### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

(Rule 13d-101)

#### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 9)1

L.B. Foster Company (Name of Issuer)

<u>Common Stock, Par Value \$0.01</u> (Title of Class of Securities)

> <u>350060109</u> (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 9401 Wilshire Blvd, Suite 705 Beverly Hills, CA 90212 (424) 253-1773 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>August 15, 2018</u>

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

<sup>1</sup> The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	NAME OF REPORT				
L	INAME OF KEPORT	ING PERJUN			
	Legion Partner	s, L.P. I			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (a) (b) (b) (b)				
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUND	S			
	WC				
5	CHECK BOX IF DIS 2(e)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
Ŭ					
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		610,733			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	- 0 - SHARED DISPOSITIVE POWER			
	10	SHARED DISPOSITIVE POWER			
		610,733			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	610,733				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	5.78%				
14	5.78% TYPE OF REPORTIN	NG PERSON			
	PN				

	1				
1	NAME OF REPORT	ING PERSON			
	Logion Dartners, L.D.H.				
	Legion Partners, L.P. II				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$				
3	SEC USE ONLY				
4	SOURCE OF FUNDS	5			
	WC				
5	CHECK BOX IF DIS 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(9)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		105,757			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		105,757			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	105,757				
12	105,757       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	1.00%				
14	TYPE OF REPORTIN	NG PERSON			
17					
	PN				

· · · · · · · · · · · · · · · · · · ·	1				
1	NAME OF REPORT	TING PERSON			
	Logian Dartners Special Opportunities, L.D.H.				
	Legion Partners Special Opportunities, L.P. II				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$				
	(b) 🗆				
3	SEC USE ONLY				
4	SOURCE OF FUND	20			
4	SOURCE OF FOIL				
	WC				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
_	2(e)				
6	CITIZENSHIP OR H	PLACE OF ORGANIZATION			
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING PERSON WITH	0	324,114 SOLE DISPOSITIVE POWER			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
	10	SHARED DISTOSTITVE TOWER			
		324,114			
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	324,114				
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	3.07%				
14	TYPE OF REPORT	ING PERSON			
	DN				
	PN				

1	NAME OF REPORT	TING PERSON			
	Logica Destroya LLC				
	Legion Partners, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$				
	(b) 🗆				
3	SEC USE ONLY				
4	SOURCE OF FUND	30			
-	SOURCE OF FORE				
	AF				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR H	PLACE OF ORGANIZATION			
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER			
EACH	ð	SHARED VOTING POWER			
REPORTING		1.040.604			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	5				
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		1,040,604			
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,040,604				
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
10					
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	9.85%				
14	9.85% TYPE OF REPORTI	INC DEDSON			
14	I I FE OF KEPOKI				
	00				

1	NAME OF REPOR	TING PERSON			
	Legion Partne	rs Asset Management, LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$				
	(b) □				
3	SEC USE ONLY				
U U	SEC USE UNL1				
4	SOURCE OF FUNI				
4	SOURCE OF FUNI				
	AF, OO				
5	CHECK BOX IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	-(-)				
6	CITIZENSHIPOR	PLACE OF ORGANIZATION			
Ŭ					
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		1,052,002			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		1,052,002			
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1 052 002				
12	1,052,002 CHECK BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
14	9.96% TYPE OF REPORT	ING PERSON			
14	I I FE OF REPORT				
	00				

	MANE OF DECOR					
1	NAME OF REPORT	ING PERSON				
	Logion Dortho	Legion Partners Holdings, LLC				
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
2	$\begin{array}{c} \text{CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP} \\ \text{(a)} \Box \\ \text{(b)} \Box \end{array}$					
3	SEC USE ONLY					
_						
4	SOURCE OF FUNE	DS				
	AF, OO					
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION				
	Delaware					
NUMBER OF	7	SOLE VOTING POWER				
SHARES BENEFICIALLY						
OWNED BY	8	- 0 - SHARED VOTING POWER				
EACH	0	SHARED VOTING POWER				
REPORTING		1,052,002				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1 052 002				
11	ACCRECATE AMO	1,052,002 DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGREGALE AM	JOINT BENEFICIALET OWNED DT EACH KEFOKTING FEKJON				
	1,052,002					
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
	9.96%					
14	9.96% TYPE OF REPORTI	INC DEPSON				
14	I I FE OF KEFORI					
	00					
L	1					

	MANE OF DEDOD					
1	NAME OF REPORT	LING PERSON				
	Christopher S	Christopher S. Kiper				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)					
2	$(a) \Box$					
3	SEC USE ONLY					
4	SOURCE OF FUNI	DS				
5	AF, OO	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO THEM 2(0) OR				
	-(0)					
6	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	USA	1				
NUMBER OF	7	SOLE VOTING POWER				
SHARES BENEFICIALLY		- 0 -				
OWNED BY	8	SHARED VOTING POWER				
EACH	0	SHARED VOTING FOWER				
REPORTING		1,052,002				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1 052 002				
11		1,052,002 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AUGREGALE AMO	JOINT DEMERICIALET OWNED DI EACH KEPORTING PERSON				
	1,052,002					
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
	0.000/					
14	9.96% TYPE OF REPORT	INC DEPSON				
14	I I FE OF KEPUKI					
	IN					
L	!					

	1					
1	NAME OF REPOR	TING PERSON				
	D 1 147					
2		Raymond White   CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   (a) □				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$					
3	SEC USE ONLY					
_						
4	SOURCE OF FUN	DS				
	AF, OO					
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER				
EACH	0	SHARED VOTING POWER				
REPORTING		1,052,002				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1 052 002				
11		1,052,002 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGINEGALE AM	CONT DENERICIALET OWNED DI EACH REFORTING FERSON				
	1,052,002					
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)				
	9.96%					
14	TYPE OF REPORT	TING PERSON				
17						
	IN					
	,					

\_\_\_\_\_

The following constitutes Amendment No. 9 to the Schedule 13D filed by the undersigned ("Amendment No. 9"). This Amendment No. 9 amends the Schedule 13D as specifically set forth herein.

#### Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated in its entirety as follows:

The Shares purchased by each of Legion Partners I, Legion Partners II and Legion Partners Special II were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted in Schedule A, which is incorporated herein by reference. The aggregate purchase price of the 610,733 Shares owned directly by Legion Partners I is approximately \$7,210,602, including brokerage commissions. The aggregate purchase price of the 324,114 Shares owned directly by Legion Partners II is approximately \$1,505,369, including brokerage commissions. The aggregate purchase price of the 324,114 Shares owned directly by Legion Partners Special II is approximately \$4,112,473, including brokerage commissions.

The 11,398 Shares beneficially owned directly by Legion Partners Asset Management were transferred by Mr. Vizi, who received such Shares as compensation for his service as a director of the Issuer, under the terms of Legion Partners Asset Management's amended and restated operating agreement.

Item 5. <u>Interest in Securities of the Issuer</u>.

Items 5 (a)-(c) are hereby amended and restated in its entirety as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 10,563,100 Shares outstanding as of July 30, 2017 as reported on the Issuer's 10-Q filed with the SEC on July 31, 2018.

- A. Legion Partners I
  - (a) As of the close of business on August 16, 2018, Legion Partners I beneficially owned 610,733 Shares.

Percentage: Approximately 5.78%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 610,733
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 610,733
- (c) The transactions in the Shares by Legion Partners I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### B. Legion Partners II

(a) As of the close of business on August 16, 2018, Legion Partners II beneficially owned 105,757 Shares.

Percentage: Approximately 1.00%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 105,757
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 105,757
- (c) The transactions in the Shares by Legion Partners II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- C. Legion Partners Special II
  - (a) As of the close of business on August 16, 2018, Legion Partners Special II beneficially owned 324,114 Shares.

Percentage: Approximately 3.07%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 324,114
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 324,114
- (c) The transactions in the Shares by Legion Partners Special II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- D. Legion Partners, LLC
  - (a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special II, Legion Partners, LLC may be deemed the beneficial owner of the (i) 610,733 Shares owned by Legion Partners I, (ii) 105,757 Shares owned by Legion Partners II, and (iii) 324,114 Shares owned by Legion Partners Special II.

Percentage: Approximately 9.85%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 1,040,604
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 1,040,604
- (c) Legion Partners, LLC has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- E. Legion Partners Asset Management
  - (a) As of the close of business on August 16, 2018, Legion Partners Asset Management beneficially owned 11,398 Shares. Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special II, may also be deemed the beneficial owner of the (i) 610,733 Shares owned by Legion Partners I, (ii) 105,757 Shares owned by Legion Partners II, and (iii) 324,114 Shares owned by Legion Partners Special II.

Percentage: Approximately 9.96%



- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 1,052,002
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 1,052,002
- (c) Legion Partners Asset Management has not entered into any transactions during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- F. Legion Partners Holdings
  - Legion Partners Holdings, as the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 610,733 Shares owned by Legion Partners I, (ii) 105,757 Shares owned by Legion Partners II, (iii) 324,114 Shares owned by Legion Partners Special II, and (iv) 11,398 Shares beneficially owned by Legion Partners Asset Management.

Percentage: Approximately 9.96%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 1,052,002
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 1,052,002
- (c) Legion Partners Holdings has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- G. Messrs. Kiper and White
  - (a) Each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 610,733 Shares owned by Legion Partners I, (ii) 105,757 Shares owned by Legion Partners II, (iii) 324,114 Shares owned by Legion Partners Special II, and (iv) 11,398 Shares beneficially owned by Legion Partners Asset Management.

Percentage: Approximately 9.96%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 1,052,002
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 1,052,002
- (c) Neither Mr. Kiper nor Mr. White has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.



The filing of this Amendment No. 9 shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. 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.

#### Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and restated to read as follows:

Legion Partners I has sold short in over the counter market American-style call options referencing an aggregate of 63,900 Shares, which have an exercise price of \$25.00 and expire on August 17, 2018.

Legion Partners II has sold short in over the counter market American-style call options referencing an aggregate of 6,100 Shares, which have an exercise price of \$25.00 and expire on August 17, 2018.

Legion Partners Special II has sold short in over the counter market American-style call options referencing an aggregate of 18,700 Shares, which have an exercise price of \$25.00 and expire on August 17, 2018.



#### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: August 16, 2018

By:	Legion Partners Asset Management, LLC Investment Advisor		
By:	/s/ Christo	pher S. Kiper	
	Name:	Christopher S. Kiper	
	Title:	Managing Director	
Legior	n Partners, L.	P. II	
By:	Legion Pa Investmen	rtners Asset Management LLC at Advisor	
By:	/s/ Christo	pher S. Kiper	
	Name:	Christopher S. Kiper	
	Title:	Managing Director	
Legior	n Partners Spe	ecial Opportunities, L.P. II	
	-	cetal opportunities, E.r. if	
By:	-	rtners Asset Management, LLC	
By: By:	Legion Pa Investmen	rtners Asset Management, LLC	
-	Legion Pa Investmen	rtners Asset Management, LLC at Advisor	
-	Legion Pa Investmen /s/ Christo	rtners Asset Management, LLC at Advisor opher S. Kiper	
By:	Legion Pa Investmen /s/ Christo Name:	rtners Asset Management, LLC it Advisor pher S. Kiper Christopher S. Kiper Managing Director	
By: Legior	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL	rtners Asset Management, LLC tt Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC	
By: Legior By:	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing	rtners Asset Management, LLC tt Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC	
By: Legior By:	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing	rtners Asset Management, LLC at Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC , Member	
By: Legior By:	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing /s/ Christo	rtners Asset Management, LLC at Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC Member opher S. Kiper	
By: Legior By: By:	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing /s/ Christo Name: Title:	rtners Asset Management, LLC at Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC Member opher S. Kiper Christopher S. Kiper	
By: Legior By: By:	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing /s/ Christo Name: Title: n Partners Ass	rtners Asset Management, LLC at Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC Member opher S. Kiper Christopher S. Kiper Managing Member set Management, LLC opher S. Kiper	
By: Legior By: By: Legior	Legion Pa Investmen /s/ Christo Name: Title: n Partners, LL Legion Pa Managing /s/ Christo Name: Title: n Partners Ass	rtners Asset Management, LLC at Advisor opher S. Kiper Christopher S. Kiper Managing Director .C rtners Holdings, LLC Member opher S. Kiper Christopher S. Kiper Managing Member set Management, LLC	

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper

Name:	Christopher S. Kiper
Title:	Managing Member

/s/ Christopher S. Kiper Christopher S. Kiper

/s/ Raymond White Raymond White

### SCHEDULE A

### Transactions in the Shares During the Past Sixty Days

<u>Nature of the</u> <u>Transaction</u>	Amount of Securities <u>Purchased / (Sold)</u>	Price Per <u>Share(\$)</u>	Date of <u>Purchase / Sale</u>				
LEGION PARTNERS, L.P. I							
Purchase of August 2018 Call Option (\$25.00 Strike Price) <sup>*</sup>	108	\$0.28	07/26/2018				
Sale of Common Stock	(1,658)	\$24.37	08/07/2018				
Sale of Common Stock	(3,962)	\$24.10	08/08/2018				
Sale of Common Stock	(3,604)	\$24.08	08/09/2018				
Sale of Common Stock	(1,806)	\$24.02	08/10/2018				
In-Kind Distribution**	(498,500)	-	08/15/2018				
	LEGION PARTN	<u>ERS, L.P. II</u>					
Purchase of August 2018 Call Option (\$25.00 Strike Price) <sup>*</sup>	10	\$0.28	07/26/2018				
Sale of Common Stock	(158)	\$24.37	08/07/2018				
Sale of Common Stock	(378)	\$24.10	08/08/2018				
Sale of Common Stock	(343)	\$24.08	08/09/2018				
Sale of Common Stock	(172)	\$24.02	08/10/2018				
LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. II							
Purchase of August 2018 Call Option (\$25.00 Strike Price) <sup>*</sup>	31	\$0.28	07/26/2018				
Sale of Common Stock	(484)	\$24.37	08/07/2018				
Sale of Common Stock	(1,158)	\$24.10	08/08/2018				
Sale of Common Stock	(1,053)	\$24.08	08/09/2018				
Sale of Common Stock	(528)	\$24.02	08/10/2018				

\*Represents American-style call option purchased to cover a short. \*\*Represents a pro rata in-kind distribution for no consideration to the limited partners in Legion Partners I.