

**INITIAL STATEMENT OF 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>B. Riley Financial, Inc.</b>		2. Date of Event Requiring Statement (Month/Day/Year) 08/19/2022		3. Issuer Name and Ticker or Trading Symbol Nogin, Inc. [NOGN]	
(Last) (First) (Middle) 11100 SANTA MONICA BOULEVARD, SUITE 800				4. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ X _____ 10% Owner ____ Officer (give title below) _____ Other (specify below)	
(Street) LOS ANGELES, CA 90025				5. If Amendment, Date Original Filed(Month/Day/Year) 08/29/2022	
(City) (State) (Zip)				6. Individual or Joint/Group Filing(Check Applicable Line) ____ Form filed by One Reporting Person ____ X ____ Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	5,683,899	I	By ABJ5, LLC (1) (2) (3)
Common Stock	517,079	I	By B. Riley Securities, Inc. (1) (2) (3)

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	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 BOULEVARD, SUITE 800 LOS ANGELES, CA 90025		X		
B. RILEY PRINCIPAL INVESTMENTS, LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025		X		
ABJ5, LLC 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025		X		
B. Riley Securities, Inc. 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025		X		
RILEY BRYANT R 11100 SANTA MONICA BOULEVARD, SUITE 800 LOS ANGELES, CA 90025		X		

**Signatures**

B. Riley Financial, Inc., by: /s/ Bryant R. Riley, Co-Chief Executive Officer <small>Signature of Reporting Person</small>	09/01/2022 <small>Date</small>
B. Riley Principal Investments, LLC by: /s/ Kenneth Young, Chief Executive Officer <small>Signature of Reporting Person</small>	09/01/2022 <small>Date</small>
ABJ5, LLC by: /s/ Jimmy Baker, President <small>Signature of Reporting Person</small>	09/01/2022 <small>Date</small>
B. Riley Securities, Inc. by /s/ Andrew Moore, Chief Executive Officer <small>Signature of Reporting Person</small>	09/01/2022 <small>Date</small>
/s/ Bryant R. Riley <small>Signature of Reporting Person</small>	09/01/2022 <small>Date</small>

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) This Form 3 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"), B. Riley Securities, Inc., a Delaware corporation and Bryant R. Riley.
- (2) ABJ5 is a wholly-owned subsidiary of BRPI. As a result, BRPI may be deemed to indirectly beneficially own the securities of Software Acquisition Group, Inc. III. (the "Issuer") held of record by ABJ5. BRF is the parent company of BRPI and BRS. As a result, BRF may be deemed to beneficially own the securities of the Issuer held of record by ABJ5, BRPI and BRS.
- (3) Bryant R. Riley is the Co-Chief Executive Officer and Chairman of the Board of Directors of BRF. As a result, Bryant R. Riley may be deemed to indirectly beneficially own the securities of the Issuer held of record by ABJ5, BRPI and BRS. Each of BRF, BRPI, ABJ5, BRS, and Bryant expressly disclaims beneficial ownership of the securities of the Issuer reported herein held indirectly except to the extent of his pecuniary interest therein.

**Remarks:**  
This filing amends the Form 3 filed on August 29, 2022 to reflect the addition of ABJ5 as a Reporting Person and signatory hereto. ABJ5 had not yet obtained edgar access codes at the time of the prior Form 3 filing and has since 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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