

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Legion Partners Asset Management, LLC</u>  (Last) (First) (Middle) 9401 WILSHIRE BLVD., SUITE 705  (Street) BEVERLY HILLS CA 90212  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [ FSTR ]</u>	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) 05/30/2018		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		
6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			

**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			

**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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Call Option <sup>(5)</sup>	\$25	05/30/2018		S			80	05/30/2018	08/17/2018	Common Stock <sup>(1)</sup>	8,000	\$1.7779	661	I	Legion Partners, L.P. I <sup>(2)</sup>
Call Option <sup>(5)</sup>	\$25	05/30/2018		S			8	05/30/2018	08/17/2018	Common Stock <sup>(1)</sup>	800	\$1.7779	63	I	Legion Partners, L.P. II <sup>(3)</sup>
Call Option <sup>(5)</sup>	\$25	05/30/2018		S			23	05/30/2018	08/17/2018	Common Stock <sup>(1)</sup>	2,300	\$1.7779	192	I	Legion Partners Special Opportunities, L.P. II <sup>(4)</sup>

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)

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

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**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 owns 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. Legion Partners I sold short these call options which create the obligation to sell shares of common stock ("Common Stock") of LB Foster Company (the "Issuer") subject to the option. 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. Legion Partners II sold short these call options which create the obligation to sell shares of common stock of LB Foster Company subject to the option. 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. Legion Partners Special II sold short these call options which create the obligation to sell shares of common stock of LB Foster Company subject to the option. 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 an Obligation to sell the equity securities subject to the option.

<a href="#">Legion Partners Asset Management, LLC</a>	<a href="#">06/01/2018</a>
<a href="#">Legion Partners, L.P. I</a>	<a href="#">06/01/2018</a>
<a href="#">Legion Partners, L.P. II</a>	<a href="#">06/01/2018</a>
<a href="#">Legion Partners Special Opportunities, L.P. II</a>	<a href="#">06/01/2018</a>

\*\* 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.**