

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 V Transaction Code (Instr. 8)	6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	7. Date Exercisable and Expiration Date (Month/Day/Year)	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)	
LEVIN CAPITAL STRATEGIES, L.P.											
(Last)		(First)	(Middle)								
595 MADISON AVENUE											
17TH FLOOR											
(Street)											
NEW YORK	NY		10022	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
(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*
[Levin Capital Trilogy 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
17TH FLOOR

(Street)

NEW YORK NY 10022

(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"), 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 50,711 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.
9. The prices reported in Column 4 are a weighted average price. The 19,297, 11,605 and 17,400 shares were purchased in multiple transactions at prices ranging from \$4.365 to \$4.53, \$4.375 to \$4.40 and \$4.415 to \$4.50, respectively. 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 ranges set forth in this footnote 9 to this Form 4.

Levin Capital Strategies, L.P.;

By: /s/ John A. Levin, Chief Executive Officer 11/03/2016

Levin Capital Strategies GP, LLC; By: John A. Levin 2005

GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee 11/03/2016

Levin Capital Trilogy Master Fund, Ltd.; By: LCS, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

LCS, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

LCS Event Partners, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

LCS L/S, LLC; By: /s/ John A. Levin, Managing Member 11/03/2016

/s/ John A. Levin 11/03/2016

** 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.