

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

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly period ended September 30, 2024

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 001-37387

**ASSOCIATED CAPITAL GROUP, INC.**

(Exact name of registrant as specified in its charter)

Delaware

\_\_\_\_\_  
(State or other jurisdiction of incorporation or organization)

47-3965991

\_\_\_\_\_  
(I.R.S. Employer Identification No.)

191 Mason Street, Greenwich, CT

\_\_\_\_\_  
(Address of principal executive offices)

06830

\_\_\_\_\_  
(Zip Code)

**Registrant's telephone number, including area code (203) 629-9595**

**Securities registered pursuant to Section 12(b) of the Act:**

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A Common Stock, par value \$0.001 per share	AC	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes  No .

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer", "accelerated filer", "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Exchange Act Rule 12b-2) Yes  No .

Indicate the number of shares outstanding of each of the Registrant's classes of Common Stock, as of the latest practical date.

<u>Class</u>	<u>Outstanding at November 1, 2024</u>
Class A Common Stock, .001 par value	2,286,564
Class B Common Stock, .001 par value	18,950,571

As of November 1, 2024, 2,286,564 shares of class A common stock and 18,950,571 shares of class B common stock were outstanding. GGCP, Inc., a private company controlled by the Company's Executive Chairman, held 77,165 shares of class A common stock and indirectly held 18,423,741 shares of class B common stock. Other executive officers and directors of GGCP, Inc. held 29,866 and 176,758 shares of class A and class B common stock, respectively. In addition, there are 301,595 Phantom Restricted Stock Awards outstanding as of September 30, 2024.

# ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES

## INDEX

	<u>Page</u>
<b>PART I. FINANCIAL INFORMATION</b>	
Item 1. Unaudited Condensed Consolidated Financial Statements:	
<a href="#">Condensed Consolidated Statements of Financial Condition (Unaudited)</a>	<a href="#">3</a>
<a href="#">Condensed Consolidated Statements of Income (Unaudited)</a>	<a href="#">4</a>
<a href="#">Condensed Consolidated Statements of Equity and Redeemable Noncontrolling Interests (Unaudited)</a>	<a href="#">5</a>
<a href="#">Condensed Consolidated Statements of Cash Flows (Unaudited)</a>	<a href="#">6</a>
Notes to the Condensed Consolidated Financial Statements (Unaudited):	
<a href="#">1. Organization</a>	<a href="#">8</a>
<a href="#">2. Revenue</a>	<a href="#">9</a>
<a href="#">3. Investments in Securities</a>	<a href="#">9</a>
<a href="#">4. Investment Partnerships and Other Entities</a>	<a href="#">10</a>
<a href="#">5. Fair Value</a>	<a href="#">13</a>
<a href="#">6. Income Taxes</a>	<a href="#">15</a>
<a href="#">7. Earnings per Share</a>	<a href="#">15</a>
<a href="#">8. Equity</a>	<a href="#">15</a>
<a href="#">9. Goodwill</a>	<a href="#">17</a>
<a href="#">10. Guarantees, Contingencies and Commitments</a>	<a href="#">17</a>
<a href="#">11. Subsequent Events</a>	<a href="#">17</a>
Item 2. <a href="#">Management's Discussion and Analysis ("MD&amp;A") of Financial Condition and Results of Operations</a>	<a href="#">18</a>
Item 3. <a href="#">Quantitative and Qualitative Disclosures About Market Risk</a>	<a href="#">23</a>
Item 4. <a href="#">Controls and Procedures</a>	<a href="#">24</a>
<b>PART II. <a href="#">OTHER INFORMATION</a> *</b>	
Item 1. <a href="#">Legal Proceedings</a>	<a href="#">25</a>
Item 1A. <a href="#">Risk Factors</a>	<a href="#">25</a>
Item 2. <a href="#">Unregistered Sales of Equity Securities and Use of Proceeds</a>	<a href="#">25</a>
Item 6. <a href="#">Exhibits</a>	<a href="#">26</a>
<a href="#">Signature</a>	<a href="#">28</a>

\* Items other than those listed above have been omitted because they are not applicable.

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF FINANCIAL CONDITION**  
**UNAUDITED**  
(Dollars in thousands, except per share data)

	<u>September 30, 2024</u>	<u>December 31, 2023</u>
<b>ASSETS</b>		
Cash and cash equivalents (includes U.S. Treasury Bills with maturities of 3 months or less)	\$ 260,868	\$ 317,487
Investments in U.S. Treasury Bills with maturities greater than 3 months	115,829	89,155
Investments in equity securities (includes GAMCO stock with a fair value of \$56.4 million and \$45.6 million, respectively)	249,669	196,583
Investments in affiliated registered investment companies	140,355	126,751
Investments in partnerships	138,905	142,974
Receivable from brokers	26,985	16,005
Receivable from brokers (cash held for real estate purchase)	-	14,263
Investment advisory fees receivable	1,233	4,711
Receivable from affiliates	5,169	876
Income taxes receivable, including deferred tax assets, net	2,588	8,474
Goodwill	3,519	3,519
Other assets	32,033	22,999
Total assets	<u>\$ 977,153</u>	<u>\$ 943,797</u>
 <b>LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND EQUITY</b>		
Payable to brokers	\$ 7,865	\$ 4,459
Income taxes payable, including deferred tax liabilities, net	989	-
Compensation payable	17,488	15,169
Securities sold, not yet purchased	7,376	5,918
Accrued expenses and other liabilities	2,288	5,173
Dividend payable	42,494	-
Total liabilities	<u>78,500</u>	<u>30,719</u>
 Redeemable noncontrolling interests	 5,836	 6,103
 Commitments and contingencies (Note 10)		
 Equity:		
Preferred stock, \$0.001 par value; 10,000,000 shares authorized; none issued and outstanding	-	-
Class A Common Stock, \$0.001 par value; 100,000,000 shares authorized; 6,641,601 shares issued; 2,296,995 and 2,587,036 shares outstanding, respectively	6	6
Class B Common Stock, \$0.001 par value; 100,000,000 shares authorized; 19,196,792 shares issued; 18,950,571 outstanding, respectively	19	19
Additional paid-in capital	999,047	999,047
Retained earnings	43,647	48,231
Treasury stock, at cost (4,344,606 and 4,054,565 shares, respectively)	(149,902)	(140,328)
Total equity	<u>892,817</u>	<u>906,975</u>
Total liabilities, redeemable noncontrolling interests and equity	<u>\$ 977,153</u>	<u>\$ 943,797</u>

As of September 30, 2024 and December 31, 2023, certain balances include amounts related to a consolidated variable interest entity (“VIE”) and voting interest entity (“VOE”). See Note 4.

See accompanying notes.

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**  
**UNAUDITED**  
(In thousands, except per share data)

	<b>Three Months Ended</b>		<b>Nine Months Ended</b>	
	<b>September 30,</b>		<b>September 30,</b>	
	<b>2024</b>	<b>2023</b>	<b>2024</b>	<b>2023</b>
Revenues				
Investment advisory and incentive fees	\$ 2,310	\$ 2,098	\$ 7,706	\$ 6,789
Other revenues	105	102	315	258
Total revenues	<u>2,415</u>	<u>2,200</u>	<u>8,021</u>	<u>7,047</u>
Expenses				
Compensation	4,215	4,078	11,977	11,437
Management fee	3,312	(12)	5,736	3,075
Other operating expenses	1,804	1,655	5,868	4,660
Total expenses	<u>9,331</u>	<u>5,721</u>	<u>23,581</u>	<u>19,172</u>
Operating loss	<u>(6,916)</u>	<u>(3,521)</u>	<u>(15,560)</u>	<u>(12,125)</u>
Other income/(expense)				
Net gain/(loss) from investments	26,173	(2,173)	42,808	21,635
Interest and dividend income	11,142	6,336	24,985	17,497
Interest expense	(76)	(134)	(228)	(388)
Shareholder-designated contribution	-	(235)	(449)	(1,604)
Total other income, net	<u>37,239</u>	<u>3,794</u>	<u>67,116</u>	<u>37,140</u>
Income before income taxes	<u>30,323</u>	<u>273</u>	<u>51,556</u>	<u>25,015</u>
Income tax expense	<u>6,933</u>	<u>166</u>	<u>11,415</u>	<u>3,586</u>
Income before noncontrolling interests	<u>23,390</u>	<u>107</u>	<u>40,141</u>	<u>21,429</u>
Income attributable to noncontrolling interests	<u>148</u>	<u>123</u>	<u>93</u>	<u>320</u>
Net income/(loss) attributable to Associated Capital Group, Inc.'s shareholders	<u>\$ 23,242</u>	<u>\$ (16)</u>	<u>\$ 40,048</u>	<u>\$ 21,109</u>
Net income/(loss) per share attributable to Associated Capital Group, Inc.'s shareholders:				
Basic	<u>\$ 1.09</u>	<u>\$ 0.00</u>	<u>\$ 1.87</u>	<u>\$ 0.97</u>
Diluted	<u>\$ 1.09</u>	<u>\$ 0.00</u>	<u>\$ 1.87</u>	<u>\$ 0.97</u>
Weighted average shares outstanding (in thousands):				
Basic	<u>21,275</u>	<u>21,672</u>	<u>21,389</u>	<u>21,836</u>
Diluted	<u>21,275</u>	<u>21,672</u>	<u>21,389</u>	<u>21,836</u>
Actual shares outstanding (in thousands)	<u>21,248</u>	<u>21,623</u>	<u>21,248</u>	<u>21,623</u>

See accompanying notes.

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF EQUITY AND REDEEMABLE NONCONTROLLING INTERESTS**  
**UNAUDITED**  
(Dollars in thousands)

**Three Months Ended September 30, 2024**

	<b>Common Stock</b>	<b>Retained Earnings</b>	<b>Additional Paid-in Capital</b>	<b>Treasury Stock</b>	<b>Total Equity</b>	<b>Redeemable Noncontrolling Interests</b>
Balance at June 30, 2024	\$ 25	\$ 62,899	\$ 999,047	\$ (146,492)	\$ 915,479	\$ 5,688
Net income/(loss)	-	23,242	-	-	23,242	148
Dividends declared (\$2.00 per share)	-	(42,494)	-	-	(42,494)	-
Purchases of treasury stock	-	-	-	(3,410)	(3,410)	-
Balance at September 30, 2024	<u>\$ 25</u>	<u>\$ 43,647</u>	<u>\$ 999,047</u>	<u>\$ (149,902)</u>	<u>\$ 892,817</u>	<u>\$ 5,836</u>

**Three Months Ended September 30, 2023**

	<b>Common Stock</b>	<b>Retained Earnings</b>	<b>Additional Paid-in Capital</b>	<b>Treasury Stock</b>	<b>Total Equity</b>	<b>Redeemable Noncontrolling Interests</b>
Balance at June 30, 2023	\$ 25	\$ 34,063	\$ 999,047	\$ (133,568)	\$ 899,567	\$ 7,086
Redemptions of noncontrolling interests	-	-	-	-	-	(76)
Net income/(loss)	-	(16)	-	-	(16)	123
Purchases of treasury stock	-	-	-	(3,815)	(3,815)	-
Balance at September 30, 2023	<u>\$ 25</u>	<u>\$ 34,047</u>	<u>\$ 999,047</u>	<u>\$ (137,383)</u>	<u>\$ 895,736</u>	<u>\$ 7,133</u>

**Nine Months Ended September 30, 2024**

	<b>Common Stock</b>	<b>Retained Earnings</b>	<b>Additional Paid-in Capital</b>	<b>Treasury Stock</b>	<b>Total Equity</b>	<b>Redeemable Noncontrolling Interests</b>
Balance at December 31, 2023	\$ 25	\$ 48,231	\$ 999,047	\$ (140,328)	\$ 906,975	\$ 6,103
Redemptions of noncontrolling interests	-	-	-	-	-	(360)
Net income/(loss)	-	40,048	-	-	40,048	93
Dividends declared (\$2.10 per share)	-	(44,632)	-	-	(44,632)	-
Purchases of treasury stock	-	-	-	(9,574)	(9,574)	-
Balance at September 30, 2024	<u>\$ 25</u>	<u>\$ 43,647</u>	<u>\$ 999,047</u>	<u>\$ (149,902)</u>	<u>\$ 892,817</u>	<u>\$ 5,836</u>

**Nine Months Ended September 30, 2023**

	<b>Common Stock</b>	<b>Retained Earnings</b>	<b>Additional Paid-in Capital</b>	<b>Treasury Stock</b>	<b>Total Equity</b>	<b>Redeemable Noncontrolling Interests</b>
Balance at December 31, 2022	\$ 25	\$ 15,126	\$ 999,047	\$ (124,002)	\$ 890,196	\$ 10,193
Redemptions of noncontrolling interests	-	-	-	-	-	(3,380)
Net income/(loss)	-	21,109	-	-	21,109	320
Dividends declared (\$0.10 per share)	-	(2,188)	-	-	(2,188)	-
Purchases of treasury stock	-	-	-	(13,381)	(13,381)	-
Balance at September 30, 2023	<u>\$ 25</u>	<u>\$ 34,047</u>	<u>\$ 999,047</u>	<u>\$ (137,383)</u>	<u>\$ 895,736</u>	<u>\$ 7,133</u>

See accompanying notes.

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED**  
**(Dollars in thousands)**

	<b>Nine Months Ended</b>	
	<b>2024</b>	<b>September 30,</b>
	<b>2023</b>	<b>2023</b>
<b>Operating activities</b>		
Net income	\$ 40,141	\$ 21,429
Adjustments to reconcile net income to net cash (used in)/provided by operating activities:		
Equity in net (gains)/losses from partnerships	(8,624)	848
Depreciation and amortization	272	270
Deferred income taxes	9,037	(246)
Donated securities	1,346	1,107
Unrealized gains on securities	(31,381)	(15,703)
Realized gains on sales of securities	(4,792)	(4,108)
(Increase)/decrease in assets:		
Investments in trading securities	(54,118)	184,788
Investments in partnerships:		
Contributions to partnerships	(9,700)	(2,390)
Distributions from partnerships	22,394	9,166
Receivable from affiliates	(4,293)	2,172
Receivable from brokers	(976)	(1,877)
Investment advisory fees receivable	3,478	2,536
Income taxes receivable	(2,682)	2,644
Other assets	(9,306)	65
Increase/(decrease) in liabilities:		
Payable to brokers	3,406	(2,166)
Income taxes payable	520	43
Compensation payable	2,319	(3,021)
Accrued expenses and other liabilities	(2,885)	(742)
Total adjustments	(85,985)	173,386
Net cash (used in)/provided by operating activities	(45,844)	194,815
<b>Investing activities</b>		
Purchases of securities	(9,185)	(1,162)
Proceeds from sales of securities	5,023	2,245
Return of capital on securities	1,200	1,247
Net (used in)/provided by investing activities	\$ (2,962)	\$ 2,330

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
**UNAUDITED (continued)**  
**(Dollars in thousands)**

	<b>Nine Months Ended</b>	
	<b>September 30,</b>	
	<b>2024</b>	<b>2023</b>
<b>Financing activities</b>		
Dividends paid	\$ (2,138)	\$ (2,188)
Purchases of treasury stock	(9,574)	(13,381)
Redemptions of redeemable noncontrolling interests	(360)	(3,380)
Net cash used in financing activities	(12,072)	(18,949)
Net (decrease)/increase in cash, cash equivalents and restricted cash	(60,878)	178,196
Cash, cash equivalents and restricted cash at beginning of period	347,057	221,269
Cash, cash equivalents and restricted cash at end of period	\$ 286,179	\$ 399,465
 Supplemental disclosures of cash flow information:		
Cash paid for interest	\$ 228	\$ 134
Cash paid for taxes	\$ 4,509	\$ 849
 Reconciliation of Cash, cash equivalents and restricted cash at end of period:		
Cash and cash equivalents	\$ 260,868	\$ 381,253
Cash held for real estate purchase included in receivable from brokers	-	13,059
Cash included in receivable from brokers	12,443	-
Restricted cash included in receivable from brokers	12,868	5,153
Cash, cash equivalents and restricted cash	\$ 286,179	\$ 399,465

Supplemental disclosure of non-cash activity:

- On September 19, 2024, the Board of Directors declared a special cash dividend of \$2.00 per share, payable on November 4, 2024, to Class A and Class B shareholders of record on October 21, 2024. The aggregate payment will be \$42.5 million based on the shares outstanding as of the record date. The liability for this dividend is recorded within Dividend payable on our condensed consolidated statements of financial condition as of September 30, 2024.

See accompanying notes.

**ASSOCIATED CAPITAL GROUP, INC. AND SUBSIDIARIES**  
**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**  
**September 30, 2024**  
**(UNAUDITED)**

## **1. Organization**

Unless we have indicated otherwise, or the context otherwise requires, references in this report to “Associated Capital Group, Inc.”, “Associated Capital”, “AC Group”, “the Company”, “AC”, “we”, “us” and “our” or similar terms are to Associated Capital Group, Inc., its predecessors and its subsidiaries.

We are a Delaware corporation that provides alternative investment management, and we derive investment income from proprietary investments of cash and other assets in our operating business.

Gabelli & Company Investment Advisors, Inc. (“GCIA”), a wholly-owned subsidiary of AC, and its wholly-owned subsidiary, Gabelli & Partners, LLC (“Gabelli & Partners”), collectively serve as general partners or investment managers to investment funds, including limited partnerships and offshore companies (collectively, “Investment Partnerships”) and separate accounts. We primarily manage assets across a range of risk and event arbitrage portfolios and in equity event-driven value strategies. The businesses earn management and incentive fees from their advisory activities. Management fees are largely based on a percentage of assets under management. Incentive fees are based on the percentage of the investment returns of certain clients’ portfolios. GCIA is an investment adviser registered with the Securities and Exchange Commission under the Investment Advisers Act of 1940, as amended.

### *Basis of Presentation*

The unaudited interim condensed consolidated financial statements of AC Group included herein have been prepared in conformity with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all the information and footnotes required by GAAP in the United States for complete financial statements. The unaudited interim condensed consolidated financial statements reflect all adjustments, which are of a normal recurring nature, necessary for a fair presentation of financial position, results of operations and cash flows of the Company for the interim periods presented and are not necessarily indicative of a full year’s results. These interim condensed consolidated financial statements should be read in conjunction with our audited consolidated financial statements included in our Annual Report on Form 10-K for the year ended December 31, 2023.

The interim condensed consolidated financial statements include the accounts of AC Group and its subsidiaries. All intercompany transactions and balances have been eliminated. The details on the impact of consolidating certain partnership entities on the condensed consolidated financial statements can be seen in Note 4. Investment Partnerships and Other Entities.

For the three and nine months ended September 30, 2024 and 2023, there were no items related to other comprehensive income.

### *Use of Estimates*

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported on the condensed consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

### *Recent Accounting Developments*

In December 2023, the FASB issued ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures*. The amendments require disclosure of specific categories in the rate reconciliation and provide additional information for reconciling items that meet a quantitative threshold and further disaggregation of income taxes paid for individually significant jurisdictions. The ASU is effective for fiscal years beginning after December 15, 2024, with early adoption permitted. We are currently evaluating the impact of this guidance on the disclosures within our consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, *Segment Reporting (Topic 280)*, which improves reportable segment disclosure requirements. The new standard will require enhanced disclosures about a public company’s significant segment expenses and more timely and detailed segment information reporting throughout the fiscal period, including for companies with a single reportable segment. The standard is effective for annual periods beginning after December 15, 2023 and interim periods beginning after December 15, 2024, and early adoption is permitted. We are currently evaluating the impact of this guidance on the disclosures within our consolidated financial statements.



## 2. Revenue

The Company's major revenue sources are as follows for the three and nine months ended September 30, 2024 and 2023 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Investment advisory and incentive fees				
Asset-based advisory fees	\$ 1,175	\$ 1,265	\$ 3,619	\$ 3,871
Performance-based advisory fees	48	1	49	2
Sub-advisory fees	1,087	832	4,038	2,916
Total investment advisory and incentive fees	<u>2,310</u>	<u>2,098</u>	<u>7,706</u>	<u>6,789</u>
Other	105	102	315	258
Total revenues	<u>\$ 2,415</u>	<u>\$ 2,200</u>	<u>\$ 8,021</u>	<u>\$ 7,047</u>

## 3. Investments in Securities

Investments in securities at September 30, 2024 and December 31, 2023, consisted of the following (in thousands):

	September 30, 2024		December 31, 2023	
	Cost	Fair Value	Cost	Fair Value
Debt - Trading Securities:				
U.S. Treasury Bills	\$ 114,578	\$ 115,829	\$ 88,300	\$ 89,155
Equity Securities:				
Common stocks	229,350	244,874	198,269	191,346
Mutual funds	651	1,450	566	1,186
Other investments	4,164	3,345	5,166	4,051
Total investments in equity securities	<u>234,165</u>	<u>249,669</u>	<u>204,001</u>	<u>196,583</u>
Total investments in securities	<u>\$ 348,743</u>	<u>\$ 365,498</u>	<u>\$ 292,301</u>	<u>\$ 285,738</u>

In September 2024, GAMCO Investors, Inc. declared a special cash dividend of \$2 per share on their class A common stock and class B common stock. As of September 30, 2024, Receivable from affiliates on the condensed consolidated statements of financial condition included \$4.6 million for dividends receivable based on the 2.3 million shares of GAMCO class A stock that we held on the declaration date.

Securities sold, not yet purchased at September 30, 2024 and December 31, 2023, consisted of the following (in thousands):

	September 30, 2024		December 31, 2023	
	Cost	Fair Value	Cost	Fair Value
Common stocks	\$ 6,604	\$ 6,838	\$ 5,227	\$ 5,035
Other investments	114	538	631	883
Total securities sold, not yet purchased	<u>\$ 6,718</u>	<u>\$ 7,376</u>	<u>\$ 5,858</u>	<u>\$ 5,918</u>

Investments in affiliated registered investment companies at September 30, 2024 and December 31, 2023, consisted of the following (in thousands):

	September 30, 2024		December 31, 2023	
	Cost	Fair Value	Cost	Fair Value
Closed-end funds	\$ 39,924	\$ 57,898	\$ 39,680	\$ 53,048
Mutual funds	54,898	82,457	50,136	73,703
Total investments in affiliated registered investment companies	<u>\$ 94,822</u>	<u>\$ 140,355</u>	<u>\$ 89,816</u>	<u>\$ 126,751</u>

#### 4. Investment Partnerships and Other Entities

The Company is a general partner or co-general partner of various affiliated entities whose underlying assets consist primarily of marketable securities (“Affiliated Entities”). The Company had investments in Affiliated Entities totaling \$99.1 million and \$107.4 million at September 30, 2024 and December 31, 2023, respectively. The Company also had investments in unaffiliated partnerships, offshore funds and other entities of \$39.8 million and \$35.6 million at September 30, 2024, and December 31, 2023, respectively (“Unaffiliated Entities”). We evaluate each entity to determine its appropriate accounting treatment and disclosure. Certain of the Affiliated Entities, and none of the Unaffiliated Entities, are consolidated.

Investments in partnerships that are not required to be consolidated are accounted for using the equity method and are included in investments in partnerships on the condensed consolidated statements of financial condition. The Company reflects the equity in earnings of these Affiliated Entities and Unaffiliated Entities in net gain/(loss) from investments on the condensed consolidated statements of income.

Capital may generally be redeemed from Affiliated Entities on a monthly basis upon adequate notice as determined in the sole discretion of each entity’s investment manager. Capital invested in Unaffiliated Entities may generally be redeemed at various intervals ranging from monthly to annually upon notice of 30 to 95 days. Certain Unaffiliated Entities and Affiliated Entities may require a minimum investment period before capital can be voluntarily redeemed (a “Lockup Period”). No investment in any Investment Partnership has an unexpired Lockup Period. The Company has no material outstanding capital commitments to any Affiliated or Unaffiliated Entity.

##### *Consolidated Entities*

The following table reflects the net impact of the consolidated investment partnerships (“Consolidated Entities”) on the condensed consolidated statements of financial condition (in thousands):

	<b>September 30, 2024</b>		
	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
<b>Assets</b>			
Cash and cash equivalents	\$ 258,195	\$ 2,673	\$ 260,868
Investments in U.S. Treasury Bills	113,338	2,491	115,829
Investments in equity securities	183,191	66,478	249,669
Investments in affiliated registered investment companies	195,119	(54,764)	140,355
Investments in partnerships	159,717	(20,812)	138,905
Receivable from brokers	17,556	9,429	26,985
Investment advisory fees receivable	1,240	(7)	1,233
Other assets <sup>(1)</sup>	40,645	2,664	43,309
Total assets	<u>\$ 969,001</u>	<u>\$ 8,152</u>	<u>\$ 977,153</u>
<b>Liabilities, redeemable noncontrolling interests and equity</b>			
Securities sold, not yet purchased	\$ 6,903	\$ 473	\$ 7,376
Payable to brokers and other liabilities <sup>(1)</sup>	26,787	1,843	28,630
Dividends payable	42,494	-	42,494
Redeemable noncontrolling interests	-	5,836	5,836
Total equity	892,817	-	892,817
Total liabilities, redeemable noncontrolling interests and equity	<u>\$ 969,001</u>	<u>\$ 8,152</u>	<u>\$ 977,153</u>

	<b>December 31, 2023</b>		
	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
<b>Assets</b>			
Cash and cash equivalents	\$ 299,508	\$ 17,979	\$ 317,487
Investments in U.S. Treasury Bills	79,714	9,441	89,155
Investments in equity securities	149,154	47,429	196,583
Investments in affiliated registered investment companies	181,641	(54,890)	126,751
Investments in partnerships	163,226	(20,252)	142,974
Receivable from brokers <sup>(1)</sup>	25,026	5,242	30,268
Investment advisory fees receivable	4,714	(3)	4,711
Other assets <sup>(1)</sup>	33,444	2,424	35,868
Total assets	<u>\$ 936,427</u>	<u>\$ 7,370</u>	<u>\$ 943,797</u>
<b>Liabilities, redeemable noncontrolling interests and equity</b>			
Securities sold, not yet purchased	\$ 5,639	\$ 279	\$ 5,918
Payable to brokers and other liabilities <sup>(1)</sup>	23,813	988	24,801
Redeemable noncontrolling interests	-	6,103	6,103
Total equity	<u>906,975</u>	<u>-</u>	<u>906,975</u>
Total liabilities, redeemable noncontrolling interests and equity	<u>\$ 936,427</u>	<u>\$ 7,370</u>	<u>\$ 943,797</u>

(1) Represents the summation of multiple assets and liabilities from the condensed consolidated statements of financial condition.

The following table reflects the net impact of the Consolidated Entities on the condensed consolidated statements of income (in thousands):

	<b>Three Months Ended September 30, 2024</b>		
	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
Total revenues	\$ 2,527	\$ (112)	\$ 2,415
Operating loss	(6,545)	(371)	(6,916)
Total other income, net	36,353	886	37,239
Income before noncontrolling interests	23,242	148	23,390
Income attributable to noncontrolling interests	-	148	148
Net income/(loss)	<u>\$ 23,242</u>	<u>\$ -</u>	<u>\$ 23,242</u>

	<b>Three Months Ended September 30, 2023</b>		
	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
Total revenues	\$ 2,310	\$ (110)	\$ 2,200
Operating loss	(3,156)	(365)	(3,521)
Total other income, net	3,044	750	3,794
Income/(loss) before noncontrolling interests	(16)	123	107
Income attributable to noncontrolling interests	-	123	123
Net income/(loss)	<u>\$ (16)</u>	<u>\$ -</u>	<u>\$ (16)</u>

	<b>Nine Months Ended September 30, 2024</b>		
	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
Total revenues	\$ 8,349	\$ (328)	\$ 8,021
Operating loss	(14,423)	(1,137)	(15,560)
Total other income, net	66,050	1,066	67,116
Income before noncontrolling interests	40,048	93	40,141
Income attributable to noncontrolling interests	-	93	93
Net income/(loss)	<u>\$ 40,048</u>	<u>\$ -</u>	<u>\$ 40,048</u>

**Nine Months Ended September 30, 2023**

	<b>Prior to Consolidation</b>	<b>Consolidated Entities</b>	<b>As Reported</b>
Total revenues	\$ 7,378	\$ (331)	\$ 7,047
Operating loss	(10,998)	(1,127)	(12,125)
Total other income/(loss), net	38,670	(1,530)	37,140
Income before noncontrolling interests	21,109	320	21,429
Income attributable to noncontrolling interests	-	320	320
Net income/(loss)	<u>\$ 21,109</u>	<u>\$ -</u>	<u>\$ 21,109</u>

*Variable Interest Entity*

We have one investment partnership that is consolidated as a VIE as of September 30, 2024 and December 31, 2023 because AC is the primary beneficiary of the entity. With respect to the consolidated VIE, its assets may only be used to satisfy its obligations. The investors and creditors of the consolidated VIE have no recourse to the Company's general assets. In addition, the Company neither benefits from such VIE's assets nor bears the related risk beyond its beneficial interest in the VIE.

The following table presents the balances related to the VIE that is consolidated and included on the condensed consolidated statements of financial condition as well as the Company's net interest in that VIE (in thousands):

	<b>September 30, 2024</b>	<b>December 31, 2023</b>
Cash and cash equivalents	\$ 285	\$ 302
Investments in equity securities	10,458	9,695
Receivable from brokers	22	166
Accrued expenses and other liabilities	(35)	(46)
Redeemable noncontrolling interests	(472)	(451)
AC Group's net interest in consolidated VIE	<u>\$ 10,258</u>	<u>\$ 9,666</u>

*Voting Interest Entity*

We have one investment partnership that is consolidated as a VIE as of September 30, 2024 and December 31, 2023 because AC has a controlling interest in the entity. This resulted in the consolidation of \$73.0 million of assets, \$2.5 million of liabilities, and \$5.4 million of redeemable noncontrolling interests at September 30, 2024 and \$72.4 million of assets, \$1.4 million of liabilities, and \$5.6 million of redeemable noncontrolling interests at December 31, 2023. AC's net interest in the consolidated VIE at September 30, 2024 and December 31, 2023 was \$65.1 million and \$65.4 million, respectively.

*Equity Method Investments*

The Company's equity method investments include investments in domestic partnerships and offshore funds. The Company evaluates each of its equity method investments to determine if any are significant as defined in the regulations applicable to smaller reporting companies promulgated by the SEC. As of and for the three and nine months ended September 30, 2024, no individual equity method investment held by the Company met the significance criteria. As such, the Company is not required to present summarized income statement information for any of its equity method investments.

## 5. Fair Value

Accounting Standards Codification Topic 820, Fair Value Measurement (ASC 820) specifies a hierarchy of valuation classifications based on whether the inputs to the valuation techniques used in each valuation classification are observable or unobservable. These classifications are summarized in the three broad levels listed below:

- Level 1 - Unadjusted quoted prices for identical instruments in active markets.
- Level 2 - Quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable.
- Level 3 - Valuations derived from valuation techniques in which significant inputs or significant value drivers are unobservable.

Inputs used to measure fair value might fall in different levels of the fair value hierarchy, in which case the Company defaults to the lowest level input that is significant to the fair value measurement in its entirety. These levels are not necessarily an indication of the risk or liquidity associated with the investments.

The following tables present assets and liabilities measured at fair value on a recurring basis, unless otherwise noted, as of the dates specified (in thousands):

Assets	September 30, 2024			
	Level 1	Level 2	Level 3	Total
Cash equivalents	\$ 259,247	\$ -	\$ -	\$ 259,247
Investments in securities (including GAMCO stock):				
Trading - U.S. Treasury Bills	115,829	-	-	115,829
Common stocks	242,017	822	2,035	244,874
Mutual funds	1,450	-	-	1,450
Other	2,571	648	126	3,345
Total investments in securities	361,867	1,470	2,161	365,498
Investments in affiliated registered investment companies:				
Closed-end funds - equity securities	48,042	-	-	48,042
Preferred securities issued by Closed-end funds <sup>(a)</sup>	-	-	9,856	9,856
Mutual funds	82,457	-	-	82,457
Total investments in affiliated registered investment companies	130,499	-	9,856	140,355
Total investments held at fair value	492,366	1,470	12,017	505,853
Total assets at fair value	\$ 751,613	\$ 1,470	\$ 12,017	\$ 765,100
<b>Liabilities</b>				
Common stocks	\$ 6,838	\$ -	\$ -	\$ 6,838
Other	35	503	-	538
Securities sold, not yet purchased	6,873	503	-	7,376
Total liabilities at fair value	\$ 6,873	\$ 503	\$ -	\$ 7,376

(a) These securities represent privately issued, puttable and callable preferred securities issued by affiliated closed-end funds.

Assets	December 31, 2023			Total
	Level 1	Level 2	Level 3	
Cash equivalents	\$ 315,017	\$ -	\$ -	\$ 315,017
Investments in securities (including GAMCO stock):				
Trading - U.S. Treasury Bills	89,155	-	-	89,155
Common stocks	187,963	1,348	2,035	191,346
Mutual funds	1,186	-	-	1,186
Other	3,347	485	219	4,051
Total investments in securities	281,651	1,833	2,254	285,738
Investments in affiliated registered investment companies:				
Closed-end funds - equity securities	44,692	-	-	44,692
Preferred securities issued by Closed-end funds <sup>(a)</sup>	-	-	8,356	8,356
Mutual funds	73,703	-	-	73,703
Total investments in affiliated registered investment companies	118,395	-	8,356	126,751
Total investments held at fair value	400,046	1,833	10,610	412,489
Total assets at fair value	\$ 715,063	\$ 1,833	\$ 10,610	\$ 727,506
<b>Liabilities</b>				
Common stocks	\$ 5,035	\$ -	\$ -	\$ 5,035
Other	579	304	-	883
Securities sold, not yet purchased	5,614	304	-	5,918
Total liabilities at fair value	\$ 5,614	\$ 304	\$ -	\$ 5,918

(a) These securities represent privately issued, puttable and callable preferred securities issued by affiliated closed-end funds.

The following table presents additional information about assets measured at fair value on a recurring basis and for which the Company has utilized Level 3 inputs to determine fair value:

Assets:	Three Months Ended		Nine Months Ended	
	September 30, 2024	September 30, 2023	September 30, 2024	September 30, 2023
Beginning balance	\$ 12,017	\$ 14,491	\$ 10,610	\$ 13,774
Total gains/(losses)	-	(1)	100	(34)
Purchases	-	-	3,900	1,000
Sales/return of capital	-	(880)	(2,593)	(1,130)
Ending balance	\$ 12,017	\$ 13,610	\$ 12,017	\$ 13,610
Changes in net unrealized gain/(loss) included in Net gain/(loss) from investments related to level 3 assets still held as of the reporting date	\$ -	\$ (1)	\$ 100	\$ (34)

Total realized and unrealized gains and losses for Level 3 assets are reported in net gain/(loss) from investments in the condensed consolidated statements of income.

During the three and nine months ended September 30, 2024 and 2023, there were no transfers into or out of Level 3.

The Company uses a discounted cash flow analysis when determining the fair value of privately issued preferred securities of affiliated closed-end funds that are categorized as Level 3. Projected cash flows in the discounted cash flow analysis represent the relevant security's dividend rate plus the assumption of full principal repayment at the preferred security's earliest available redemption date.

The significant unobservable input used in the fair value measurement of each of the Company's investments in privately issued preferred securities of closed-end funds is the discount rate. The discount rate was determined using the interest rates of U.S. Treasury Bills that are held over a similar period as the preferred security. The discount rates used in the valuation of these investments as of September 30, 2024 ranged from 3.57% to 4.63% with a weighted average of 4.37% calculated based on the relative fair value. Significant changes in the discount rate could result in a significantly higher or lower fair value measurement of these Level 3 investments.

The Company uses the market approach as the valuation technique to value its investment in common stocks classified as Level 3, specifically considering recent transactions.

## 6. Income Taxes

The effective tax rate (“ETR”) for the nine months ended September 30, 2024 and September 30, 2023 was 22.1% and 14.3%, respectively. The ETR in the year to date periods of 2024 and 2023 differ from the U.S. corporate tax rate of 21% primarily due to (a) deferred tax benefits from a foreign investment, (b) state and local taxes (net of federal benefit) and (c) the deductibility of officers' compensation. The increase in the ETR for the nine months ended September 30, 2024 was primarily due to deferred tax benefits from a foreign investment which reduced the prior year's rate.

## 7. Earnings per Share

Basic earnings per share is computed by dividing net income/(loss) attributable to our shareholders by the weighted average number of shares outstanding during the period. Diluted earnings per share is computed by dividing net income/(loss) attributable to our shareholders by the weighted average number of shares, plus any potentially dilutive securities (if any), outstanding during the period.

The computations of basic and diluted EPS are as follows (in thousands, except per share amounts):

	Three Months Ended		Nine Months Ended	
	September 30,		September 30,	
	2024	2023	2024	2023
Net income/(loss) attributable to Associated Capital's shareholders	\$ 23,242	\$ (16)	\$ 40,048	\$ 21,109
Weighted average number of shares outstanding - basic and diluted	21,275	21,672	21,389	21,836
Basic and Diluted EPS	<u>\$ 1.09</u>	<u>\$ 0.00</u>	<u>\$ 1.87</u>	<u>\$ 0.97</u>

## 8. Equity

### *Voting Rights*

The holders of Class A Common stock (“Class A Stock”) and Class B Common stock (“Class B Stock”) have identical rights except that holders of Class A Stock are entitled to one vote per share, while holders of Class B Stock are entitled to ten votes per share on all matters to be voted on by shareholders in general. Holders of each share class, however, are not eligible to vote on matters relating exclusively to the other share class.

### *Stock Award and Incentive Plan*

The Company's Board of Directors periodically grants shares of Phantom Restricted Stock awards (“Phantom RSAs”). Under the terms of the grants, the Phantom RSAs vest 30% and 70% after three and five years, respectively. The Phantom RSAs will be settled by a cash payment, net of applicable withholding tax, on the vesting dates. In addition, an amount equivalent to the cumulative dividends declared on shares of the Company's Class A Stock during the vesting period will be paid to participants on vesting.

The Phantom RSAs are treated as a liability because cash settlement is required and compensation will be recognized over the vesting period. In determining the compensation expense to be recognized each period, the Company will re-measure the fair value of the liability at each reporting date taking into account the remaining vesting period attributable to each award and the current market value of the Company's Class A Stock. In making these determinations, the Company will consider the impact of Phantom RSAs that have been forfeited prior to vesting (e.g., due to an employee termination). The Company has elected to consider forfeitures as they occur.

Based on the closing price of the Company's Class A Stock on September 30, 2024 and December 31, 2023, the total liability recorded by the Company in compensation payable in our condensed consolidated statements of financial condition as of September 30, 2024 and December 31, 2023, with respect to the Phantom RSAs was \$4.0 million and \$3.5 million, respectively.

The following table summarizes our stock-based compensation as well as unrecognized compensation for the three and nine month periods ended September 30, 2024 and 2023, respectively. Stock-based compensation expense is included in compensation expense in the condensed consolidated statements of income (dollars in thousands, unless otherwise noted):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Stock-based compensation expense	\$ 734	\$ 752	\$ 1,491	\$ 957
Remaining expense to be recognized, if all vesting conditions are met <sup>(1)</sup>			6,751	5,607
Weighted average remaining contractual term (in years)			2.1	2.1

(1) Does not include an estimate for projected future dividends.

The following table summarizes Phantom RSA ("PRSA") activity:

	PRSAs	Weighted Average Grant Date Fair Value
Balance at December 31, 2023	233,695	\$ 37.38
Granted	-	-
Forfeited	-	-
Vested	-	-
Balance at March 31, 2024	233,695	\$ 37.38
Granted	97,200	34.28
Forfeited	-	-
Vested	(27,300)	35.82
Balance at June 30, 2024	303,595	\$ 36.53
Granted	-	-
Forfeited	(2,000)	36.95
Vested	-	-
Balance at September 30, 2024	301,595	\$ 36.53

#### Stock Repurchase Program

In December 2015, the Board of Directors established a stock repurchase program ("Stock Repurchase Program") authorizing the Company to repurchase up to 500,000 shares of Class A Stock. On February 7, 2017, the Board of Directors reset the available number of shares to be purchased under the stock repurchase program to 500,000 shares. On August 3, 2017 and May 8, 2018, the Board of Directors authorized the repurchase of an additional 1 million and 500,000 shares, respectively. On February 6, 2024, the Board of Directors authorized the repurchase of an additional 350,000 shares. On August 7, 2024, the Board of Directors authorized the repurchase of an additional 200,000 shares. Our stock repurchase program is not subject to an expiration date.

The following table presents the Company's repurchase activity with respect to its Class A Stock and remaining authorization:

	Number of shares purchased	Average price per share
<b>For the three months ended September 30, 2024:</b>		
Remaining repurchase authorization June 30, 2024	323,841	
Share repurchases under stock repurchase program <sup>(1)</sup>	(107,218)	\$ 31.80
Remaining repurchase authorization September 30, 2024 <sup>(2)</sup>	416,623	
<b>For the nine months ended September 30, 2024:</b>		
Remaining repurchase authorization December 31, 2023	156,664	
Share repurchases under stock repurchase program <sup>(1)</sup>	(290,041)	\$ 33.01
Remaining repurchase authorization September 30, 2024 <sup>(2)</sup>	416,623	



	<b>Number of shares purchased</b>	<b>Average price per share</b>
<b>For the three months ended September 30, 2023:</b>		
Remaining repurchase authorization June 30, 2023	345,175	
Share repurchases under stock repurchase program <sup>(1)</sup>	(103,169)	\$ 36.98
Remaining repurchase authorization September 30, 2023	<u>242,006</u>	
<b>For the nine months ended September 30, 2023:</b>		
Remaining repurchase authorization December 31, 2022	609,352	
Share repurchases under stock repurchase program <sup>(1)</sup>	(367,346)	\$ 36.43
Remaining repurchase authorization September 30, 2023	<u>242,006</u>	

(1) Repurchases totaled \$3.4 million and \$3.8 million for the three-months ended September 30, 2024 and 2023, respectively. Repurchases totaled \$9.6 and \$13.4 million for the nine months ended September 30, 2024 and 2023, respectively.

(2) On February 6, 2024, the Board of Directors authorized the repurchase of an additional 350,000 shares. On August 7, 2024, the Board of Directors authorized the repurchase of an additional 200,000 shares.

### *Dividends*

During the three and nine months ended September 30, 2024, the Company declared dividends of \$2.00 per share and \$2.10 per share, respectively, to Class A and Class B shareholders totaling \$42.5 million and \$44.6 million, respectively. The Company declared no dividends during the three month period ended September 30, 2023. For the nine months ended September 30, 2023, the Company declared dividends of \$0.10 per share to Class A and Class B shareholders totaling \$2.2 million.

## **9. Goodwill**

At September 30, 2024 and December 31, 2023, goodwill on the condensed consolidated statements of financial condition includes \$3.4 million of goodwill related to GCIA. The Company assesses the recoverability of goodwill at least annually, or more often should events warrant, using a qualitative assessment of whether it is more likely than not that an impairment has occurred to determine if a quantitative analysis is required. There were no indicators of impairment for the three and nine months ended September 30, 2024 or 2023, and as such there was no impairment analysis performed or charge recorded.

## **10. Guarantees, Contingencies and Commitments**

From time to time, the Company may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. We are also subject to governmental or regulatory examinations or investigations. The examinations or investigations could result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. For any such matters, the condensed consolidated financial statements include the necessary provisions for losses, if any, that the Company believes are probable and estimable. Furthermore, the Company evaluates whether losses exist which may be reasonably possible and will, if material, make the necessary disclosures. Management is not aware of any probable or reasonably possible losses.

The Company has also entered into arrangements with various other third parties, many of which provide for indemnification of the third parties against losses, costs, claims and liabilities arising from the performance of obligations under the agreements. The Company has had no claims or payments pursuant to these or prior agreements and believes the likelihood of a claim being made is remote, and, therefore, no accrual has been made on the condensed consolidated financial statements.

## **11. Subsequent Events**

From October 1, 2024 to November 13, 2024, the Company repurchased 14,625 shares at an average price of \$36.17 per share.

On November 8, 2024, the Board of Directors declared a dividend of \$0.10 per share, which is payable on December 19, 2024 to Class A and Class B shareholders of record on December 5, 2024.

## ITEM 2: MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A") OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

### Introduction

MD&A is provided as a supplement to, and should be read in conjunction with, the Company's unaudited interim consolidated financial statements and accompanying notes thereto included in this Quarterly Report on Form 10-Q, as well as the Company's audited annual financial statements included in our Form 10-K filed with the SEC on March 21, 2024 to help provide an understanding of our financial condition, changes in financial condition and results of operations. Unless the context otherwise requires, all references to "we," "us," "our," "AC Group" or the "Company" refer collectively to Associated Capital Group, Inc., a holding company, and its subsidiaries through which our operations are actually conducted.

### *Overview*

We are a Delaware corporation, incorporated in 2015, that provides alternative investment management services and operates a direct investment business that over time invests in businesses that fit our criteria. Additionally, we derive income from proprietary investments.

### Alternative Investment Management

We conduct our investment management activities through our wholly-owned subsidiary Gabelli & Company Investment Advisers, Inc. ("GCIA") and its wholly-owned subsidiary, Gabelli & Partners, LLC ("Gabelli & Partners"). GCIA is an investment adviser registered with the Securities and Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). GCIA and Gabelli & Partners together serve as general partners or investment managers to investment funds, including limited partnerships and offshore companies (collectively, "Investment Partnerships") and separate accounts. We primarily manage assets across a range of risk and event arbitrage portfolios and in equity event-driven value strategies. The business earns management and incentive fees from its advisory activities. Management fees are largely based on a percentage of assets under management ("AUM"). Incentive fees are based on a percentage of the investment returns of certain client portfolios.

We manage assets on a discretionary basis and invest in a variety of U.S. and foreign securities mainly in the developed global markets. We primarily employ absolute return strategies with the objective of generating positive returns. We serve a wide variety of investors globally including private wealth management clients, corporations, corporate pension and profit-sharing plans, foundations and endowments.

In merger arbitrage, the goal is to earn absolute positive returns. We introduced our first limited partnership, Gabelli Arbitrage (renamed Gabelli Associates Fund), in February 1985. Our typical investment process begins at the time of deal announcement, buying shares of the target at a discount to the stated deal terms, earning the spread until the deal closes, and reinvesting the proceeds in new deals in a similar manner. By owning a diversified portfolio of transactions, we mitigate the adverse impact of single deal-specific risks.

As the business and investor base expanded, we launched an offshore version in 1989. Building on our strengths in global event-driven value investing, several investment vehicles have been added to balance investors' geographic, strategic and sector-specific needs. Today, we manage investments in multiple categories, including merger arbitrage, long/short value and other strategies.

### Proprietary Capital

Proprietary capital is earmarked for our direct investment business that invests in new and existing businesses, using a variety of techniques and structures. We launched our direct private equity and merchant banking activities in August 2017. The direct investment business is developing along several core pillars:

- Gabelli Private Equity Partners, LLC ("GPEP"), formed in August 2017 with \$150 million of authorized capital as a "fundless" sponsor.
- Gabelli Principal Strategies Group, LLC ("GPS") was created in December 2015 to pursue strategic operating initiatives broadly.

Our direct investing efforts are organized to invest in various ways, including growth capital, leveraged buyouts and restructurings, with an emphasis on small and mid-sized companies. Our investment sourcing is across a variety of channels including direct owners, private equity funds, classic agents, and corporate carve outs (which are positioned for accelerated growth, as businesses seek to enhance shareholder value through financial engineering). The Company's direct investing vehicles allow us to acquire companies and create long-term value with no pre-determined exit timetable.

We have a proprietary portfolio of cash and investments which we expect to use to invest primarily in funds that we will manage, provide seed capital for new products, expand our geographic presence, develop new markets and pursue strategic acquisitions and alliances.

## Financial Highlights

The following is a summary of the Company's financial performance for the quarters ended September 30, 2024 and 2023:

(\$000s except per share data or as noted)

	Third Quarter	
	2024	2023
AUM - end of period (in millions)	\$ 1,340	\$ 1,588
AUM - average (in millions)	\$ 1,349	\$ 1,580
Net income/(loss) per share-diluted	\$ 1.09	\$ 0.00
Book value per share at September 30	\$ 42.02	\$ 41.43

### Condensed Consolidated Statements of Income

Investment advisory and incentive fees, which are based on the amount and composition of AUM in our funds and accounts, represent our largest source of revenues. Growth in revenues depends on good investment performance, which influences the value of existing AUM as well as contributes to higher investment and lower redemption rates and attracts additional investors while maintaining current fee levels. Growth in AUM is also dependent on being able to access various distribution channels, which is usually based on several factors, including performance and service. In light of the ongoing dynamics created by the conflicts in the Middle East and the Ukraine and their impact on the global economy and markets, we could experience higher volatility in the short-term returns of our funds.

Incentive fees generally consist of an incentive allocation on the absolute gain in a portfolio generally equating to 20% of the economic profit, as defined in the agreements governing the investment vehicle or account. We recognize such revenue only when the measurement period has been completed, generally in December or at the time of an investor redemption.

Compensation includes variable and fixed compensation and related expenses paid to officers, portfolio managers, sales, trading, research and all other professional staff. Variable compensation is paid to sales personnel and portfolio management and may represent up to 55% of revenues.

Management fee expense is incentive-based compensation equal to 10% of adjusted aggregate pre-tax profits paid to the Executive Chair or his designees for his services pursuant to an employment agreement.

Other operating expenses include general and administrative operating costs.

Other income and expense includes net gains and losses from investments (which include both realized and unrealized gains and losses from securities and equity in earnings of investments in partnerships), interest and dividend income, and interest expense. Net gains and losses from investments are derived from our proprietary investment portfolio consisting of various public and private investments and from consolidated investment funds.

Net income attributable to noncontrolling interests represents the share of net income attributable to third-party limited partners of certain partnerships and offshore funds we consolidate. Please refer to Notes 1 and 4 in our condensed consolidated financial statements included elsewhere in this report.

### Condensed Consolidated Statements of Financial Condition

We ended the third quarter of 2024 with approximately \$898.3 million in cash and investments, net of securities sold, not yet purchased of \$7.4 million. This includes \$260.9 million of cash and cash equivalents; \$115.8 million of U.S. Treasury obligations; \$242.3 million of securities, net of securities sold, not yet purchased, including shares of GAMCO Investors, Inc. ("GAMCO") with a market value of \$56.4 million; and \$279.3 million invested in affiliated and third-party funds and partnerships, including investments in affiliated closed end funds which have a value of \$55.0 million and more limited liquidity. Our financial resources provide flexibility to pursue strategic objectives that may include acquisitions, lift-outs, seeding new investment strategies, and co-investing, as well as shareholder compensation in the form of share repurchases and dividends.

Total shareholders' equity was \$892.8 million or \$42.02 per share as of September 30, 2024, compared to \$907.0 million or \$42.11 per share as of December 31, 2023. Shareholders' equity per share is calculated by dividing the total equity by the number of common shares outstanding. The decrease in equity from the end of 2023 was largely attributable to the special \$2 per share dividend declared in September 2024.

## RESULTS OF OPERATIONS

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
<b>Revenues</b>				
Investment advisory and incentive fees	\$ 2,310	\$ 2,098	\$ 7,706	\$ 6,789
Other revenues	105	102	315	258
Total revenues	<u>2,415</u>	<u>2,200</u>	<u>8,021</u>	<u>7,047</u>
<b>Expenses</b>				
Compensation	4,215	4,078	11,977	11,437
Management fee	3,312	(12)	5,736	3,075
Other operating expenses	1,804	1,655	5,868	4,660
Total expenses	<u>9,331</u>	<u>5,721</u>	<u>23,581</u>	<u>19,172</u>
Operating loss	(6,916)	(3,521)	(15,560)	(12,125)
<b>Other income</b>				
Net gain/(loss) from investments	26,173	(2,173)	42,808	21,635
Interest and dividend income	11,142	6,336	24,985	17,497
Interest expense	(76)	(134)	(228)	(388)
Shareholder-designated contribution	-	(235)	(449)	(1,604)
Total other income, net	<u>37,239</u>	<u>3,794</u>	<u>67,116</u>	<u>37,140</u>
Income before income taxes	<u>30,323</u>	<u>273</u>	<u>51,556</u>	<u>25,015</u>
Income tax expense	6,933	166	11,415	3,586
Income before noncontrolling interests	<u>23,390</u>	<u>107</u>	<u>40,141</u>	<u>21,429</u>
Income attributable to noncontrolling interests	148	123	93	320
Net income/(loss) attributable to Associated Capital Group, Inc.'s shareholders	<u>\$ 23,242</u>	<u>\$ (16)</u>	<u>\$ 40,048</u>	<u>\$ 21,109</u>
<b>Net income per share attributable to Associated Capital Group, Inc.'s shareholders:</b>				
Basic	<u>\$ 1.09</u>	<u>\$ 0.00</u>	<u>\$ 1.87</u>	<u>\$ 0.97</u>
Diluted	<u>\$ 1.09</u>	<u>\$ 0.00</u>	<u>\$ 1.87</u>	<u>\$ 0.97</u>
<b>Weighted average shares outstanding (thousands):</b>				
Basic	<u>21,275</u>	<u>21,672</u>	<u>21,389</u>	<u>21,836</u>
Diluted	<u>21,275</u>	<u>21,672</u>	<u>21,389</u>	<u>21,836</u>

### *Three Months Ended September 30, 2024 Compared to Three Months Ended September 30, 2023*

#### *Revenues*

Total revenues in the third quarter were \$2.4 million compared to \$2.2 million in the third quarter of 2023. Revenues generated by the GAMCO International SICAV – GAMCO Merger Arbitrage (the “SICAV”) were \$1.1 million versus \$0.8 million in the prior year period. All other revenues were \$1.3 million compared to \$1.4 million in the year ago quarter.

Starting in December 2023, the Company recognized 100% of the merger arbitrage SICAV revenues received by Gabelli Funds, LLC. In turn, AC pays the marketing expenses of the SICAV previously paid by Gabelli Funds, and remits an administrative fee to Gabelli Funds for administrative services provided. This change better aligns the financial arrangements with the services rendered by each party. The net effect of this change had no material impact on our operating results.

Incentive fees are not recognized until the uncertainty surrounding the amount of variable consideration ends and the fee is crystalized, typically on an annual basis on December 31. Unrecognized incentive fees at September 30, 2024 approximated \$2.9 million. There were no material unrecognized incentive fees as of September 30, 2023.

## *Expenses*

Compensation, which includes variable compensation, salaries, bonuses and benefits, was \$4.2 million and \$4.1 million for the three month periods ended September 30, 2024 and 2023, respectively, primarily driven by higher performance-based compensation accruals on certain proprietary accounts as a result of performance. This increase was offset partially by lower variable based compensation expense in 2024 driven by lower average AUM.

Management fee expense represents incentive-based and entirely variable compensation in the amount of 10% of income before management fee and income taxes and excluding the impact of consolidating entities and is payable to Mario J. Gabelli, Executive Chair, or his designee pursuant to his employment agreement. Management fee expense of \$3.3 million was recorded for the three-month period ended September 30, 2024. There was no management fee expense for the three-month period ended September 30, 2023.

Other operating expenses were \$1.8 million during the three months ended September 30, 2024 compared to \$1.7 million in the prior year's quarter driven primarily by marketing expenses on the realigned SICAV.

## *Other*

Net gain/(loss) from investments is primarily related to the performance of our securities portfolio and investments in partnerships. Net gain from investments income was \$26.2 million for the third quarter of 2024 compared to a loss of \$2.2 million in the third quarter of 2023. The primary drivers of this quarter's results included gains from our merger arbitrage partnerships and mutual fund holdings.

Interest and dividend income increased to \$11.1 million in the 2024 quarter from \$6.3 million in the 2023 quarter primarily driven by a \$2 per share special dividend declared on our holdings of GAMCO Investors, Inc.

There were no Shareholder-designated contributions in the 2024 quarter compared to \$0.2 million in the 2023 quarter, driven by timing of contributions.

## *Income taxes*

The effective tax rate applied to our pre-tax income for the quarter ended September 30, 2024 was 22.9% compared to 60.8% in the 2023 quarter. The difference in effective tax rate period over period is primarily driven by deferred tax expense from a foreign investment which increased the prior year quarter's effective tax rate.

## ***Nine Months Ended September 30, 2024 Compared to Nine Months Ended September 30, 2023***

## *Revenues*

Total revenues for the nine months ended September 30, 2024 were \$8.0 million compared to \$7.0 million in the nine months ended September 30, 2023. Revenues generated by the GAMCO International SICAV – GAMCO Merger Arbitrage (the “SICAV”) were \$4.0 million versus \$2.9 million in the prior year period. All other revenues were \$4.0 million compared to \$4.1 million in the year-ago quarter driven by lower average AUM in 2024.

Starting in December 2023, the Company recognized 100% of the merger arbitrage SICAV revenues received by Gabelli Funds, LLC. In turn, AC pays the marketing expenses of the SICAV previously paid by Gabelli Funds, and remits an administrative fee to Gabelli Funds for administrative services provided. This change better aligns the financial arrangements with the services rendered by each party. The net effect of this change had no material impact on our operating results.

## *Expenses*

Compensation, which includes variable compensation, salaries, bonuses and benefits, was \$12.0 million and \$11.4 million for the nine month periods ended September 30, 2024 and 2023, respectively, primarily driven by higher stock-based compensation expense in 2024, offset partially by lower variable based compensation expense.

Management fee expense represents incentive-based and entirely variable compensation in the amount of 10% of income before management fee and income taxes and excluding the impact of consolidating entities and is payable to Mario J. Gabelli, Executive Chair, or his designee pursuant to his employment agreement. Management fee expense was \$5.7 million and \$3.1 million for the nine month periods ended September 30, 2024 and 2023, respectively.

Other operating expenses were \$5.9 million during the nine months ended September 30, 2024 compared to \$4.7 million in the prior year period driven primarily by marketing expenses on the realigned SICAV.

## *Other*

Net gain/(loss) from investments is primarily related to the performance of our securities portfolio and investments in partnerships. Investment gains were \$42.8 million in the 2024 period compared to \$21.6 million in the 2023 period.

Interest and dividend income increased to \$25.0 million in the 2024 period from \$17.5 million in the 2023 period primarily driven by a \$2 per share special dividend declared on our holdings of GAMCO Investors, Inc. in September 2024 as well as increased interest income as a result of higher sustained interest rates in the 2024 period.

Shareholder-designated contributions for the nine months ended September 30, 2024 decreased to \$0.4 million compared to \$1.6 million in the prior year period, driven by timing of contributions.

#### *Income taxes*

The effective tax rate for the nine months ended September 30, 2024 and 2023 was 22.1% and 14.3%, respectively. The difference in effective tax rate period over period is primarily driven by deferred tax benefits from a foreign investment which reduced the prior year's effective tax rate

## **ASSETS UNDER MANAGEMENT**

Our revenues are highly correlated to the level of assets under management and fees associated with our various investment products, rather than our own corporate assets. Assets under management, which are directly influenced by the level and changes of the overall equity markets, can also fluctuate through acquisitions, the creation of new products, and the addition of new accounts or the loss of existing accounts. Since various equity products have different fees, changes in our business mix may also affect revenues. At times, the performance of our equity products may differ markedly from popular market indices, and this can also impact our revenues.

Assets under management were \$1.3 billion as of September 30, 2024 compared to \$1.6 billion at December 31, 2023. The decrease from year-end was primarily attributable to investor outflows.

#### **Assets Under Management (in millions)**

	<b>September 30, 2024</b>	<b>December 31, 2023</b>	<b>September 30, 2023</b>	<b>% Change From</b>	
				<b>December 31, 2023</b>	<b>September 30, 2023</b>
Merger Arbitrage(a)	\$ 1,095	\$ 1,312	\$ 1,322	(16.5)	(17.2)
Long/Short Value(b)	208	244	233	(14.8)	(10.7)
Other	37	35	33	5.7	12.1
<b>Total AUM</b>	<b>\$ 1,340</b>	<b>\$ 1,591</b>	<b>\$ 1,588</b>	<b>(15.8)</b>	<b>(15.6)</b>

(a) Includes \$431, \$621, and \$613 of sub-advisory AUM related to GAMCO International SICAV - GAMCO Merger Arbitrage, \$68, \$69, and \$67 of sub-advisory AUM related to Gabelli Merger Plus+ Trust Plc at September 30, 2024, December 31, 2023 and September 30, 2023, respectively.

(b) Includes \$201, \$237 and \$226 where Associated Capital receives only performance fees, less expenses of \$25, \$25, and \$24, respectively.

#### **Fund flows for the three months ended September 30, 2024 (in millions):**

	<b>June 30, 2024</b>	<b>Market Appreciation/ (Depreciation)</b>	<b>Foreign Currency<sup>(1)</sup></b>	<b>Net Inflows/ (Outflows)</b>	<b>September 30, 2024</b>
Long/Short Value	199	9	-	-	208
Other	36	2	-	(1)	37
<b>Total AUM</b>	<b>\$ 1,362</b>	<b>\$ 60</b>	<b>\$ 11</b>	<b>\$ (93)</b>	<b>\$ 1,340</b>

(1) Reflects the impact of currency fluctuations of non-US dollar denominated classes of investment funds.

The majority of our AUM have calendar year-end measurement periods, and our incentive fees are primarily recognized in the fourth quarter. Assets under management decreased on a net basis by \$22 million for the quarter ended September 30, 2024 due to net investor outflows of \$93 million, offset partially by market appreciation of \$60 million and the impact of currency fluctuations in non-US dollar denominated classes of investment funds of \$11 million.

## Liquidity and Capital Resources

Our principal assets consist of cash and cash equivalents; treasury securities; marketable securities, primarily equities, including 2.3 million shares of GAMCO; and interests in affiliated and third-party funds and partnerships. Although Investment Partnerships may be subject to restrictions as to the timing of distributions, the underlying investments of such Investment Partnerships are generally liquid, and the valuations of these products reflect that underlying liquidity.

Summary cash flow data is as follows (in thousands):

	Nine Months Ended September 30,	
	2024	2023
Cash flows provided by (used in):		
Operating activities	\$ (45,844)	\$ 194,815
Investing activities	(2,962)	2,330
Financing activities	(12,072)	(18,949)
Net (decrease)/increase in cash, cash equivalents and restricted cash	(60,878)	178,196
Cash, cash equivalents and restricted cash at beginning of period	347,057	221,269
Cash, cash equivalents and restricted cash at end of period	\$ 286,179	\$ 399,465

We require relatively low levels of capital expenditures and have a highly variable cost structure where costs increase and decrease based on the level of revenues we receive. Our revenues, in turn, are highly correlated to the level of AUM and to investment performance. We anticipate that our available liquid assets should be sufficient to meet our cash requirements as we build out our operating business. At September 30, 2024, we had cash and cash equivalents of \$260.9 million, Investments in U.S. Treasury Bills of \$115.8 million and \$242.3 million of investments net of securities sold, not yet purchased of \$7.4 million. Included in cash and cash equivalents as of September 30, 2024 is \$2.7 million which is held by consolidated investment funds and may not be readily available for the Company to access.

Net cash used in operating activities was \$45.8 million for the nine months ended September 30, 2024. Operating cash flows in 2024 are driven by an increase in trading securities of \$54.1 million, primarily driven by the investment of cash and cash equivalents into treasuries with maturities in excess of 90 days. In addition, also contributing to the cash used in operating activities was \$34.1 million of adjustments for noncash items, primarily gains on investment securities and partnership investments, and \$10.4 million of net receivables/payables. These uses of operating cash were partially offset by our net income of \$40.1 million and net distributions from partnerships of \$12.7 million. Net cash used in investing activities was \$3.0 million primarily due to purchases of securities of \$9.2 million, partially offset by proceeds from sales of securities of \$5.0 million and return of capital on securities of \$1.2 million. Net cash used in financing activities was \$12.1 million resulting primarily from stock buyback payments of \$9.6 million, dividends paid of \$2.1 million and redemptions of redeemable noncontrolling interests of \$0.4 million.

Net cash provided by operating activities was \$194.8 million for the nine months ended September 30, 2023 due to \$191.6 million of net decreases of securities and net distributions from investment partnerships and our net income of \$21.4 million, partially offset by \$17.8 million of adjustments for noncash items, primarily gains on investments securities and partnership investments and deferred taxes and \$0.4 million of net receivables/payables. Net cash provided by investing activities was \$2.3 million primarily due to return of capital on securities of \$1.2 million and proceeds from sales of securities of \$2.2 million, partially offset by purchases of securities of \$1.2 million. Net cash used in financing activities was \$18.9 million resulting primarily from stock buyback payments of \$13.4 million, redemptions of redeemable noncontrolling interests of \$3.4 million and dividends paid of \$2.2 million.

## Critical Accounting Policies and Estimates

The preparation of the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting periods. Actual results could differ significantly from those estimates. See Note 1 and the Company's Critical Accounting Policies in Management's Discussion and Analysis ("MD&A") of Financial Condition and Results of Operations in AC's 2023 Annual Report on Form 10-K filed with the SEC on March 21, 2024 for details on Critical Accounting Policies.

## ITEM 3: Quantitative and Qualitative Disclosures About Market Risk

Smaller reporting companies are not required to provide the information required by this item.

## **ITEM 4. Controls and Procedures**

### **Disclosure Controls and Procedures**

As of the end of the period covered by this report, an evaluation was carried out under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of and for the period covered by this report.

### **Internal Control over Financial Reporting**

There have been no changes in our internal control over financial reporting as defined by Rule 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

### **Forward-Looking Information**

Our disclosure and analysis in this report contain some forward-looking statements. Forward-looking statements give our current expectations or forecasts of future events. You can identify these statements because they do not relate strictly to historical or current facts. They use words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” and other words and terms of similar meaning. They also appear in any discussion of future operating or financial performance. In particular, these include statements relating to future actions, future performance of our products, expenses, the outcome of any legal proceedings, and financial results. Although we believe that we are basing our expectations and beliefs on reasonable assumptions within the bounds of what we currently know about our business and operations, there can be no assurance that our actual results will not differ materially from what we expect or believe. Some of the factors that could cause our actual results to differ from our expectations or beliefs include, without limitation:

- the adverse effect from a decline in the securities markets
- a decline in the performance of our products
- a general downturn in the economy
- changes in government policy or regulation
- changes in our ability to attract or retain key employees
- unforeseen costs and other effects related to legal proceedings or investigations of governmental and self-regulatory organizations

We also direct your attention to any more specific discussions of risk contained in our Form 10 and other public filings. We are providing these statements as permitted by the Private Litigation Reform Act of 1995. We do not undertake to update publicly any forward-looking statements if we subsequently learn that we are unlikely to achieve our expectations or if we receive any additional information relating to the subject matters of our forward-looking statements.



## PART II: Other Information

### ITEM 1: Legal Proceedings

Currently, we are not subject to any legal proceedings that individually or in the aggregate involved a claim for damages in excess of 10% of our consolidated assets. From time to time, we may be named in legal actions and proceedings. These actions may seek substantial or indeterminate compensatory as well as punitive damages or injunctive relief. We are also subject to governmental or regulatory examinations or investigations. Examinations or investigations can result in adverse judgments, settlements, fines, injunctions, restitutions or other relief. For any such matters, the condensed consolidated financial statements include the necessary provisions for losses that we believe are probable and estimable. Furthermore, we evaluate whether there exist losses which may be reasonably possible and, if material, make the necessary disclosures. However, management believes such matters, both those that are probable and those that are reasonably possible, are not material to the Company's condensed consolidated financial condition, operations, or cash flows at September 30, 2024. See also Note 10, *Guarantees, Contingencies and Commitments*, to the condensed consolidated financial statements in Part I, Item 1 of this Form 10-Q.

### ITEM 1A: Risk Factors.

Smaller reporting companies are not required to provide the information required by this item.

### ITEM 2: Unregistered Sales of Equity Securities And Use Of Proceeds

The following table provides information for our repurchase of our Class A Stock during the quarter ended September 30, 2024:

Period	Total Number of Shares Repurchased	Average Price Paid Per Share, net of Commissions	Total Number of Shares Repurchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares That May Yet Be Purchased Under the Plans or Programs
07/01/24 - 07/31/24	83,738	\$ 31.39	83,738	240,103
08/01/24 - 08/31/24	13,996	33.27	13,996	426,107(1)
09/01/24 - 09/30/24	9,484	33.24	9,484	416,623
Totals	<u>107,218</u>	<u>\$ 31.80</u>	<u>107,218</u>	

(1) On August 7, 2024, the Board of Directors authorized the repurchase of an additional 200,000 shares.

**ITEM 6: (a) Exhibits**

**Exhibit  
Number**

**Description of Exhibit**

- 2.1** [Separation and Distribution Agreement, dated November 30, 2015, between GAMCO Investors, Inc., a Delaware corporation \(“GAMCO”\), and Associated Capital Group, Inc., a Delaware corporation \(the “Company”\). \(Incorporated by reference to Exhibit 2.1 to the Company’s Form 8-K dated November 30, 2015 filed with the Securities and Exchange Commission on December 4, 2015\).](#)
- 3.1** [Amended and Restated Certificate of Incorporation of the Company. \(Incorporated by reference to Exhibit 3.1 to the Company’s Form 8-K dated November 19, 2015 filed with the Securities and Exchange Commission on November 25, 2015\).](#)
- 3.2** [Amended and Restated Bylaws of the Company. \(Incorporated by reference to Exhibit 3.2 to the Company’s Report on Form 8-K dated November 19, 2015 filed with the Securities and Exchange Commission on November 25, 2015\).](#)
- 4.1** [Form of Common Stock Certificate. \(Incorporated by reference to Exhibit 4.1 to Amendment No. 4 to the Company’s Registration Statement on Form 10 filed with the Securities and Exchange Commission on October 21, 2015\).](#)
- 4.2** [Description of The Registrant’s Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934. \(Incorporated by reference to Exhibit 4.2 of the Company’s Report on Form 10-K filed with the Commission on March 16, 2020\).](#)
- 10.1** [Service Mark and Name License Agreement, dated November 30, 2015, by and between the Company and GAMCO. \(Incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K dated November 30, 2015 filed with the Commission on December 4, 2015\).](#)
- 10.2** [Transitional Administrative and Management Services Agreement, dated November 30, 2015, by and between the Company and GAMCO. \(Incorporated by reference to Exhibit 10.2 to the Company’s Form 8-K dated November 30, 2015 filed with the Commission on December 4, 2015\).](#)
- 10.3** [Employment Agreement between the Company and Mario J. Gabelli dated November 30, 2015 \(Incorporated by reference to Exhibit 10.3 to the Company’s Form 8-K dated November 30, 2015 filed with the Commission on December 4, 2015\).](#)
- 10.4** [Promissory Note in aggregate principal amount of \\$250,000,000, dated November 30, 2015, issued by GAMCO in favor of the Company \(Incorporated by reference to Exhibit 10.4 to the Company’s Form 8-K dated November 30, 2015 filed with the Commission on December 4, 2015\).](#)
- 10.5** [Tax Indemnity and Sharing Agreement, dated November 30, 2015, by and between the Company and GAMCO. \(Incorporated by reference to Exhibit 10.5 to the Company’s Form 8-K dated November 30, 2015 filed with the Commission on December 4, 2015\).](#)
- 10.6** [2015 Stock Award Incentive Plan \(Incorporated by reference to Exhibit 10.11 to Amendment No. 4 to the Company’s Registration Statement on Form 10 filed with the Securities and Exchange Commission on October 21, 2015\).](#)
- 10.7** [Form of Indemnification Agreement by and between the Company and the Indemnitee defined therein \(Incorporated by reference to Exhibit 10.7 to Amendment No. 4 to the Company’s Registration Statement on Form 10 filed with the Securities and Exchange Commission on October 21, 2015\).](#)
- 10.8** [Agreement and Plan of Merger, dated as of October 31, 2019, by and among Morgan Group Holding Co., G.R. acquisition, LLC, G.research, LLC, Institutional Services Holdings, LLC and Associated Capital Group, Inc. \(Incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K of Morgan Group Holding Co. filed with the Securities and Exchange Commission on November 6, 2019\).](#)
- 31.1** [Certification of CEO pursuant to Rule 13a-14\(a\).](#)

- 31.2 [Certification of CFO pursuant to Rule 13a-14\(a\).](#)
- 32.1 [Certification of CEO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.](#)
- 32.2 [Certification of CFO pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes- Oxley Act of 2002.](#)
- 97.1 [Associated Capital Group, Inc. Clawback Policy \(Incorporated by reference to Exhibit 97.1 to the Company's Form 10-K dated December 31, 2023 filed with the Commission on March 21, 2024\).](#)
- 101.INS Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)
- 101.SCH Inline XBRL Taxonomy Extension Schema Document
- 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document
- 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document
- 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document
- 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document
- 104 Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)



**Certifications**

I, Douglas R. Jamieson, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Associated Capital Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of income and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of the end of the period covered by this report; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Douglas R. Jamieson  
Name: Douglas R. Jamieson  
Title: Chief Executive Officer

Date: November 13, 2024

**Certifications**

I, Ian J. McAdams, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Associated Capital Group, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of income and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures as of the end of the period covered by this report; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting;
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

By: /s/ Ian J. McAdams  
Name: Ian J. McAdams  
Title: Chief Financial Officer

Date: November 13, 2024

**Certification of CEO Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Associated Capital Group, Inc. (the “Company”) for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Douglas R. Jamieson, as Chief Executive Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of income of the Company.

By: /s/ Douglas R. Jamieson  
Name: Douglas R. Jamieson  
Title: Chief Executive Officer

Date: November 13, 2024

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.

**Certification of CFO Pursuant to  
18 U.S.C. Section 1350,  
as Adopted Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the Quarterly Report on Form 10-Q of Associated Capital Group, Inc. (the “Company”) for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), Ian J. McAdams, as Chief Financial Officer of the Company, hereby certifies, pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of his knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of income of the Company.

By: /s/ Ian J. McAdams  
Name: Ian J. McAdams  
Title: Chief Financial Officer

Date: November 13, 2024

This certification accompanies the Report pursuant to § 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of §18 of the Securities Exchange Act of 1934, as amended.