

FORM 4

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

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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person B. Riley Financial, Inc.		2. Issuer Name and Ticker or Trading Symbol Nogin, Inc. [NOGN]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director ____ Officer (give title below) _____ X _____ 10% Owner ____ Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 08/29/2022			
11100 SANTA MONICA BLVD., SUITE 800						
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person X ____ Form filed by More than One Reporting Person	
LOS ANGELES, CA 90025						
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
B. Riley Financial, Inc. 11100 SANTA MONICA BLVD, SUITE 800 LOS ANGELES, CA 90025		X		
B. RILEY PRINCIPAL INVESTMENTS, LLC 11100 SANTA MONICA BLVD, SUITE 800 LOS ANGELES, CA 90025		X		
B. Riley Securities, Inc. 11100 SANTA MONICA BLVD, SUITE 800 LOS ANGELES, CA 90025		X		
RILEY BRYANT R 11100 SANTA MONICA BLVD, SUITE 800 LOS ANGELES, CA 90025		X		

Signatures

B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer	08/31/2022
<small>Signature of Reporting Person</small>	<small>Date</small>
B. Riley Principal Investments, LLC by: /s/ Kenneth Young, Chief Executive Officer	08/31/2022
<small>Signature of Reporting Person</small>	<small>Date</small>
B. Riley Securities, Inc., by: /s/ Andrew Moore, Chief Executive Officer	08/31/2022
<small>Signature of Reporting Person</small>	<small>Date</small>
Bryant R. Riley, by: /s/ Bryant R. Riley	08/31/2022
<small>Signature of Reporting Person</small>	<small>Date</small>

Explanation of Responses:

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

Remarks:

This Form 4 is being filed jointly by B. Riley Financial, Inc., a Delaware corporation ("BRF"), B. Riley Principal Investments, LLC, a Delaware limited liability company ("BRPI"), ABJ5, LLC, a Delaware limited liability company ("ABJ5"). As a result of the closing of the Business Combination (as defined in the Issuer's Proxy Statement/Prospectus dated July 27, 2022), completed on August 29, 2022, the Reporting Persons have ceased to beneficially own more than 10% of ABJ5 had not yet obtained edgar codes at the time of this filing and therefore cannot sign this Form 4. The Reporting Persons expect to file an amended Form 4/A adding ABJ5 as a Reporting Person and signatory once ABJ5 has obtained

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

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