(Last)

(Street) **NEW YORK**

17TH FLOOR

(First)

NY

595 MADISON AVENUE

(Middle)

10022

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

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

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

			ting Person [*] ΓRATEG	IES	5, L.P.			Name a				g Symbol M]				5. Relation (Check a	all app Dired	olicable) ctor	·	X 10)% O	vner
(Last) 595 MAI 17TH FL	DISON A	(First) VENUE	•	Midd	le)		. Date o 2/08/2		t Trans	action	(Mont	h/Day/Yea	r)				belov	•	sive In	A be	tner (:	specify
(Street) NEW YC	ORK 1	NY	1	002	2	- 4. -	. If Ame	ndment,	Date o	f Origir	nal Filo	ed (Month	'Day/Ye	ear)		6. Individ Line) X	Forn	n filed by n filed by	One Re	eporting	Perso	n
(City)	((State)		Zip)																		
1. Title of S	Security (In	etr 3)	Tabl	e I -	Non-Deriv	_	ZA. Dee		S Acc	quire	_	Securities					nount		6. Own	ershin	7. Na	ture of
I. Title of S	ecunty (ii	1511. 3)			Date (Month/Day/Ye	ear)	Executi if any	on Date, Day/Yea	Tra Co	nsactio de (Inst	n Di	sposed Of				Secu Bene	rities ficiall ed Fo		Form: I (D) or I (I) (Inst	Direct ndirect	Indire Bene	ect ficial ership
									Co	de V	Ar	nount	(A) or (D)	Pr	rice	Trans	sactio r. 3 an				•	
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Common	Stock ⁽¹⁾⁽²⁾)														1,	275,	129]	Į.	Larg	isamerica ge Cap ie Fund ⁽⁵⁾
Common	Stock ⁽¹⁾⁽²⁾)														1	82,8	84	1	I	Cap Trile	ogy ter Fund,
Common	Stock ⁽¹⁾⁽²⁾)															56,8	20]	[Alte	Levcap rnative d, L.P. ⁽⁷⁾
Common	Stock ⁽¹⁾⁽²⁾)															19,8	18]]		Safinia ners, L.P.
			Та	ble	II - Derivat (e.g., p							osed o					ned					
1. Title of Derivative Security (Instr. 3)	2. Conversio or Exercis Price of Derivative Security	n Date e (Mon	ansaction th/Day/Year)	Exe if an	Deemed cution Date,	4. Tran	saction e (Instr.	5. Nur	nber ative ities red sed		Exer	cisable and	7. T Am Sec Und	itle oun curit derly ivati curit	and t of ies ying ive y (Instr. 3	8. Price Deriva Securi (Instr.	itive ity	9. Numl derivati Securiti Benefic Owned Followi Reporte Transac (Instr. 4	ive ies cially ng ed ction(s)	10. Owners Form: Direct (or Indir (I) (Inst	hip D) ect	11. Nature of Indirect Beneficial Ownership (Instr. 4)
						Code	e V	(A)	(D)	Date Exerci	sable	Expiratio Date	n Title	e	Amount or Number of Shares							
			ting Person* FRATEG	<u>IES</u>	<u>5, L.P.</u>																	

(City)	(State)	(Zip)
	ss of Reporting Person* I Strategies GP, L	IC
Leviii Capital	i Strategies GP, L	<u>,LC</u>
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person* I Trilogy Master	Fund, Ltd.
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person [*]	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
	ss of Reporting Person [*] native Fund, L.P.	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	ss of Reporting Person*	
(Last) 595 MADISON 17TH FLOOR	(First) AVENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address	ss of Reporting Person*	
(Last) 595 MADISON	(First) AVENUE	(Middle)

(City)	(State)	(Zip)	
1. Name and Addres	ss of Reporting Person	*	
LCS L/S, LL	<u>C</u>		
(Last)	(First)	(Middle)	
595 MADISON	AVENUE		
17TH FLOOR			
(Street)			
NEW YORK	NY	10022	
		(7 :)	
(City)	(State)	(Zip)	
1. Name and Addres	ss of Reporting Person		
	ss of Reporting Person		
1. Name and Addres	ss of Reporting Person		
1. Name and Addres	ss of Reporting Person N A (First)	*	
1. Name and Address LEVIN JOHN (Last)	ss of Reporting Person N A (First)	*	
1. Name and Address LEVIN JOHN (Last) 595 MADISON	ss of Reporting Person N A (First)	*	
1. Name and Addres LEVIN JOHN (Last) 595 MADISON 17TH FLOOR	ss of Reporting Person N A (First) AVENUE	*	

Explanation of Responses:

(Street)

- 1. This Form 4 is filed jointly by Levin Capital Strategies, L.P. ("LCS"), Levin Capital Strategies GP, LLC ("LCS GP"), Levin Capital Trilogy Master Fund, Ltd. ("Trilogy"), 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, Trilogy, 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, Trilogy, LCSL, Levcap, LCSEP, Safinia, LCSLS and Mr. Levin have a reportable pecuniary interest in the shares held by Transamerica.
- 6. Shares owned directly by Trilogy. LCSL, as the general partner of the domestic feeder fund which owns a controlling interest in Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. LCS, as the investment advisor of Trilogy, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy. Mr. Levin, as the Chief Executive Officer of LCS, may be deemed to share voting and dispositive power over the shares owned directly by Trilogy.
- 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. The price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$5.7050 to \$5.75. 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 9.

Levin Capital Strategies, L.P.; By: /s/ John A. Levin, Chief 02/12/2018 **Executive Officer** Levin Capital Strategies GP, LLC; By: John A. Levin 2005 02/12/2018 GRAT Separation Trust; By: /s/ Elisabeth Levin, Trustee Levin Capital Trilogy Master Fund, Ltd.; By: LCS, LLC; By: 02/12/2018 /s/ John A. Levin, Managing Member LCS, LLC; By: /s/ John A. 02/12/2018 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 02/12/2018 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: /s/ John A. Levin, Managing 02/12/2018 Member Safinia Partners, L.P.; By: LCS 02/12/2018

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

LCS L/S, LLC; By: /s/ John A. 02/12/2018

Levin, Managing Member

/s/ John A. Levin ** Signature of Reporting Person 02/12/2018

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.