(Last)

(Street) **NEW YORK**

17TH FLOOR

(First)

NY

595 MADISON AVENUE

(Middle)

10022

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT	OF	CHANGE

ES IN BENEFICIAL OWNERSHIP

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden

0.5

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Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(h)

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

				01 0	Jection	1 30(11) (or tire	IIIVCSti	iiciii (Joinparty Act	01 1340								
1. Name and Address o		SIES, I	L. <u>P.</u>					cker or DRP [ng Symbol OM]				II app Dired	plicable) ctor	-	X 10)% O\	wner
(Last) (F 595 MADISON AV 17TH FLOOR	,	(Middle)			ate of 19/20		t Tran	saction	ı (Mon	th/Day/Year)				Offic belov	•	title ssive In	^ be	ther (s	specify
(Street) NEW YORK N	Y	10022		4. If	Amen	dment,	Date	of Origi	inal Fi	led (Month/Da	ay/Year)		v	Forn	n filed by	Group Fil / One Re / More th	eporting	Perso	on .
(City) (S		(Zip)												_					
1. Title of Conveits / Inc			lon-Deriv 2. Transactio	_	Seci 2A. De		s Ac	quire 3.	ed, D	4. Securities			5. Am			6. Own	orchin	7 No	ture of
1. Title of Security (Ins	u. 3)		Date (Month/Day/		Execuif any	tion Dat	·	Transa Code (I 8)		Disposed Of 5)	(D) (Inst		Secur Benef Owne Repor	rities ficiall d Fol rted	y Ilowing	Form: I (D) or II (I) (Inst	Direct ndirect	Indire Bene	ect ficial ership
								Code	v	Amount	(A) or (D)	Price	Trans (Instr.	actio 3 an	n(s) d 4)				
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Common Stock ⁽¹⁾⁽²⁾													1,:	161,	226	1	[Larg	nsamerica ge Cap ne Fund ⁽⁵⁾
Common Stock ⁽¹⁾⁽²⁾													8	32,88	84	I	[Cap Trile	ogy ter Fund,
Common Stock ⁽¹⁾⁽²⁾													5	56,82	20	1	Į.	Alte	Levcap rnative d, L.P. ⁽⁷⁾
Common Stock ⁽¹⁾⁽²⁾													1	19,8	18	I]		Safinia ners, L.P.
	Ta	able II								posed of, convertib				1ed					
1. Title of Derivative Security (Instr. 3) 2. Conversion or Exercise Price of Derivative Security		if any	emed tion Date,	4. Transa Code (8)	ction	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5)	mber ative ities red sed	6. Dat		rcisable and Date	7. Title Amour Securi Underl Deriva	and nt of ties lying	8. Pric Deriva Securi (Instr.	tive ty	9. Num derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ies cially ing ed ction(s)	10. Owners Form: Direct (or Indir (I) (Insti	hip D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exerc	cisable	Expiration Date	Title	Amount or Number of Shares							
1. Name and Address o		GIES,]	<u>L.P.</u>		_]														

(City)	(State)	(Zip)
	ss of Reporting Person* I Strategies GP, L	IC
Leviii Capital	i Strategies GP, L	<u>,LC</u>
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person* I Trilogy Master	Fund, Ltd.
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person [*]	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person [*] native Fund, L.P.	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	ss of Reporting Person*	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	ss of Reporting Person*	
(Last) 595 MADISON	(First) AVENUE	(Middle)

NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person*	
LCS L/S, LL	<u>C</u> 	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person*	
LEVIN JOHI	<u>N A</u>	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10020
NEW TORK		

10022

Explanation of Responses:

(Street)

- 1. This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Levin Capital Trilogy Master Fund, Ltd. ("Trilogy"), LCS, LLC ("LCSL"), Levcap Alternative Fund, L.P. ("Levcap"), LCS Event Partners, LLC ("LCSEP"), Safinia Partners, L.P. ("Safinia"), LCS L/S, LLC ("LCSLS"), and John A. Levin (collectively, the "Reporting Persons"). The Reporting Persons are passive investors in the Issuer and are voluntarily filing this Form 4 as a result of acquiring over 20% of the Issuer's outstanding shares of Common Stock. The Reporting Persons have not acquired the shares with a purpose or effect of changing or influencing control of the Issuer.
- 2. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be construed as an admission that the Reporting Persons are, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owners of any of the securities reported herein under Section 16 or otherwise. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.
- 3. Shares held in certain separately managed accounts (the "Managed Accounts"). LCS, as the investment manager to the Managed Accounts, may be deemed to beneficially own such shares. LCS does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the Managed Accounts, as LCS receives an asset-based management fee for serving as investment manager to the Managed Accounts, except that with respect to 127,460 shares held in the Managed Accounts, LCS receives a performance-based incentive fee. The performance-based incentive fee LCS receives also does not constitute a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act, as such fee is based on the performance of the overall account, over a period of one year or more, and the shares of the Issuer held in such accounts constitute no more than 10% of the market value thereof.
- 4. For the reasons set forth in footnote 3, none of LCS GP, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts.
- 5. Shares held by the Transamerica Large Cap Value Fund ("Transamerica"). LCS, as the sub-investment advisor to Transamerica, may be deemed to share voting and dispositive power over the shares held by Transamerica. LCS receives an asset-based management fee for serving as sub-investment advisor to Transamerica. Accordingly, LCS does not have a reportable pecuniary interest in the shares held by Transamerica. In addition, none of LCS GP, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- 6. Shares owned directly by Trilogy. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. LCS, as the investment advisor of Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy.
- 7. Shares owned directly by Levcap. LCSEP, as the general partner of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. LCS, as the investment advisor of Levcap, may be deemed to share voting and dispositive power over the shares owned directly by Levcap. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Levcap.
- 8. Shares owned directly by Safinia. LCSLS, as the general partner of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. LCS, as the investment advisor of Safinia, may be deemed to share voting and dispositive power over the shares owned directly by Safinia. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Safinia.

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief 10/23/2017 **Executive Officer** Levin Capital Strategies GP, LLC; By: John A. Levin 2005 , 10/23/2017 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee Levin Capital Trilogy Master Fund, Ltd.; By: LCS, LLC; By: 10/23/2017 /s/ John A. Levin, Managing Member LCS, LLC; By: /s/ John A. 10/23/2017 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 10/23/2017 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: 10/23/2017 /s/ John A. Levin, Managing <u>Member</u> Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. 10/23/2017 Levin, Managing Member

LCS L/S, LLC; By: /s/ John A. 10/23/2017 Levin, Managing Member

<u>/s/ John A. Levin</u> <u>10/23/2017</u>

** Signature of Reporting Person Date

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

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

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.