of 101% of the principal amount. 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. Under the terms of the loan agreement, the Company is required to fully pay the loan prior to any accelerated payment of the AC 4% PIK Note. During 2015, GAMCO recorded interest expense of \$15,000.

GAMCO Asset Management Inc. (“GAMCO Asset Management”), a wholly-owned subsidiary of the Company, has entered into an agreement to provide advisory and administrative services to MJG Associates, which has been wholly-owned by our Chairman and CEO, Mr. Mario Gabelli, since 1990, with respect to the private investment funds that it manages. Pursuant to this agreement, MJG Associates paid GAMCO Asset Management \$10,000 (excluding reimbursement of expenses) for 2015. Mr. John Gabelli, the brother of our Chairman and CEO, is the sole shareholder of an entity that is the general partner of two investment partnerships - Manhattan Partners I, L.P. (“Manhattan I”) and Manhattan Partners II, L.P. (“Manhattan II”). Manhattan I and Manhattan II paid GAMCO Asset Management investment advisory fees in the amount of \$13,595 for 2015. In addition, an entity that Mr. John Gabelli’s wife is the sole shareholder of is the co-general partner of S.W.A.N. Partners, LP (“S.W.A.N.”), which is a separately managed account of GAMCO Asset Management. S.W.A.N. paid GAMCO Asset Management investment advisory fees in the amount of approximately \$20,406 for 2015.

On June 30, 2015, G.research LLC (“G.research”) was formed as a single member LLC of Distributors Holdings, Inc. (“DHI”), a 100% subsidiary of Gabelli Securities, Inc. (“GSI”) to transfer the distribution assets of G.research, Inc. (a majority-owned subsidiary of GSI) through a series of steps to G.distributors, LLC (a subsidiary of GAMCO Asset Management, Inc. which is a wholly-owned subsidiary of the Company). On July 1, 2015, G.research, Inc. was merged into G.research. As a result of the merger, a deferred tax liability of \$1,937,670 was transferred to G.research’s sole member, DHI, resulting in a capital contribution to G.research. The distribution assets were then transferred from G.research to DHI for their fair value of \$234,000, also resulting in a capital contribution to G.research. DHI transferred G.research to GSI resulting in a deferred tax asset of \$88,227 (tax effect of the transferred distribution assets of \$234,000) to be recorded on DHI’s books and a deferred tax liability of \$88,227 to be recorded on the books of G.research. GSI transferred DHI to GAMCO Asset Management Inc. GAMCO Asset Management Inc. subsequently transferred its 100%-owned subsidiary, G.distributors LLC, to DHI. DHI then transferred the distribution assets to G.distributors, LLC.

Pursuant to an agreement between Gabelli Securities, Inc. (a majority-owned subsidiary of Associated Capital after the spin-off) and Gabelli Funds, LLC, (a wholly-owned subsidiary of the Company), Gabelli Funds, LLC pays to GSI 90% of the net revenues received by Funds related to being the advisor to the SICAV. Net revenues is defined as gross advisory fees less expenses related to payouts and expenses of the SICAV paid by Gabelli Funds, LLC. The amount paid by Gabelli Funds, LLC to GSI for 2015 is \$1,007,164 and is included in management fees on the consolidated statements of operations.

We incur expenses for certain professional and administrative services, and purchase services from third party providers, such as payroll, transportation, insurance and public relations services, on behalf of GGCP and MJG Associates. GGCP and MJG Associates reimburse us for these expenses. GGCP also incurs expenses for certain professional and administrative services on behalf of the Company, and we reimburse GGCP for these expenses. The net amount reimbursable from GGCP and MJG Associates to us for such expenses for 2015 was approximately \$104,193 (\$73,039 of which was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015)) and \$559,203, respectively. At December 31, 2015, \$3,797 was owed by the Company to GGCP, and \$559,203 was owed to the Company by MJG Associates. The GGCP amount was paid in full by the Company on March 16, 2016, and the MJG Associates amount was paid in full to the Company on February 19, 2016.

Certain directors and executive officers have immediate family members who are employed by us, our subsidiaries, and certain related entities. The base salaries and bonuses of each of these immediate family members are established in accordance with our compensation practices applicable generally to staff members with equivalent qualifications and responsibilities and holding similar positions. None of the directors or executive officers has a material interest in any of these employment relationships of their immediate family members, and all of the immediate family members of our directors mentioned below are financially independent adult children. None of the immediate family members mentioned below is an executive officer with us.



A daughter of Mr. Avansino, one of our directors, is employed by one of our subsidiaries in a sales and marketing role and earned in 2015 incentive-based variable compensation based on revenues generated by certain relationships (“Variable Compensation”) of \$319,273 plus usual and customary benefits. She also received 2,000 restricted stock awards on August 6, 2013 with a grant date fair value of \$57.86 per share and 500 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company’s Class A Stock on the day preceding the effective grant date. Compensation expense of \$34,590 was recognized for all of her awards for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. The \$353,863 total compensation that she earned in 2015 included an amount of \$19,861 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excluded an amount of \$84,253 of variable compensation that she earned from Associated Capital for the month of December 2015 (post-spin).

A sister-in-law of Mr. Jamieson, our President and Chief Operating Officer, is employed by one of our subsidiaries in a marketing role and earned in 2015 a base salary of \$82,500, a bonus of \$22,917, and \$7,416 in Variable Compensation plus usual and customary benefits. She also received 500 restricted stock awards on August 6, 2013 with a grant date fair value of \$57.86 per share, 500 restricted stock awards on November 27, 2013 with a grant date fair value of \$81.55 per share (the vesting on this grant was accelerated and this grant, and 200 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company’s Class A Stock on the day preceding the effective grant date. The November 27, 2013 grant was fully vested, and the remaining unvested portion was recognized as expense for financial statement purposes, on October 19, 2015 when the Board of Directors accelerated the lapsing of restrictions on this grant for all holders of these awards. Total compensation expense of \$39,522 was recognized by the Company for all of her awards for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. This excludes the portion recognized directly by Associated Capital in December 2015 (post-spin) of \$850. The \$152,355 total compensation that she earned in 2015 included an amount of \$151,461 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excluded an amount of \$13,448 that she earned from Associated Capital for the month of December 2015 (post-spin).

A son of our Chairman, who has been employed by one of our subsidiaries since 1998, earned in 2015 no base salary, an allocation of \$200,000 of fees received by Mr. Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO’s separate accounts, as described in the “Variable Compensation” section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, and \$632,686 in Variable Compensation plus usual and customary benefits. In August 2006, he was given responsibility for managing a proprietary investment account on which he would be paid, on an annual basis, 20% of any net profits earned on the account for the year. The account was initially funded with approximately \$40 million during 2006, and subsequent withdrawals have totaled \$40 million from 2009 through 2015. For 2015, this account was up 2.5% while performance in prior years was 2.7%, 5.0%, (3.7%), 2.8%, 5.7%, (7.6%), 14.3%, 41.9%, and 1.6% per annum for each of the years 2006 through 2014. Based on the 2.5% performance gain in 2015, he earned \$82,074 for managing this account, which is included in his Variable Compensation. He also received 4,000 restricted stock awards on August 6, 2013 with a grant date fair value of \$57.86 per share, 1,000 restricted stock awards on November 27, 2013 with a grant date fair value of \$81.55 per share, 1,000 restricted stock awards on September 15, 2014 with a grant date fair value of \$73.41 per share, and 500 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company’s Class A Stock on the day preceding the effective grant date. The November 27, 2013 grant was fully vested, and the remaining unvested portion was recognized as expense for financial statement purposes, on October 19, 2015 when the Board of Directors accelerated the lapsing of restrictions on this grant for all holders of these awards. Total compensation expense of \$134,572 was recognized for all of his awards for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. The \$967,258 total compensation that he earned in 2015 included an amount of \$595,373 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excluded an amount of \$122,200 that that he earned from Associated Capital for the month of December 2015 (post-spin).

A son of our Chairman, who is employed by one of our subsidiaries (which became a subsidiary of Associated Capital after the spin-off), earned in 2015 a base salary of \$206,250, a bonus of \$68,750, an allocation of \$100,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Mario Gabelli as described in the “Variable Compensation” section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, an allocation of \$175,000 of fees received by Mr. Gabelli for creating and acting as portfolio manager of several open-end Gabelli Funds, as described in the “Variable Compensation” section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for

2015, and \$897,487 in Variable Compensation plus usual and customary benefits. He also received 6,000 restricted stock awards on August 6, 2013 with a grant date fair value of \$57.86 per share, 1,500 restricted stock awards on November 27, 2013 with a grant date fair value of \$81.55 per share, 1,500 restricted stock awards on September 15, 2014 with a grant date fair value of \$73.41 per share, and 2,000 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company's Class A Stock on the day preceding the effective grant date. The November 27, 2013 grant was fully vested, and the remaining unvested portion was recognized as expense for financial statement purposes, on October 19, 2015 when the Board of Directors accelerated the lapsing of restrictions on this grant for all holders of these awards. Total compensation expense of \$216,272 was recognized by the Company for all of his awards for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. This excludes the portion recognized directly by Associated Capital in December 2015 (post-spin) of \$11,432. The \$1,663,759 total compensation that he earned in 2015 included an amount of \$1,204,802 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) and excluded an amount of \$266,432 that he earned directly from Associated Capital in December 2015 (post-spin).

Mr. Marc Gabelli, a director and a son of our Chairman, is employed by the Company. He earned in 2015 a base salary of \$275,000, an allocation of \$325,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Mario Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, and an allocation of \$125,000 of fees received by Mr. Mario Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts, as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, plus usual and customary benefits. He also received 10,000 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company's Class A Stock on the day preceding the effective grant date. Compensation expense of \$189,547 was recognized by the Company for this award for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. This excludes the portion recognized directly by Associated Capital in December 2015 (post-spin) of \$17,232. The total compensation that he earned in 2015 excluded an amount of \$325,000 that he earned directly from Associated Capital in December 2015 (post-spin).

Our Chairman's spouse, who has been employed by a subsidiary of the Company in a sales and marketing role since 1984, has been a director of that subsidiary since 1991 and has been his spouse since 2002, earned in 2015 no base salary, an allocation of \$25,000 of the incentive-based management fee (10% of GAMCO pre-tax profits) by Mr. Gabelli as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, an allocation of \$300,000 of fees received by Mr. Gabelli for creating and acting as portfolio manager and/or attracting and providing client service to a large number of GAMCO's separate accounts as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, an allocation of \$25,000 of fees received by Mr. Gabelli for creating and acting as portfolio manager of several open-end Gabelli Funds, as described in the "Variable Compensation" section of the Compensation and Discussion Analysis and in footnote (c) to the Summary Compensation Table for 2015, and \$5,151,572 in Variable Compensation plus usual and customary benefits. She also received 5,000 restricted stock awards on August 6, 2013 with a grant date fair value of \$57.86 per share, 2,000 restricted stock awards on November 27, 2013 with a grant date fair value of \$81.55 per share, 1,500 restricted stock awards on September 15, 2014 with a grant date fair value of \$73.41 per share, and 2,000 restricted stock awards with an effective grant date, under FASB guidance, of December 23, 2014 and a legal grant date of January 15, 2015 with a grant date fair value of \$87.99 per share. As with all Company restricted stock awards, fair value equals the closing price of the Company's Class A Stock on the day preceding the effective grant date. The November 27, 2013 grant was fully vested, and the remaining unvested portion was recognized as expense for financial statement purposes, on October 19, 2015 when the Board of Directors accelerated the lapsing of restrictions on this grant for all holders of these awards. Total compensation expense of \$245,752 was recognized by the Company for all of her awards for financial statement reporting purposes for the fiscal year ended December 31, 2015 calculated in accordance with FASB guidance. The \$5,747,324 total compensation that she earned in 2015 included an amount of \$76,167 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excludes an amount of \$39,602 that she earned directly from Associated Capital in December 2015 (post-spin).

A daughter-in-law of our Chairman earned \$116,078 in Variable Compensation in 2015 which consisted entirely of an amount of \$116,078 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excluded an amount of \$30,770 that she earned directly from Associated Capital in December 2015 (post-spin).

A brother of our Chairman earned \$451,587 in Variable Compensation in 2015 plus usual and customary benefits. This compensation included an amount of \$6,576 that was allocated to the carve-out financials of Associated Capital in the pre-spin 2015 period (January 1, 2015 to November 30, 2015) but excluded an amount of \$1,564 that he earned directly from Associated Capital in December 2015 (post-spin).

Ms. Wilson, a director and the daughter of our Chairman, is also a professional staff member of the Company. Ms. Wilson has been on extended unpaid leave from the Company since January 1, 2004 and therefore received no compensation during 2015 other than compensation she received as a director disclosed in the “Director Compensation Table for 2015” and her previously-discussed entitlement, as a member of M<sup>4</sup>E, to receive her pro-rata share of payments received by M<sup>4</sup>E under the lease on the Building.

The spouse of Ms. LaPointe, our Senior Vice President and Co-Chief Accounting Officer, is employed as the Executive Vice President and Chief Financial Officer of LICT, the Interim Chief Executive Officer and Chief Financial Officer of CIBL, and the Chief Financial Officer and a Director of Morgan Group Holding, Inc. (“Morgan”). In addition to serving as the Chairman and Chief Executive Officer of LICT and as a Director of CIBL, our Chairman and CEO, Mr. Mario Gabelli, also serves as the Chairman of Morgan.

On May 31, 2006, we entered into an Exchange and Standstill Agreement (“Standstill Agreement”) with Frederick J. Mancheski, a significant shareholder, pursuant to which, among other things, he agreed to exchange his 2,071,635 shares of Class B Stock for an equal number of shares of Class A Stock. The substance of the Standstill Agreement is disclosed in footnote 2 to the beneficial ownership table under the heading “Certain Ownership of Our Stock.” Pursuant to a Registration Rights Agreement that we entered into with Mr. Mancheski, we filed a shelf registration statement that was declared effective by the SEC on September 1, 2006 and amended on November 25, 2013, for the sale by Mr. Mancheski and others, including certain of our officers and employees, of up to 2,486,763 shares of Class A Stock. Mr. Mancheski continues to hold 1,725,974 shares of the Company’s Class A Stock as reported in his Amendment No. 6 to Schedule 13D filed with the SEC on July 2, 2015. The standstill agreement expires on May 31, 2016.

As required by our Code of Ethics, our staff members are required to maintain their brokerage accounts at G.research unless they receive permission to maintain an outside account. G.research offers all of these staff members the opportunity to engage in brokerage transactions at discounted rates. Accordingly, many of our staff members, including the executive officers or entities controlled by them, have brokerage accounts at G.research and have engaged in securities transactions through it at discounted rates. From time to time, we, through our subsidiaries, in the ordinary course of business have also provided brokerage or investment advisory services to our directors, the substantial shareholders listed in the table under “Certain Ownership of Our Stock” or entities controlled by such persons for customary fees.

## **REPORT OF THE AUDIT COMMITTEE**

Messrs. Artzt, Avansino, McGrath and Prather, each of whom is an independent director, are the members of the Audit Committee. In this report, the term “we” refers to the members of the Audit Committee.

The Board has adopted a written charter for the Audit Committee. A copy of that charter can be found on our website at [http://www.gabelli.com/corporate/corp\\_gov.html](http://www.gabelli.com/corporate/corp_gov.html). Our job is one of oversight as set forth in our charter. The Company’s management is responsible for preparing its financial statements and for maintaining internal controls. The independent registered public accounting firm is responsible for auditing the financial statements and expressing an opinion as to whether those audited financial statements fairly represent the financial position, results of operations and cash flows of the Company in conformity with U.S. generally accepted accounting principles.

We have reviewed and discussed the Company’s audited 2015 financial statements with management and with Deloitte & Touche LLP (“D&T”), the Company’s independent registered public accounting firm.

We have discussed with D&T the matters required to be discussed by Statement on Auditing Standard No. 16, “Communications with Audit Committees,” issued by the Public Company Accounting Oversight Board (the “PCAOB”).

We have received from D&T the written statements required by the PCAOB regarding the independent accountant’s communications with the audit committee concerning independence and have discussed with the independent accountant the independent accountant’s independence.

Based on the review and discussions referred to above, we have recommended to the Board that the audited financial statements be included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2015 for filing with the Securities and Exchange Commission.

AUDIT COMMITTEE  
 Robert S. Prather, Jr. (Chairman)  
 Edwin L. Artzt  
 Raymond C. Avansino, Jr.  
 Eugene R. McGrath

**INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

**Selection of Deloitte & Touche LLP**

Our Audit Committee approved the engagement of Deloitte & Touche, LLP (“D&T”) as the Company’s independent registered public accounting firm for the year-ending December 31, 2016. D&T has been the auditor of the Company since March 27, 2009. In deciding to engage D&T, the Audit Committee reviewed auditor independence and existing commercial relationships with D&T and concluded that D&T has no commercial relationship with the Company that would impair its independence. During the fiscal year ended December 31, 2015 and in the subsequent interim period through March 31, 2016, neither the Company nor anyone acting on its behalf has consulted with D&T on any of the matters or events set forth in Item 304(a)(2) of Regulation S-K.

A representative of D&T will be present at the 2016 Annual Meeting. The representative will have the opportunity to make a statement and respond to appropriate questions from shareholders.

**Deloitte & Touche LLP Fees For 2014 and 2015**

Fees for professional services provided by our independent registered public accounting firm in 2014 and 2015, in each of the following categories are:

	2014	2015
Audit Fees.....	\$1,571,000	\$1,149,730
Audit-Related Fees.....	\$4,000	\$450,333
Tax Fees.....	\$600	\$600
All Other Fees.....	\$2,362	\$2,792

Audit fees include fees relating to the audit of our annual financial statements and review of financial statements included in our quarterly reports on Form 10-Q. Audit fees also include fees for services related to Section 404 of the Sarbanes-Oxley Act which consist of the review of documentation and testing of our procedures and controls. Audit-related fees for 2015 consist of fees relating to the audit of carve-out financial statements included in our Form 10 filing for the spin-off of Associated Capital and fees for a consent letter provided in connection with the filing of a registration statement on Form S-3. Audit-related fees for 2014 consist of fees for services provided in connection with the Securities Investor Protection Corporation assessment for one of the Company's registered broker-dealer subsidiaries. Tax fees were for assistance with federal tax filings, state sourcing, and foreign tax work. All other fees were for access to online technical research services.

**SHAREHOLDER PROPOSALS FOR THE 2017 ANNUAL MEETING**

Qualified shareholders who want to have proposals included in our proxy statement in connection with our 2017 Annual Meeting pursuant to Rule 14a-8 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), must deliver such proposals so that they are received at our principal executive offices at One Corporate Center, Rye, New York 10580 by December 23, 2016 in order to be considered for inclusion in next year’s proxy statement and proxy. For any shareholder proposal submitted outside Rule 14a-8 of the Exchange Act to be considered timely under our Amended and Restated Bylaws, the Company must receive notice of such proposal, or any nomination of a director by a shareholder, no earlier than January 3, 2017 and no later than February 2, 2017.

## OTHER MATTERS

We know of no other matters to be presented at the 2016 Annual Meeting other than the election of directors, the ratification of auditors, the vote to approve the Potential Issuance, the vote to approve an amendment to the Company's 2002 Stock Award and Incentive Plan and the Reclassification Proposal, all as described above. If other matters are properly presented at the 2016 Annual Meeting, the proxies will vote on these matters in accordance with their judgment of the best interests of the Company.

**We will provide a free copy of our Annual Report on Form 10-K for the year ended December 31, 2015. Requests should be in writing and addressed to our Secretary at GAMCO Investors, Inc., One Corporate Center, Rye, NY 10580-1422.**

**EXHIBIT A**

**SECOND AMENDMENT**

**TO**

**GAMCO INVESTORS, INC.**

**2002 STOCK AWARD AND INCENTIVE PLAN**

WHEREAS, pursuant to Article 8(e) of the GAMCO Investors, Inc. 2002 Stock Award and Incentive Plan, as amended to date (the "Plan"), the Board of Directors (the "Board") of GAMCO Investors, Inc. (the "Company") may, subject to certain limitations, alter, amend, suspend, or terminate the Plan or any portion thereof at any time; and

WHEREAS, capitalized terms used herein but not otherwise defined herein shall have the meaning ascribed to them in the Plan; and

WHEREAS, the Plan, as adopted by the Board, provided that the maximum number of shares of Stock that could be delivered pursuant to Awards granted under the Plan was 3,500,000, subject to adjustment as provided therein; and

WHEREAS, the Board wishes to increase the number of Shares available for issuance under the Plan by 500,000 Shares; and

WHEREAS, subject to shareholder approval, the Board approved the terms of this Amendment.

NOW, THEREFORE, In accordance with Article 8(e) of the Plan, the Plan shall be amended effective upon shareholder approval as follows:

1. The first sentence of Article 5 of the Plan is hereby amended and restated as follows:

"The number of shares of Stock reserved for the grant of Awards under the Plan shall be 4,000,000, subject to adjustment as provided herein."

2. As hereby amended, the Plan shall continue in full force and effect. This Amendment shall be effective upon shareholder approval.

GAMCO INVESTORS, INC.

By: \_\_\_\_\_  
Name:  
Title:

## EXHIBIT B

### GUIDELINES FOR DIRECTOR INDEPENDENCE

For a director to be deemed “independent,” the Board shall affirmatively determine that the director has no material relationship with GAMCO Investors, Inc. (together with its consolidated subsidiaries, “GAMCO”) or its affiliates or any member of the senior management of GAMCO or his or her affiliates. This determination shall be disclosed in the proxy statement for each annual meeting of GAMCO’s shareholders. In making this determination, the Board shall apply the following standards:

- A director who is an employee, or whose immediate family member is an executive officer, of GAMCO will not be deemed independent until three years after the end of such employment relationship. Employment as an interim Chairman or Chief Executive Officer will not disqualify a director from being considered independent following that employment.
- A director who received, or whose immediate family member received in any twelve month period over the last three years more than \$120,000 in direct compensation from GAMCO will not be deemed independent. In calculating such compensation, the following will be excluded:
  - director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service);
  - compensation received by a director for former service as an interim Chairman or Chief Executive Officer; and
  - compensation received by an immediate family member for service as a non-executive officer employee of GAMCO.
- A director will not be considered independent if:
  - the director is a current partner or employee of a firm that is GAMCO’s internal or external auditor;
  - the director has an immediate family member who is a current partner of GAMCO’s internal or external auditor;
  - the director has an immediate family member who is a current employee of GAMCO’s internal or external auditor and personally works on GAMCO’s audit; or
  - the director or an immediate family member was within in the last three years a partner or employee of GAMCO’s internal or external auditor and personally worked on GAMCO’s audit within that time.
- A director who is, or whose immediate family member is, or has been within the last three years, employed as an executive officer of another company where any of GAMCO’s current executive officers serve on that company’s compensation committee will not be deemed independent.
- A director who is, a current employee, or whose immediate family member is an executive officer, of an entity that makes payments to, or receives payments from, GAMCO for property or services in an amount which, in any of the last three fiscal years, exceeds the greater of \$1 million or 2% of such other entity’s consolidated gross revenues, will not be deemed independent.
- A director who serves as an executive officer of a tax-exempt entity that receives significant contributions (i.e., more than 2% of the annual contributions received by the entity or more than \$1 million in a single fiscal year, whichever amount is greater) from GAMCO, any of its affiliates, any executive officer or any affiliate of an executive officer within the preceding twelve-month period may not be deemed independent, unless the contribution was approved by the Board and disclosed in GAMCO’s proxy statement.

For purposes of these Guidelines, the terms:

- “affiliate” means any consolidated subsidiary of GAMCO and any other company or entity that controls, is controlled by or is under common control with GAMCO, as evidenced by the power to elect a majority of the board of directors or comparable governing body of such entity; and
- “immediate family” means spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law and anyone (other than domestic employees) sharing a person’s home, but excluding any person who is no longer an immediate family member as a result of legal separation or divorce, or death or incapacitation.

The Board shall undertake an annual review of the independence of all non-employee directors. In advance of the meeting at which this review occurs, each non-employee director shall be asked to provide the Board with full information regarding the director’s business and other relationships with GAMCO and its affiliates and with senior management and their affiliates to enable the Board to evaluate the director’s independence.

Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as “independent.” This obligation includes all business relationships between, on the one hand, directors or members of their immediate family, and, on the other hand, GAMCO and its affiliates or members of senior management and their affiliates, whether or not such business relationships are subject to the approval requirement set forth in the following provision.