

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).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

1. Name and Address of Reporting Person* <u>Legion Partners Asset Management, LLC</u>  (Last) (First) (Middle) 9401 WILSHIRE BLVD., SUITE 205  (Street) BEVERLY HILLS CA 90212  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <b>FOSTER L B CO [ FSTR ]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 08/15/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>	08/15/2018		J <sup>(6)</sup>		498,500	D	(6)	610,733	I	Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>								105,757	I	Legion Partners, L.P. II <sup>(3)</sup>
Common Stock <sup>(1)</sup>								324,114	I	Legion Partners Special Opportunities L.P. II <sup>(4)</sup>
Common Stock <sup>(1)</sup>								11,398	I	Legion Partners Asset Management, LLC <sup>(5)</sup>

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

1. Title of Derivative Security (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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. 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 Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*

[Legion Partners Asset Management, LLC](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. I](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. II](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Special Opportunities, L.P. II](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, LLC](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Legion Partners Holdings, LLC</a>		
(Last)	(First)	(Middle)
9401 WILSHIRE BLVD., SUITE 705		
(Street)		
BEVERLY HILLS CA		90212
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">Kiper Christopher S</a>		
(Last)	(First)	(Middle)
9401 WILSHIRE BLVD, SUITE 705		
(Street)		
BEVERLY HILLS CA		90212
(City) (State) (Zip)		
1. Name and Address of Reporting Person*		
<a href="#">White Raymond T.</a>		
(Last)	(First)	(Middle)
9401 WILSHIRE BLVD. SUITE 705		
(Street)		
BEVERLY HILLS CA		90212
(City) (State) (Zip)		

**Explanation of Responses:**

1. This Form 4 is filed jointly by Legion Partners, L.P. I ("Legion Partners I"), Legion Partners, L.P. II ("Legion Partners II"), Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), Legion Partners, LLC ("General Partner"), Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC ("Legion Partners Holdings"), Christopher S. Kiper and Raymond T. White (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owned more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
2. Represents securities beneficially owned by Legion Partners I. General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.
3. Represents securities beneficially owned by Legion Partners II. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.
4. Represents securities beneficially owned by Legion Partners Special II. General Partner is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.
5. Represents securities beneficially owned by Legion Partners Asset Management. Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners Holdings and Messrs. Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Asset Management.
6. Represents a pro rata in-kind distribution for no consideration to the limited partners in Legion Partners I.

[Legion Partners Asset Management, LLC: By: /s/ 08/16/2018](#)  
[Christopher S. Kiper, Managing Member](#)  
[Legion Partners, L.P. I: By: 08/16/2018](#)  
[Legion Partners Asset Management, LLC: By: /s/ 08/16/2018](#)  
[Christopher S. Kiper, Managing Member](#)

<u>Legion Partners, L.P. II: By:</u>	
<u>Legion Partners Asset</u>	
<u>Management, LLC: By: /s/</u>	<u>08/16/2018</u>
<u>Christopher S. Kiper,</u>	
<u>Managing Member</u>	
<u>Legion Partners Special</u>	
<u>Opportunities, L.P. II: By:</u>	
<u>Legion Partners Asset</u>	
<u>Management, LLC: By: /s/</u>	<u>08/16/2018</u>
<u>Christopher S. Kiper,</u>	
<u>Managing Member</u>	
<u>Legion Partners, LLC: By:</u>	
<u>Legion Partners Holdings,</u>	
<u>LLC: By: /s/ Christopher S.</u>	<u>08/16/2018</u>
<u>Kiper, Managing Member</u>	
<u>Legion Partners Holdings,</u>	
<u>LLC: By: /s/ Christopher S.</u>	<u>08/16/2018</u>
<u>Kiper, Managing Member</u>	
<u>/s/ Christopher S. Kiper</u>	<u>08/16/2018</u>
<u>/s/ Raymond T. White</u>	<u>08/16/2018</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.**