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

1. Name and Address of Reporting Person* LEVIN CAPITAL STRATEGIES, L.P.													Relationship of Reporting Person(s) to Issuer (Check all applicable) Director X 10% Owner Officer (give title) Other (specify)						
(Last) (First) (Middle) 595 MADISON AVENUE 17TH FLOOR					3. Date of Earliest Transaction (Month/Day/Year) 10/09/2017								Officer (give title X Other (specify below) Passive Investor						
(Street)	eet)													6. Individual or Joint/Group Filing (Check Applicable Line)					
NEW YORK NY 10022													Form filed by One Reporting Person X Form filed by More than One Reporting Person						
(City)	(St	ate)	(Zip)										. 5.0						
		Tab	le I - I					_	ed, I	Disposed			-						
Date			2. Transactio Date (Month/Day/\		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 5)		d (A) or r. 3, 4 and	5. Amount of Securities Beneficially Owned Following Reported		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Direct ndirect r. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
								Code	v	Amount (A) or (D) Price		Price	Transaction(s) (Instr. 3 and 4)				(
Common	Stock ⁽¹⁾⁽²⁾			09/18/20	17			J ⁽⁵⁾		957	D	(5)	10,133	,774	I		By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾		
Common	Stock ⁽¹⁾⁽²⁾			10/09/20	17			P		50,000	A	\$4.5887	10,183	,774	I		By: Managed Accounts of Levin Capital Strategies, L.P.(3)(4)		
Common	Stock ⁽¹⁾⁽²⁾			10/10/20	17			P		45,843	A	\$4.5495	10,229	,617	I		By: Managed Accounts of Levin Capital Strategies, L.P. ⁽³⁾⁽⁴⁾		
Common	Stock ⁽¹⁾⁽²⁾												1,161,	226	I		By: Transamerica Large Cap Value Fund ⁽⁶⁾		
Common	Stock ⁽¹⁾⁽²⁾												82,8	84	I		By: Levin Capital Trilogy Master Fund, Ltd. ⁽⁷⁾		
Common	Stock ⁽¹⁾⁽²⁾												56,8	20	I		By: Levcap Alternative Fund, L.P. ⁽⁸⁾		
Common Stock ⁽¹⁾⁽²⁾										19,818		By: Safinia Partners, L.P.							
		Ta	able I							sposed of			y Owned						
1. Title of Derivative Security (Instr. 3)	Title of 2. 3. Transaction 3A. Deemed Execution Date Execution Date, or Exercise (Month/Day/Year)		4. Trans	saction e (Instr.	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	r 6. Da Expi	ate Ex	ercisable and	nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Num derivat Securit Benefic Owned Followi Report Transa (Instr. 4	ive ies cially ng ed ction(s)	10. Owners Form: Direct (I or Indire (I) (Instr	Beneficial Ownership ect (Instr. 4)				
		1																	

		Та	ble II - Deriva (e.g., p	tive S uts, c	ecu alls	ırities s, warr	Acqu ants,	options,	convertib	or Be le sec	néficiali or wcities)	y Owned			
1. Title of	2.	3. Transaction	3A. Deemed	€ ode	V	(6A)Nu	m(150e)r	ExPetisEbler	isΩadde and	7itTëtle	aSolodares		9. Number of	10.	11. Nature
Security (Instant)	or Exercise Ornice 65 of Derivative A Security	Amonth/Day/Year) Reporting Person L STRATEG	if any (Month/Day/Year)	Code 8)	detion (Instr	Secu Acqu (A) of Dispo	r osed)	Expiration D (Month/Day/\)		Securi Under Deriva	ities lying itive ity (Instr. 3	Derivative Security (Instr. 5)	derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	of Indirect Beneficial Ownership (Instr. 4)
	 DISON AVI	(First) ENUE I	(Middle)			(Instr and 5							(Instr. 4)		
17TH FL	JOOR I				П					<u> </u>	Amount				
(Street) NEW YO	ORK	NY	10022	Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	or Number of Shares				
(City)		(State)	(Zip)		_										
		Reporting Person*	LC												
(Last) 595 MAI 17TH FL	DISON AVI	(First) ENUE	(Middle)												
(Street) NEW YO	ORK	NY	10022		_										
(City)		(State)	(Zip)												
		Reporting Person* ilogy Master	Fund, Ltd.												
(Last) 595 MAI 17TH FL	DISON AVI	(First) ENUE	(Middle)												
(Street) NEW YO	ORK	NY	10022												
(City)		(State)	(Zip)												
1. Name an		Reporting Person*													
(Last) 595 MAI 17TH FL	DISON AVI	(First) ENUE	(Middle)		_										

17TH FLOOR

(Street)

NEW YORK NY 10022

(Zip)

(Middle)

10022

(City) (State)

1. Name and Address of Reporting Person^{\star}

Levcap Alternative Fund, L.P.

(Last) (First)

595 MADISON AVENUE

17TH FLOOR

(Street)

NEW YORK $\mathbf{N}\mathbf{Y}$

(City) (State) (Zip)

1. Name and Address of Reporting Person^{\star}

LCS Event Partners, LLC

(Middle)

595 MADISON AVENUE

17TH FLOOR		
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of Safinia Partners	. •	
(Last) 595 MADISON AV 17TH FLOOR	(First) /ENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of LCS L/S, LLC	of Reporting Person*	
(Last) 595 MADISON AV 17TH FLOOR	(First) /ENUE	(Middle)
(Street) NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Address of LEVIN JOHN		
(Last) 595 MADISON AV 17TH FLOOR	(First) /ENUE	(Middle)
(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"), 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. On September 18, 2017, one of the Managed Accounts that held 957 shares closed. Accordingly, as of September 18, 2017, LCS ceased to serve as the investment manager for investment manager for such Managed Account and as such, relinquished all voting and dispositive power over the shares held in the Managed Account.
- 6. Shares held by the 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.
- 7. 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.
- 8. 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.
- 9. 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.

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

<u>Levin Capital Trilogy Master</u> <u>10/11/2017</u> Fund, Ltd.; By: LCS, LLC; By: /s/ John A. Levin, Managing **Member** LCS, LLC; By: /s/ John A. 10/11/2017 Levin, Managing Member Levcap Alternative Fund, L.P.; By: LCS Event Partners, LLC; 10/11/2017 By: /s/ John A. Levin, Managing Member LCS Event Partners, LLC; By: /s/ John A. Levin, Managing 10/11/2017 **Member** Safinia Partners, L.P.; By: LCS L/S, LLC; By: /s/ John A. 10/11/2017 Levin, Managing Member LCS L/S, LLC; By: /s/ John A. 10/11/2017 Levin, Managing Member /s/ John A. Levin 10/11/2017 ** 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.