## FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

washington, b.c. 200-

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

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

LEVIN CAPITAL STRATEGIES, L.P.

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

		Reporting Person*	IES, L.P.		ssuer Name LUIDIG					ol			5. Relationshi (Check all app Direc	olicable ctor	e)	X 1	10% O	wner
(Last) 595 MAI 17TH FL	(Fi DISON AVI LOOR	,	Middle)		Date of Earl /24/2018	est Trans	action	(Month	n/Day/Y	ear)			belo	,	e title assive In	^ b	elow)	specify
(Street) NEW YO			0022 Zip)	4. If	f Amendme	nt, Date o	f Origii	nal File	d (Mon	th/Day	//Year			n filed	/Group Fil by One Re by More th	eporting	Perso	on .
			e I - Non-Deriv	ative	Securit	ies Acc	uire	d. Di	spose	ed of	. or l	Benefic	ially Own	ed				
1. Title of S	Security (Inst		2. Transaction Date (Month/Day/Year	2A. Exe if ar	Deemed cution Date	3. Trans	action (Instr.	4. Se	curities	Acqui	red (A		5. Amount of Securities Beneficially Owned Folke Reported	of	6. Owner Form: Dir (D) or Ind (I) (Instr.	rect   I		re of t Beneficial ship (Instr.
						Code	v	Amo	unt	(A) or (D)	Pri	ce	Transaction (Instr. 3 and	(s) 4)				
Common	Stock <sup>(1)(2)</sup>		04/24/2018			P		1,3	300	A	\$5	5.9485 <sup>(10)</sup>	11,060,3	369	I	1	Acco Levin	fanaged unts of Capital gies, L.P.
Common	Stock <sup>(1)(2)</sup>		04/25/2018			P		2,4	400	A	\$!	5.919(11)	11,062,7	769	I	]	Acco Levin	fanaged unts of Capital gies, L.P.
Common	Stock <sup>(1)(2)</sup>												89,36	3	I		Diseq	tional uilibrium er Fund,
Common	Stock <sup>(1)(2)</sup>												1,275,1	29	I	1	Large	america Cap Fund <sup>(5)</sup>
Common	Stock <sup>(1)(2)</sup>												56,820	0	I	- [,	Alteri	evcap native L.P. <sup>(7)</sup>
Common	Stock <sup>(1)(2)</sup>												19,81	8	I			afinia ers, L.P.
Common	Stock <sup>(1)(2)</sup>												5,000	)	I		By: S John Levin	
		Та	ble II - Derivat		Securitie calls, wa													
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. Transa Code ( 8)	section of De Se Ac (A) Dis of (In	Number rivative curities quired or sposed	6. Date		isable a	und	7. Title Amou Secur Under Deriva	e and int of ities 'lying ative ity (Instr. 3	8. Price of Derivative Security (Instr. 5)	deriva Secui Bene Owne Follow Repo	rities ficially ed wing rted saction(s)	10. Owner Form: Direct or Indi (I) (Ins	(D) irect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V (A)	(D)	Date Exerci	isable	Expira Date		Title	Amount or Number of Shares						
1. Name ar	nd Address of	Reporting Person*																

(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person 1 Strategies GF	
(Last)	(First)	(Middle)
595 MADISON 17TH FLOOR	AVENUE	
(Street)	NIX	10000
NEW YORK	IN Y	10022
(City)	(State)	(Zip)
	ss of Reporting Pers	
BI-DIrection	aı Disequilibrii	ım Master Fund, Ltd.
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addre	ss of Reporting Pers	on <sup>*</sup>
LCS, LLC	o oporang r cro	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Pers	
Levcap Alter	<u>native Fund, L</u>	<u>.P.</u>
(Last)	(First)	(Middle)
595 MADISON		·/
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
Name and Addre	ss of Reporting Pers	on <sup>*</sup>
LCS Event P		
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

1. Name and Address Safinia Partne	es of Reporting Person*	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person*	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street) NEW YORK	NV	10022
NEW YORK	IN Y	10022
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person <sup>*</sup> NA	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(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 Master Fund, Ltd. ("BDD")(formerly known as Levin Capital Trilogy Master Fund, Ltd.), 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 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, 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 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, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- 6. Shares owned directly by BDD. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in BDD, may be deemed to share voting and dispositive power over the 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 \$5.935 to \$5.95. 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.
- 11. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$5.85 to \$5.95. 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 11.

Levin Capital Strategies, L.P.;
By: /s/ John A. Levin, Chief
Executive Officer

Levin Capital Strategies GP,
LLC; By: John A. Levin 2005
GRAT Separation Trust; By: /s/
Elisabeth Levin, Trustee
Bi-Directional Disequilibrium
Master Fund, Ltd.; By: LCS,

04/26/2018

LLC; By: /s/ John A. Levin, Managing Member LCS, LLC; By: /s/ John A. 04/26/2018 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 04/26/2018 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: /s/ John A. Levin, Managing 04/26/2018 **Member** 

Levin, Managing Member LCS L/S, LLC; By: /s/ John A. 04/26/2018 Levin, Managing Member /s/ John A. Levin

Safinia Partners, L.P.; By: LCS

L/S, LLC; By: /s/ John A.

\*\* Signature of Reporting Person

04/26/2018

04/26/2018

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.