

GAMCO INVESTORS, INC. ET AL
Form SC 13G/A
February 17, 2015

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
§240.13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED**

PURSUANT TO §240.13d-2

(Amendment No. 5)*

GAMCO Investors, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

361438104

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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

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

13G

CUSIP No. 361438104

- | | | |
|---|---|-------------------------------------|
| 1. | Names of Reporting Persons E.S. Barr & Company | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) | o |
| | (b) | o |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Kentucky | |
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. | Sole Voting Power 0 |
| | 6. | Shared Voting Power 0 |
| | 7. | Sole Dispositive Power 0 |
| | 8. | Shared Dispositive Power 392,988 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person 392,988 | |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o |
| 11. | Percent of Class Represented by Amount in Row (9) 6.01%(1) | |
| 12. | Type of Reporting Person (See Instructions) IA | |

(1) The percentage ownership calculated is based upon an aggregate of 6,540,443 shares outstanding as of October 31, 2014.

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CUSIP No. 361438104

1. Names of Reporting Persons
Edward S. Barr
2. Check the Appropriate Box if a Member of a Group (See Instructions)
(a)
(b)
3. SEC Use Only
4. Citizenship or Place of Organization
Kentucky
5. Sole Voting Power
3,615
6. Shared Voting Power
0
7. Sole Dispositive Power
3,615
8. Shared Dispositive Power
392,988
9. Aggregate Amount Beneficially Owned by Each Reporting Person
396,603
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9)
6.06%(2)
12. Type of Reporting Person (See Instructions)
HC, IN

(2) The percentage ownership calculated is based upon an aggregate of 6,540,443 shares outstanding as of October 31, 2014.

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- | | | |
|-----|---|-----------------------|
| 1. | Names of Reporting Persons E.S. Barr Holdings, LLC | |
| 2. | Check the Appropriate Box if a Member of a Group (See Instructions) | |
| | (a) <input type="radio"/> | |
| | (b) <input type="radio"/> | |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place of Organization Kentucky | |
| 5. | Sole Voting Power | 0 |
| 6. | Shared Voting Power | 0 |
| 7. | Sole Dispositive Power | 0 |
| 8. | Shared Dispositive Power | 392,988 |
| 9. | Aggregate Amount Beneficially Owned by Each Reporting Person | 392,988 |
| 10. | Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9) | 6.01%(3) |
| 12. | Type of Reporting Person (See Instructions) | HC |

(3) The percentage ownership calculated is based upon an aggregate of 6,540,443 shares outstanding as of October 31, 2014.

Item 1.

- (a) Name of Issuer:
GAMCO Investors, Inc.
- (b) Address of Issuer's Principal Executive Offices:
One Corporate Center
Rye, NY 10580-1422

Item 2.

- (a) Name of Person Filing:
E.S. Barr & Company

Edward S. Barr
- (b) E.S. Barr Holdings, LLC
Address of Principal Business Office or, if none, Residence:
The business address for each reporting person is:

1999 Richmond Road

Suite 1B

Lexington, KY 40502
- (c) Citizenship:
E.S. Barr & Company is a corporation organized under the laws of the Commonwealth of Kentucky

Edward S. Barr is a citizen of the United States of America
- (d) E.S. Barr Holdings, LLC is a limited liability company organized under the laws of the Commonwealth of Kentucky
Title of Class of Securities:
Class A Common Stock
- (e) CUSIP Number:
361438104

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

E.S. Barr & Company

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

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- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- (k) § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____

Edward S. Barr

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with
- (k) § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: _____

E.S. Barr Holdings, LLC

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);

- (k) o Group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:_____

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned:

E.S. Barr & Company: 392,988

Edward S. Barr: 396,603

E.S. Barr Holdings, LLC: 392,988

- (b) Percent of class:

E.S. Barr & Company 6.01%

Edward S. Barr 6.06%

E.S. Barr Holdings, LLC 6.01%

- (c) Number of shares to which the person has:

- (i) Sole power to vote or to direct the vote:

E.S. Barr & Company 0 shares

Edward S. Barr 3,615 shares

E.S. Barr Holdings, LLC 0 shares

- (ii) Shared power to vote or to direct the vote:

E.S. Barr & Company 0 shares

Edward S. Barr 0 shares

E.S. Barr Holdings, LLC 0 shares

- (iii) Sole power to dispose or to direct the disposition of:

E.S. Barr & Company 0 shares

Edward S. Barr 3,615 shares

E.S. Barr Holdings, LLC 0 shares

| | |
|---|----------------|
| (iv) Shared power to dispose or to direct the disposition of: | |
| E.S. Barr & Company | 392,988 shares |
| Edward S. Barr | 392,988 shares |
| E.S. Barr Holdings, LLC | 392,988 shares |

392,988 shares of Issuer Class A Common Stock (or 6.01% of the outstanding shares of Issuer Class A Common Stock) are held in the aggregate in numerous accounts of clients of E.S. Barr & Company (the Investment Adviser), a registered investment adviser which has the power to direct the disposition of such shares (collectively, the Client Shares).

E.S. Barr Holdings, LLC (the Holding Company) owns all outstanding shares of Common Stock of the Investment Adviser.

Edward S. Barr is the President and a Director of the Investment Adviser and is a Manager and majority equity holder of the Holding Company. In addition, 3,615 shares of Issuer Class A Common Stock are held by Mr. Barr individually (or through retirement accounts for his benefit). The aggregate shares of Issuer Class A Common Stock held by Mr. Barr do not exceed one percent of the securities of the subject class. The Holding Company and Mr. Barr disclaim beneficial ownership of any shares of Issuer Class A Common Stock not held of record by them.

- | | |
|----------------|--|
| Item 5. | Ownership of Five Percent or Less of a Class Not Applicable |
| Item 6. | Ownership of More than Five Percent on Behalf of Another Person Not Applicable |
| Item 7. | Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Persons See Exhibits 1 and 2. |
| Item 8. | Identification and Classification of Members of the Group Not Applicable |
| Item 9. | Notice of Dissolution of Group Not Applicable |

Item 10.

Certification

By signing below, each of E.S. Barr & Company, Edward S. Barr and E.S. Barr Holdings, LLC certifies that, to the best of such reporting person's knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

SIGNATURE

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

Dated: February 12, 2015

E.S. Barr & Company

By: /s/ Edward S. Barr
Edward S. Barr
President

/s/ Edward S. Barr
Edward S. Barr

E.S. Barr Holdings, LLC

By: /s/ Edward S. Barr
Edward S. Barr
Manager