

Associated Capital Group, Inc.
 Form 3/A
 December 01, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|--|--|---|--|---|
| 1. Name and Address of Reporting Person * Â GABELLI MARIO J (Last) (First) (Middle) C/O GAMCO INVESTORS, INC,Â ONE CORPORATE CENTER (Street) RYE,Â NYÂ 10580 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/02/2015 | 3. Issuer Name and Ticker or Trading Symbol Associated Capital Group, Inc. [AC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chairman & CEO | 5. If Amendment, Date Original Filed(Month/Day/Year) 11/02/2015 | 6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 ⁽¹⁾ | 100 | I | By GAMCO Investors, Inc. ⁽²⁾ |

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | | | | | |
|---------------------|--------------------|-------|----------------------------------|----------|--|
| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|---------------------|--------------------|-------|----------------------------------|----------|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GABELLI MARIO J C/O GAMCO INVESTORS, INC ONE CORPORATE CENTER RYE, NY 10580 | X | X | Chairman & CEO | |
| GAMCO INVESTORS, INC. ET AL ONE CORPORATE CENTER 401 THEODORE FREMD AVENUE RYE, NY 10580 | | X | | |
| GGCP, INC. 140 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |
| GGCP Holdings LLC 140 GREENWICH AVENUE GREENWICH, CT 06830 | | X | | |

Signatures

| | |
|---|------------|
| /s/ Douglas R. Jamieson, Attorney-in-Fact for Mario J. Gabelli | 12/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Douglas R. Jamieson, President & COO of GAMCO Investors, Inc. | 12/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Douglas R. Jamieson, Attorney-in-Fact for GGCP, Inc. | 12/01/2015 |
| __Signature of Reporting Person | Date |
| /s/ Douglas R. Jamieson, Attorney-in-Fact for GGCP Holdings, LLC | 12/01/2015 |
| __Signature of Reporting Person | Date |

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 amendment is being filed solely to include GGCP, Inc. and GGCP Holdings, LLC as reporting persons. The reporting persons are re-reporting the transactions reported on November 2, 2015 to gain access to the to the EDGAR filing system.
The shares of the Issuer's common stock are held directly by GAMCO Investors, Inc. ("GAMCO") Mario J. Gabelli is the Chairman and CEO of GAMCO and controls a majority of GAMCO's voting power through his direct ownership of GAMCO common stock and his position as Chief Executive Officer, a Director and the controlling shareholder GGCP, Inc., which, through its intermediate subsidiary GGCP Holdings, LLC, controls a majority of GAMCO's voting power.
- (2)

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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