(Last)

17TH FLOOR

(First)

595 MADISON AVENUE

(Middle)

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

washington, D.C. 205

C. 20549	OMB APPROVAL

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).

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 L STRATE(<u>S, L.P.</u>			Name ar DIGM					I			5. Relationsh (Check all ap Dire	plicable		•	s) to Iss	
(Last) 595 MADIS 17TH FLOO		•	(Mide	dle)		Date o /29/2	f Earliest 018	Trans	action ((Month	n/Day/Ye	ear)			Offic belo	,	e title assive In	^ b	Other (: pelow)	specify
(Street) NEW YOR	RK NY	7	100	22	4. I	f Ame	ndment,	Date o	of Origin	ial File	ed (Mont	h/Day	//Year			n filed n filed	/Group Fil by One Re by More th	eporting	Perso	on
(City)	(Sta		(Zip)																	
1. Title of Sec	curity (Instr			- Non-Deriv 2. Transaction Date (Month/Day/Year	2A. Exe	Deen		3. Trans	saction e (Instr.	4. Se	ecurities osed Of	Acqui (D) (Ir	ired (A		5. Amount of Securities Beneficially Owned Follo Reported Transaction(f wing (s)	6. Owner Form: Dir (D) or Ind (I) (Instr.	rect I		re of t Beneficial ship (Instr.
Common St	tock ⁽¹⁾⁽²⁾			05/29/2018				Р			200	A		5.595 ⁽¹⁰⁾	(Instr. 3 and	<u> </u>	I	1	Accoi Levin	Managed unts of Capital egies, L.P.
Common St	tock ⁽¹⁾⁽²⁾														95,606	[11]	I		Diseq	tional uilibrium er Fund,
Common St	tock ⁽¹⁾⁽²⁾														1,298,49	6(11)	I	1	Large	america Cap Fund ⁽⁵⁾
Common St	tock ⁽¹⁾⁽²⁾														56,820	0	I		Alteri	evcap native L.P. ⁽⁷⁾
Common St	tock ⁽¹⁾⁽²⁾														19,81	8	I			afinia ers, L.P.
Common St	tock ⁽¹⁾⁽²⁾														5,000)	I		By: S John Levin	
		1	able	e II - Derivat (e.g., pı																
Derivative Security (Instr. 3)	e Conversion Date Execution or Exercise (Month/Day/Year) if any		. Deemed ecution Date, any	4. Transaction Code (Instr. 8) Secur Acqui (A) or Dispo of (D) (Instr. and 5		nber ative ities red sed	6. Date Expirat	Exercisable and ion Date Day/Year)		nd	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	deriva Secur Bene Owne Follor Repo	rities ficially ed wing rted saction(s)	10. Owner Form: Direct or Indi (I) (Ins	(D) rect	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					Code	v	(A)	(D)	Date Exercis	sable	Expirat Date		Title	Amount or Number of Shares						
		Reporting Person		<u>S, L.P.</u>																

	NY	10022
(City)	(State)	(Zip)
	ress of Reporting Person al Strategies GP,	
(Last) 595 MADISO 17TH FLOOR		(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ress of Reporting Person nal Disequilibrium	† n Master Fund, Ltd.
(Last) 595 MADISO! 17TH FLOOR		(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
LCS, LLC (Last) 595 MADISOI 17TH FLOOR		(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ress of Reporting Person ernative Fund, L.I	
(Last) 595 MADISO! 17TH FLOOR		(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ress of Reporting Person Partners, LLC	*
(Last) 595 MADISO 17TH FLOOR		(Middle)
(Street) NEW YORK	NY	10022
	(State)	(Zip)
(City)		
(City) 1. Name and Addi Safinia Part	ress of Reporting Person	*

17TH FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							
1. Name and Address									
LCS L/S, LLC									
(Last)	(First)	(Middle)							
595 MADISON A	595 MADISON AVENUE								
17TH FLOOR									
(Street)									
NEW YORK	NY	10022							
(City)	(State)	(Zip)							
1. Name and Address									
LEVIN JOHN	<u>A</u>								
(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 \$5.59 to \$5.60. 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. Change in amount of securities reported is due to an inadvertent accounting error.

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief 05/31/2018 **Executive Officer** Levin Capital Strategies GP, LLC; By: John A. Levin 2005 05/31/2018 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee Bi-Directional Disequilibrium Master Fund, Ltd.; By: LCS, 05/31/2018 LLC; By: /s/ John A. Levin, Managing Member LCS, LLC; By: /s/ John A. 05/31/2018 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 05/31/2018 By: /s/ John A. Levin Managing Member

LCS Event Partners, LLC; By: 05/31/2018 /s/ John A. Levin, Managing

<u>Member</u>

Safinia Partners, L.P.; By: LCS

<u>L/S, LLC; By: /s/ John A.</u> <u>05/31/2018</u>

Levin, Managing Member

LCS L/S, LLC; By: /s/ John A. Levin, Managing Member 05/31/2018

<u>/s/ John A. Levin</u> <u>05/31/2018</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.