(Last)

(Street)

17TH FLOOR

**NEW YORK** 

(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(h)

## 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

		Reporting Person* <u>artners LLC</u>									ng Symbol <mark>CO</mark> [ FAR	м]			k all app Dired		X	10%	Owner
(Last) 595 MAI 17TH FL	DISON AV	•	(Middle	9)		Date of /01/20		Trans	sactio	n (Mo	nth/Day/Year)				Offic below	er (give title w)		Other below	(specify )
(Street)		Y	10022	!	4. 1	f Amen	dment, C	ate (	of Oriç	ginal F	iled (Month/D	ay/Year	)	6. Indi Line)	Forn	or Joint/Grount In filed by Or In filed by Mo Ion	ne Reporti	ng Per	son
(City)	(St	ate)	(Zip)																
			le I -	Non-Deriv	_			_		ed, [	_			cially					
1. Title of S	ecurity (Inst	r. 3)		2. Transaction Date (Month/Day/Y	ear)	if any	emed ion Date, /Day/Yea	0	Transa Code (I		4. Securities Disposed Of	Acquired (D) (Insti	d (A) or r. 3, 4 and	5)	5. Amo Securi Benefi Owned Report	ties cially I Following	6. Owner Form: Di (D) or Ind (I) (Instr.	rect lirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
								c	Code	v	Amount	(A) or (D)	Price		Transa	ction(s) 3 and 4)			(1115411 4)
Common	Stock <sup>(1)(2)</sup>			05/01/201	19				P		9,019	A	\$19.85	567 <sup>(7)</sup>	2,3	96,193	I		By: Managed Accounts of Levin Easterly Partners LLC <sup>(3)(4)</sup>
Common	Stock <sup>(1)(2)</sup>			05/02/201	19				P		6,956	A	\$19.74	<b>4</b> 71 <sup>(8)</sup>	2,4	03,149	I		By: Managed Accounts of Levin Easterly Partners LLC <sup>(3)(4)</sup>
Common	Stock <sup>(1)(2)</sup>														1	,115	I		By: A Managed Account of Levin Capital Strategies, LP <sup>(5)(6)</sup>
		Т	able I	l - Derivati (e.a pu							sposed of, , converti				wned				
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Executif any	eemed ution Date,	4. Transa	action (Instr.	5. Num of Derivat Securit Acquire (A) or Dispos of (D) (Instr. 3 and 5)	ber ive ies ed	6. Da Expi	ate Exe	ercisable and	7. Title Amou Secur Under Deriva	e and nt of ities lying ative ity (Instr.	8. F Der Sec (Ins	Price of rivative curity str. 5)	9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owr Forr Dire or Ir (I) (I	nership n: ct (D) ndirect nstr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					Code	v	(A) (	<b>D</b> )	Date Exer	cisabl	Expiration e Date	Title	Amoun or Numbe of Shares						
		Reporting Person*  artners LLC																	

(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person*	
LE Partners H	<u> Holdings LLC</u>	
(Last)	(First)	(Middle)
138 CONANT S	TREET	
(Street)		
BEVERLY	MA	01915
(City)	(State)	(Zip)
1. Name and Addres	ss of Reporting Person*	
LE Partners F	<u> Holdings II LLC</u>	
-		
(Last)	(First)	(Middle)
138 CONANT S	TREET	
(Street) BEVERLY	MA	01915
	1411.7	
(City)	(State)	(Zip)
Name and Address	ss of Reporting Person*	
	Holdings III LLC	
,		
(Last)	(First)	(Middle)
138 CONANT S		
,		
(Street)		
BEVERLY	MA	01915
(City)  1. Name and Addres	(State)	(Zip)
1. Name and Addres  LE Partners F	ss of Reporting Person*  Holdings IV LLC	
1. Name and Address LE Partners F (Last)	ss of Reporting Person*  Holdings IV LLC  (First)	(Zip) (Middle)
1. Name and Addres  LE Partners F	ss of Reporting Person*  Holdings IV LLC  (First)	
1. Name and Addres  LE Partners F  (Last)  138 CONANT S	ss of Reporting Person*  Holdings IV LLC  (First)	
1. Name and Address LE Partners F (Last)	ss of Reporting Person*  Holdings IV LLC  (First)	(Middle)
1. Name and Address LE Partners F  (Last) 138 CONANT S  (Street)	ss of Reporting Person* Holdings IV LLC  (First) TREET	
1. Name and Address LE Partners F  (Last) 138 CONANT S  (Street)	ss of Reporting Person* Holdings IV LLC  (First) TREET	(Middle)
1. Name and Address LE Partners F  (Last) 138 CONANT S  (Street) BEVERLY  (City)	Ses of Reporting Person* Holdings IV LLC  (First)  TREET  MA  (State)  Ses of Reporting Person*	(Middle) 01915
1. Name and Addres  LE Partners F  (Last)  138 CONANT S  (Street)  BEVERLY  (City)  1. Name and Addres  CRATE DAR	SS of Reporting Person* Holdings IV LLC  (First)  TREET  MA  (State)  SS of Reporting Person*  RELL W	(Middle)  01915 (Zip)
1. Name and Addres  LE Partners F  (Last)  138 CONANT S  (Street)  BEVERLY  (City)  1. Name and Addres  CRATE DAR  (Last)	SS of Reporting Person* Holdings IV LLC  (First)  TREET  MA  (State)  SS of Reporting Person*  RELL W  (First)	(Middle) 01915
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1. Name and Address LE Partners F  (Last) 138 CONANT S  (Street) BEVERLY  (City) 1. Name and Address CRATE DAR  (Last) 138 CONANT S  (Street) BEVERLY  (City) 1. Name and Address Kalichstein A	(First)  (State)  (State)  (State)  (State)  (State)  (State)  (First)  (First)  (First)  (First)  (First)  (First)  (First)  (First)  (State)  (State)  (State)  (State)  (State)	(Middle)  01915 (Zip)  (Middle)  01915 (Zip)
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1. Name and Address LE Partners F  (Last) 138 CONANT S  (Street) BEVERLY  (City) 1. Name and Address CRATE DAR  (Last) 138 CONANT S  (Street) BEVERLY  (City) 1. Name and Address Kalichstein A  (Last) 138 CONANT S  SUITE 500	(First)  (State)  (State)  (State)  (State)  (State)  (State)  (First)  (First)  (First)  (First)  (First)  (First)  (First)  (First)  (State)  (State)  (State)  (State)  (State)	(Middle)  01915 (Zip)  (Middle)  01915 (Zip)
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Murphy John	W	
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)
1. Name and Addres <u>LEVIN CAPI</u>		
(Last)	(First)	(Middle)
595 MADISON	AVENUE	
17TH FLOOR		
(Street)		
NEW YORK	NY	10022
(City)	(State)	(Zip)

## **Explanation of Responses:**

- 1. This Form 4 is being jointly filed by Levin Easterly Partners LLC ("Levin Easterly"), LE Partners Holdings LLC ("LEPH"), LE Partners Holdings II LLC ("LEPH II"), LE Partners Holdings IV LLC ("LEPH IV"), Darrell Crate ("Mr. Crate"), Avshalom Kalichstein ("Mr. Kalichstein"), John Murphy ("Mr. Murphy"), and Levin Capital Strategies, LP ("LCS") (collectively, the "Reporting Persons").
- 2. The Reporting Persons are voluntarily filing this Form 4 as a result of acquiring over 10% of the Issuer's outstanding shares of Common Stock. Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (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 "LEP Managed Accounts"). Levin Easterly, as the investment manager to the LEP Managed Accounts, may be deemed to beneficially own such shares. Levin Easterly does not have a reportable pecuniary interest under Section 16a-1(a)(2) of the Exchange Act in the shares held in the LEP Managed Accounts as Levin Easterly receives an asset-based management fee for serving as investment manager to the LEP Managed Accounts, except that with respect to 44,366 shares held in the LEP Managed Accounts, Levin Easterly receives a performance-based incentive fee. The performance-based incentive fee Levin Easterly 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 nor more than 10% of the market value thereof.
- 4. For the reasons set forth above in footnote 3, none of LEPH, LEPH II, LEPH III, LEPH IV, Mr. Crate, Mr. Kalichstein and Mr. Murphy have a reportable pecuniary interest in the shares held in the LEP Managed Accounts.
- 5. Shares held in a certain separately managed account (the "LCS Managed Account"). LCS, as the investment manager to the LCS Managed Account, 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 LCS Managed Account as LCS receives an asset-based management fee for serving as investment manager to the LCS Managed Account. Amount includes only those Shares of the Issuer held in an account managed by Mr. Murphy for whom LCS acts as investment manager and does not include any other Shares of the Issuer beneficially owned by LCS for which Mr. Murphy does not have investment discretion or voting power.
- 6. For the reasons set forth above in footnote 5, Mr. Murphy does not have a reportable pecuniary interest in the shares held in the LCS Managed Account.
- 7. he price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$19.79 and \$19.90. 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 7.
- 8. he price reported is a weighted average price. The reported shares were purchased in multiple transactions at prices ranging from \$19.72 and \$19.75. 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 8.

<u>Levin Easterly Partners LLC;</u> <u>By: /s/ Darrell Crate, Chairman</u> 05/03/2019

LE Partners Holdings LLC;

By: /s/ Darrell Crate, Managing 05/03/2019

**Director** 

LE Partners Holdings II LLC;

By: /s/ Darrell Crate, Managing 05/03/2019

Director

LE Partners Holdings III LLC;

By: /s/ Darrell Crate, Managing 05/03/2019

<u>Director</u>

LE Partners Holdings IV LLC;

By: /s/ Darrell Crate, Managing 05/03/2019

Director

 /s/ Darrell Crate
 05/03/2019

 /s/ Avshalom Kalichstein
 05/03/2019

 /s/ John Murphy
 05/03/2019

Levin Capital Strategies, LP;

By /s/ John A. Levin, Chief 05/03/2019

**Executive Officer** 

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

- $^{\star}$  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.