FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

wasnington,	D.C.	20548

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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		f Reporting F		ES, L.P.		ssuer Na L <mark>UIDI</mark>						I			5. Relat (Check		licable	-	•	s) to Iss	
(Last) 595 MAI 17TH FL	DISON AV	First) YENUE	(Mi	ddle)		Date of E /19/201		t Trans	action	(Month	n/Day/Ye	ear)				Office below	•	e title Issive Inv	^ b	elow)	specify
(Street) NEW YO	ORK N	ΙΥ	10	022	4. I	f Amend	lment,	Date o	f Origir	nal File	d (Mont	h/Day	/Year)		6. Indivi Line) X	Form	filed b	/Group Fili by One Re by More th	eporting	Perso	on .
(City)	(5	State)	(Zij	ı) I - Non-Deriv	ative	Soci	uritio	c A or	uiro	4 Di	cnoco	d of	or F	Ponofic	ially ()wno	.d				
1. Title of S	Security (Ins	str. 3)	Table	2. Transaction Date (Month/Day/Year)	2A. Exe if ar	Deemed cution D	ate,	3. Transa Code 8)	action	4. Se	curities A	Acquir D) (Ins	ed (A) str. 3, 4	or 4 and 5)	5. Am Secur Benef Owne Repor	ount of rities ficially ed Follo	wing	6. Owners Form: Dir (D) or Ind (I) (Instr. 4	rect lirect		ire of it Beneficial ship (Instr.
								Code	V	Amou	ınt	(A) or (D)	Pric	ce	(Instr.	. 3 and	s) 4)				
Common	Stock ⁽¹⁾⁽²⁾			10/19/2018				P		25,	209	A	\$7	.5065 ⁽¹⁰⁾	11,	327,3	80	I		Accor Levin	fanaged unts of Capital egies, L.P.
Common	Stock ⁽¹⁾⁽²⁾														g	95,606	;	I		Diseq	ii- tional _l uilibrium , L.P. ⁽⁶⁾
Common	Stock ⁽¹⁾⁽²⁾														1,3	305,26	59	I		Large	america Cap Fund ⁽⁵⁾
Common	Stock ⁽¹⁾⁽²⁾														5	56,820		I		Alteri	evcap native , L.P. ⁽⁷⁾
Common	Stock ⁽¹⁾⁽²⁾														1	19,818	3	I			afinia ers, L.P.
Common	Stock ⁽¹⁾⁽²⁾															5,000		I	- [.	By: S John Levin	
			Tab	le II - Derivati (e.g., pu												vned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		y/Year) if	A. Deemed execution Date,	4.	action (Instr.	5. Nur of Deriva Secur Acqui (A) or Dispo of (D) (Instr. and 5	mber ative rities ired sed		Exerc	isable aı ıte	nd :	7. Title Amour Securi Under Deriva	e and nt of ities lying ttive ity (Instr. 3	8. Pri Deriv Secu (Instr	rative rity r. 5)	deriva Secur Benef Owne Follow Repor	ities icially d ving rted action(s)	10. Owner Form: Direct or Indi (I) (Ins	(D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A)	(D)	Date Exerci	sable	Expirat Date		Title	Amount or Number of Shares							
		f Reporting F		 <u>ES, L.P.</u>																	

(Middle)

(Last)

(Street)

17TH FLOOR

(First)

595 MADISON AVENUE

NEW YORK	NY	10022			
(City)	(State)	(Zip)			
Name and Address of Reporting Person* Levin Capital Strategies GP, LLC					
(Last) 595 MADISON A 17TH FLOOR	(First) VENUE	(Middle)			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
1. Name and Address Bi-Directional	of Reporting Person [*] <u>Disequilibrium F</u>	'und, L.P.			
(Last) 595 MADISON A 17TH FLOOR	(First) VENUE	(Middle)			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
Name and Address Levcap Alterna	of Reporting Person* ative Fund, L.P.				
(Last) 595 MADISON A 17TH FLOOR	(First) VENUE	(Middle)			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
Name and Address LCS Event Par					
(Last) 595 MADISON A 17TH FLOOR	(First) VENUE	(Middle)			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
Name and Address of Reporting Person* Safinia Partners, L.P.					
(Last) 595 MADISON A 17TH FLOOR	(First) VENUE	(Middle)			
(Street) NEW YORK	NY	10022			
(City)	(State)	(Zip)			
1. Name and Address LCS L/S, LLC	of Reporting Person*				
(Last) 595 MADISON A	(First) VENUE	(Middle)			

17TH FLOOR		
(Street)	NIX	10022
NEW YORK	IN Y	10022
(City)	(State)	(Zip)
1. Name and Address	s of Reporting Person*	
LEVIN JOHN	<u> </u>	
(Last)	(First)	(Middle)
595 MADISON A	, ,	(winding)
17TH FLOOR		
(64		
(Street) NEW YORK	NY	10020
(City)	(State)	(Zip)

Explanation of Responses:

- 1. This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Bi-Directional Disequilibrium Fund, L.P. ("BDD")(formerly known as Levin Capital Trilogy Master Fund, Ltd.), 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, BDD, 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 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, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- 6. 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.
- 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.
- 9. Shares owned directly by the spouse of Mr. Levin. Mr. Levin has investment discretion over such shares.
- 10. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$7.4975 to \$7.5350. 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 10.

Levin Capital Strategies, L.P.; 10/23/2018 By: /s/ John A. Levin, Chief **Executive Officer** Levin Capital Strategies GP, LLC; By: John A. Levin 2005 10/23/2018 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee Bi-Directional Disequilibrium Fund, L.P.; By: LCS; By: /s/ 10/23/2018 John A. Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 10/23/2018 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: 10/23/2018 /s/ John A. Levin, Managing Member Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. 10/23/2018 Levin, Managing Member LCS L/S, LLC; By: /s/ John A. 10/23/2018 Levin, Managing Member 10/23/2018 /s/ John A. Levin ** Signature of Reporting Person

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.