



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

1. Title of Derivative (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	V	6A. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6B. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Ownership (Instr. 4)
<a href="#">LEVIN CAPITAL STRATEGIES, L.P.</a>												
(Last)		(First)										
595 MADISON AVENUE												
17TH FLOOR												
(Street)												
NEW YORK	NY		10022									
(City)	(State)		(Zip)									

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Levin Capital Strategies GP, LLC](#)

(Last) (First) (Middle)  
 595 MADISON AVENUE  
 17TH FLOOR

(Street)  
 NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Bi-Directional Disequilibrium Master Fund, Ltd.](#)

(Last) (First) (Middle)  
 595 MADISON AVENUE  
 17TH FLOOR

(Street)  
 NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LCS, LLC](#)

(Last) (First) (Middle)  
 595 MADISON AVENUE  
 17TH FLOOR

(Street)  
 NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[Levcap Alternative Fund, L.P.](#)

(Last) (First) (Middle)  
 595 MADISON AVENUE  
 17TH FLOOR

(Street)  
 NEW YORK NY 10022

(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
[LCS Event Partners, LLC](#)

(Last) (First) (Middle)  
 595 MADISON AVENUE

**17TH FLOOR**

(Street)

**NEW YORK NY 10022**

(City)

(State)

(Zip)

**1. Name and Address of Reporting Person\*****Safinia Partners, L.P.**

(Last)

(First)

(Middle)

**595 MADISON AVENUE****17TH FLOOR**

(Street)

**NEW YORK NY 10022**

(City)

(State)

(Zip)

**1. Name and Address of Reporting Person\*****LCS L/S, LLC**

(Last)

(First)

(Middle)

**595 MADISON AVENUE****17TH FLOOR**

(Street)

**NEW YORK NY 10022**

(City)

(State)

(Zip)

**1. Name and Address of Reporting Person\*****LEVIN JOHN A**

(Last)

(First)

(Middle)

**595 MADISON AVENUE****17TH FLOOR**

(Street)

**NEW YORK NY 10020**

(City)

(State)

(Zip)

**Explanation of Responses:**

- This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Bi-Directional Disequilibrium Master Fund, Ltd. ("BDD")(formerly known as Levin Capital Trilogy Master Fund, Ltd.), 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.
- 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.
- 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.
- For the reasons set forth in footnote 3, none of LCS GP, BDD, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held in the Managed Accounts.
- Shares held by the separate managed account 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, BDD, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- Shares owned directly by BDD. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. LCS, as the investment advisor of BDD, may be deemed to share voting and dispositive power over the shares owned directly by BDD. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by BDD.
- 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.
- 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.
- Shares owned directly by the spouse of Mr. Levin. Mr. Levin has investment discretion over such shares.
- On March 28, 2018, one of the Managed Accounts that held 2,915 shares closed. Accordingly, as of March 28, 2018, LCS ceased to serve as the investment manager for such Managed Account and as such, relinquished all voting and dispositive power over the shares held in the Managed Account.
- The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$5.675 to \$5.75. The Reporting Persons undertake to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote 11.

**Levin Capital Strategies, L.P.;****By: /s/ John A. Levin, Chief Executive Officer****04/04/2018****Levin Capital Strategies GP, 04/04/2018**

<u>LLC; By: John A. Levin 2005</u>	
<u>GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee</u>	
<u>Bi-Directional Disequilibrium Master Fund, Ltd.; By: LCS, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>LCS, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>LCS L/S, LLC; By: /s/ John A. Levin, Managing Member</u>	<u>04/04/2018</u>
<u>/s/ John A. Levin</u>	<u>04/04/2018</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.**