## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

#### **SCHEDULE 13D**

(Rule 13d-101)

### INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 3)<sup>1</sup>

LivePerson, Inc. (Name of Issuer)

Common Stock, par value \$0.001 per share (Title of Class of Securities)

> <u>538146101</u> (CUSIP Number)

JEFFREY C. SMITH STARBOARD VALUE LP 777 Third Avenue, 18th Floor New York, New York 10017 (212) 845-7977

STEVE WOLOSKY, ESQ. ANDREW FREEDMAN, ESQ. OLSHAN FROME WOLOSKY LLP 1325 Avenue of the Americas New York, New York 10019 (212) 451-2300 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 16, 2023 (Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of 240.13d-1(e), 240.13d-1(g), check the following box  $\square$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

| 1                                   | NAME OF REPO  | RTING PERSON   |  |  |  |
|-------------------------------------|---------------|--|--|--|--|
|                                     | STARBOA       | RD VALUE LP  |  |  |  |
| 2                                   |               | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b) (b) (c)                             |  |  |  |
| 3                                   | SEC USE ONLY  | EC USE ONLY  |  |  |  |
| 4                                   |               | SOURCE OF FUNDS  |  |  |  |
| 5                                   |               | OO<br>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |  |  |  |
| 6                                   | CITIZENSHIP O | CITIZENSHIP OR PLACE OF ORGANIZATION   |  |  |  |
|                                     | DELAWAR       |  |  |  |  |
| NUMBER OF<br>SHARES<br>BENEFICIALLY | 7             | SOLE VOTING POWER<br>2,360,000   |  |  |  |
| OWNED BY<br>EACH<br>REPORTING       | 8             | SHARED VOTING POWER  |  |  |  |
| PERSON WITH                         | 9             | SOLE DISPOSITIVE POWER   |  |  |  |
|                                     |               | 2,360,000  |  |  |  |
|                                     | 10            | SHARED DISPOSITIVE POWER   |  |  |  |
|                                     |               | - 0 -  |  |  |  |
| 11                                  | AGGREGATE A   | MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |
|                                     | 2,360,000     |  |  |  |  |
| 12                                  |               | THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                                     |  |  |  |
| 13                                  | PERCENT OF CI | LASS REPRESENTED BY AMOUNT IN ROW (11)   |  |  |  |
|                                     | 3.1%          |  |  |  |  |
| 14                                  | TYPE OF REPOR | RTING PERSON   |  |  |  |
|                                     | PN            |  |  |  |  |

| 1                      | NAME OF REPO           | RTING PERSON  |  |  |  |
|------------------------|------------------------|---|--|--|--|
| -                      |                        |   |  |  |  |
|                        |                        | RD VALUE AND OPPORTUNITY MASTER FUND LTD  |  |  |  |
| 2                      | CHECK THE API          | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$            |  |  |  |
| 3                      | SEC USE ONLY           | SEC USE ONLY  |  |  |  |
| 4                      | SOURCE OF FUN          | NDS   |  |  |  |
|                        | WC                     |   |  |  |  |
| 5                      | CHECK BOX IF I<br>2(e) | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |  |  |  |
| 6                      | CITIZENSHIP OF         | R PLACE OF ORGANIZATION   |  |  |  |
|                        | CAYMAN I               | SLANDS  |  |  |  |
| NUMBER OF              | 7                      | SOLE VOTING POWER   |  |  |  |
| SHARES<br>BENEFICIALLY |                        | 1,380,887   |  |  |  |
| OWNED BY               | 8                      | SHARED VOTING POWER   |  |  |  |
| EACH<br>REPORTING      |                        | - 0 -   |  |  |  |
| PERSON WITH            | 9                      | SOLE DISPOSITIVE POWER  |  |  |  |
|                        |                        | 1,380,887   |  |  |  |
|                        | 10                     | SHARED DISPOSITIVE POWER  |  |  |  |
|                        |                        | - 0 -   |  |  |  |
| 11                     | AGGREGATE AN           | NOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                                 |  |  |  |
|                        | 1,380,887              |   |  |  |  |
| 12                     |                        | THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                          |  |  |  |
| 13                     | PERCENT OF CL          | ASS REPRESENTED BY AMOUNT IN ROW (11)   |  |  |  |
|                        | 1.8%                   |   |  |  |  |
| 14                     | TYPE OF REPOR          | TING PERSON   |  |  |  |
|                        | СО                     |   |  |  |  |

## 3

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| 1            | +              |   |       |  |  |
|--------------|----------------|---|-------|--|--|
| 1            | NAME OF REPOR  | NAME OF REPORTING PERSON  |       |  |  |
|              |                |   |       |  |  |
|              |                | D VALUE AND OPPORTUNITY S LLC                                       | (a) 🗆 |  |  |
| 2            |                |   |       |  |  |
|              |                |   | (b) 🗆 |  |  |
|              |                |   |       |  |  |
| 3            | SEC USE ONLY   |   |       |  |  |
|              |                |   |       |  |  |
| 4            | SOURCE OF FUN  | DS  |       |  |  |
| 4            | SOURCE OF FUN. | 08  |       |  |  |
|              | WC             |   |       |  |  |
| 5            |                | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
| 5            | 2(e)           |   |       |  |  |
|              | -(*)           |   |       |  |  |
|              |                |   |       |  |  |
| 6            | CITIZENSHIP OR | PLACE OF ORGANIZATION   |       |  |  |
|              |                |   |       |  |  |
|              | DELAWARE       |   |       |  |  |
| NUMBER OF    | 7              | SOLE VOTING POWER   |       |  |  |
| SHARES       |                |   |       |  |  |
| BENEFICIALLY |                | 198,560   |       |  |  |
| OWNED BY     | 8              | SHARED VOTING POWER   |       |  |  |
| EACH         |                |   |       |  |  |
| REPORTING    |                |   |       |  |  |
| PERSON WITH  | 9              | SOLE DISPOSITIVE POWER  |       |  |  |
|              |                | 198,560   |       |  |  |
|              | 10             | SHARED DISPOSITIVE POWER  |       |  |  |
|              | 10             | SHARED DISTOSTITVE TOWER  |       |  |  |
|              |                | - 0 -   |       |  |  |
| 11           | AGGREGATE AM   | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |
|              |                |   |       |  |  |
|              | 198,560        |   |       |  |  |
| 12           |                | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |
|              |                |   |       |  |  |
|              |                |   |       |  |  |
| 13           | PERCENT OF CLA | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|              |                |   |       |  |  |
|              | Less than 1%   |   |       |  |  |
| 14           | TYPE OF REPORT | ING PERSON  |       |  |  |
|              | 00             |   |       |  |  |
|              | 00             |   |       |  |  |

| . <u> </u>             | 1  |   |       |  |  |  |
|------------------------|--|---|-------|--|--|--|
| 1                      | NAME OF REPOR                                    | TING PERSON   |       |  |  |  |
|                        |  |   |       |  |  |  |
|                        |  | D VALUE AND OPPORTUNITY C LP  | (a) 🗆 |  |  |  |
| 2                      | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |   |       |  |  |  |
|                        |  |   | (b) 🗆 |  |  |  |
| 3                      | SEC USE ONLY                                     |   |       |  |  |  |
| 3                      | SEC USE ONLY                                     |   |       |  |  |  |
|                        |  |   |       |  |  |  |
| 4                      | SOURCE OF FUNI                                   | DS  |       |  |  |  |
| ·                      | Source of Ford                                   |   |       |  |  |  |
|                        | WC   |   |       |  |  |  |
| 5                      |  | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |  |
|                        | 2(e)   |   |       |  |  |  |
|                        |  |   |       |  |  |  |
|                        |  |   |       |  |  |  |
| 6                      | CITIZENSHIP OR                                   | PLACE OF ORGANIZATION   |       |  |  |  |
|                        |  |   |       |  |  |  |
|                        | DELAWARE   |   |       |  |  |  |
| NUMBER OF              | 7  | SOLE VOTING POWER   |       |  |  |  |
| SHARES<br>BENEFICIALLY |  | 122,720   |       |  |  |  |
| OWNED BY               | 8  | SHARED VOTING POWER   |       |  |  |  |
| EACH                   | 0  | SHAKED VOTING FOWER   |       |  |  |  |
| REPORTING              |  | - 0 -   |       |  |  |  |
| PERSON WITH            | 9  | SOLE DISPOSITIVE POWER  |       |  |  |  |
|                        | ,<br>,   |   |       |  |  |  |
|                        |  | 122,720   |       |  |  |  |
|                        | 10   | SHARED DISPOSITIVE POWER  |       |  |  |  |
|                        |  |   |       |  |  |  |
|                        |  | - 0 -   |       |  |  |  |
| 11                     | AGGREGATE AM                                     | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |  |
|                        | 100 700  |   |       |  |  |  |
| 10                     | 122,720  | UE A CORECUTE AN OLDITIDI DOM (11) EVOLUDEO CEDTADI CUADEC          |       |  |  |  |
| 12                     | CHECK BOX IF TI                                  | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |  |
|                        |  |   |       |  |  |  |
| 13                     | PERCENT OF CLA                                   | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |  |
| 15                     | I LICELUI OF CLP                                 |   |       |  |  |  |
|                        | Less than 1%                                     |   |       |  |  |  |
| 14                     | TYPE OF REPORT                                   |   |       |  |  |  |
|                        |  |   |       |  |  |  |
|                        | PN   |   |       |  |  |  |
|                        |  |   |       |  |  |  |

| 1                        | NAME OF REPORT   | TING PERSON  |       |  |  |
|--------------------------|------------------|--|-------|--|--|
|                          | 0000000          |  |       |  |  |
|                          |                  | VALUE R LP   | (a) 🗆 |  |  |
| 2                        |                  |  |       |  |  |
|                          |                  |  | (b) 🗆 |  |  |
| 3                        | SEC USE ONLY     |  |       |  |  |
| 5                        | SEC USE ONEI     |  |       |  |  |
|                          |                  |  |       |  |  |
| 4                        | SOURCE OF FUNE   | DS   |       |  |  |
|                          |                  |  |       |  |  |
|                          | 00               |  |       |  |  |
| 5                        |                  | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
|                          | 2(e)             |  |       |  |  |
|                          |                  |  |       |  |  |
| 6                        | CITIZENSHID OD I | DI ACE OF OPGANIZATION   |       |  |  |
| 0                        | CITIZENSIIII OKI | CITIZENSHIP OR PLACE OF ORGANIZATION                               |       |  |  |
|                          | DELAWARE         |  |       |  |  |
| NUMBER OF                | 7                | SOLE VOTING POWER  |       |  |  |
| SHARES                   |                  |  |       |  |  |
| BENEFICIALLY             |                  | 122,720  |       |  |  |
| OWNED BY                 | 8                | SHARED VOTING POWER  |       |  |  |
| EACH                     |                  |  |       |  |  |
| REPORTING<br>PERSON WITH | 0                | - 0 - SOLE DISPOSITIVE POWER                                       |       |  |  |
| PERSON WITH              | 9                | SOLE DISPOSITIVE POWER   |       |  |  |
|                          |                  | 122,720  |       |  |  |
|                          | 10               | SHARED DISPOSITIVE POWER   |       |  |  |
|                          |                  |  |       |  |  |
|                          |                  | - 0 -  |       |  |  |
| 11                       | AGGREGATE AMO    | DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                   |       |  |  |
|                          |                  |  |       |  |  |
| 12                       | 122,720          |  |       |  |  |
| 12                       | CHECK BOX IF TH  | IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES            |       |  |  |
|                          |                  |  |       |  |  |
| 13                       | PERCENT OF CLA   | SS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|                          |                  |  |       |  |  |
|                          | Less than 1%     |  |       |  |  |
| 14                       | TYPE OF REPORT   | NG PERSON  |       |  |  |
|                          |                  |  |       |  |  |
|                          | PN               |  |       |  |  |

| 1            | NAME OF REPORTING PERSON                         |  |       |  |  |
|--------------|--|--|-------|--|--|
|              |  |  |       |  |  |
|              |  | VALUE AND OPPORTUNITY MASTER FUND L LP                             | (a) 🗆 |  |  |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |  |       |  |  |
|              |  |  | (b) 🗆 |  |  |
| 3            | SEC USE ONLY                                     |  |       |  |  |
| 5            | SEC USE ONLI                                     |  |       |  |  |
|              |  |  |       |  |  |
| 4            | SOURCE OF FUND                                   | S  |       |  |  |
|              |  |  |       |  |  |
|              | WC   |  |       |  |  |
| 5            |  | SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
|              | 2(e)   |  |       |  |  |
|              |  |  |       |  |  |
| (            | OTTIZENCIUD OD D                                 |  |       |  |  |
| 6            | CITIZENSHIP OR PLACE OF ORGANIZATION             |  |       |  |  |
|              | CAYMAN ISLANDS                                   |  |       |  |  |
| NUMBER OF    | 7  | SOLE VOTING POWER  |       |  |  |
| SHARES       | ,  |  |       |  |  |
| BENEFICIALLY |  | 85,268   |       |  |  |
| OWNED BY     | 8  | SHARED VOTING POWER  |       |  |  |
| EACH         |  |  |       |  |  |
| REPORTING    |  | - 0 -  |       |  |  |
| PERSON WITH  | 9  | SOLE DISPOSITIVE POWER   |       |  |  |
|              |  | 85,268   |       |  |  |
|              | 10   | SHARED DISPOSITIVE POWER   |       |  |  |
|              | 10   | SHARED DISTOSTITVE FOWER   |       |  |  |
|              |  | - 0 -  |       |  |  |
| 11           | AGGREGATE AMC                                    | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |
|              |  |  |       |  |  |
|              | 85,268   |  |       |  |  |
| 12           | CHECK BOX IF TH                                  | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |
|              |  |  |       |  |  |
| 13           | DEDCENT OF CLAS                                  | CODEDECENTED DV AMOUNT IN DOW (11)                                 |       |  |  |
| 15           | FERCENT OF CLAS                                  | SS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|              | Less than 1%                                     |  |       |  |  |
| 14           | TYPE OF REPORTI                                  | NG PERSON  |       |  |  |
|              |  |  |       |  |  |
|              | PN   |  |       |  |  |
|              | *  |  |       |  |  |

| 1                        | NAME OF REPOR   | HNG PERSON  |       |  |  |
|--------------------------|-----------------|---|-------|--|--|
|                          | CTADDO ADI      |   |       |  |  |
| 2                        |                 | O VALUE L LP  | (a) 🗆 |  |  |
| 2                        |                 |   |       |  |  |
|                          |                 |   | (b) 🗆 |  |  |
| 3                        | SEC USE ONLY    | SEC LISE ONLY   |       |  |  |
| 5                        | SEC USE ONEI    |   |       |  |  |
|                          |                 |   |       |  |  |
| 4                        | SOURCE OF FUNI  | 28  |       |  |  |
|                          | Sooned of Ford  |   |       |  |  |
|                          | 00              |   |       |  |  |
| 5                        | CHECK BOX IF D  | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
|                          | 2(e)            |   |       |  |  |
|                          |                 |   |       |  |  |
|                          |                 |   |       |  |  |
| 6                        | CITIZENSHIP OR  | PLACE OF ORGANIZATION   |       |  |  |
|                          |                 |   |       |  |  |
| -                        | DELAWARE        |   |       |  |  |
| NUMBER OF                | 7               | SOLE VOTING POWER   |       |  |  |
| SHARES                   |                 | 05.0(0)   |       |  |  |
| BENEFICIALLY<br>OWNED BY | 0               | 85,268<br>SHARED VOTING POWER                                       |       |  |  |
| EACH                     | 8               | SHARED VOTING POWER   |       |  |  |
| REPORTING                |                 | - 0 -   |       |  |  |
| PERSON WITH              | 9               | SOLE DISPOSITIVE POWER  |       |  |  |
|                          | ,               | SOLE DISI OSITIVE TOWER   |       |  |  |
|                          |                 | 85,268  |       |  |  |
|                          | 10              | SHARED DISPOSITIVE POWER  |       |  |  |
|                          |                 |   |       |  |  |
|                          |                 | - 0 -   |       |  |  |
| 11                       | AGGREGATE AM    | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |
|                          |                 |   |       |  |  |
|                          | 85,268          |   |       |  |  |
| 12                       | CHECK BOX IF TI | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |
|                          |                 |   |       |  |  |
|                          |                 |   |       |  |  |
| 13                       | PERCENT OF CLA  | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|                          | T (1 10/        |   |       |  |  |
| 1.4                      | Less than 1%    |   |       |  |  |
| 14                       | TYPE OF REPORT  | ING PEKSUN  |       |  |  |
|                          | PN              |   |       |  |  |
|                          | L IN            |   |       |  |  |

|              | *  |   |       |  |  |
|--------------|--|---|-------|--|--|
| 1            | NAME OF REPORTING PERSON                         |   |       |  |  |
|              |  |   |       |  |  |
|              |  | D VALUE R GP LLC  | (a) 🗆 |  |  |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |   |       |  |  |
|              |  |   | (b) 🗆 |  |  |
| 3            | SEC USE ONLY                                     |   |       |  |  |
| 5            | SEC USE ONLY                                     |   |       |  |  |
|              |  |   |       |  |  |
| 4            | SOURCE OF FUNI                                   | DS  |       |  |  |
|              |  |   |       |  |  |
|              | 00   |   |       |  |  |
| 5            | CHECK BOX IF D                                   | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
|              | 2(e)   |   |       |  |  |
|              |  |   |       |  |  |
|              |  |   |       |  |  |
| 6            | CITIZENSHIP OR                                   | PLACE OF ORGANIZATION   |       |  |  |
|              | DELAWARE   |   |       |  |  |
| NUMBER OF    | 7  | SOLE VOTING POWER   |       |  |  |
| SHARES       | /  | SOLE VOTINO FOWER   |       |  |  |
| BENEFICIALLY |  | 207,988   |       |  |  |
| OWNED BY     | 8  | SHARED VOTING POWER   |       |  |  |
| EACH         |  |   |       |  |  |
| REPORTING    |  | - 0 -   |       |  |  |
| PERSON WITH  | 9  | SOLE DISPOSITIVE POWER  |       |  |  |
|              |  |   |       |  |  |
|              | 10   | 207,988   |       |  |  |
|              | 10   | SHARED DISPOSITIVE POWER  |       |  |  |
|              |  | - 0 -   |       |  |  |
| 11           | AGGREGATE AM                                     | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |
| 11           |  | CONTREASED OWNED DI ENORMED ONING LENON                             |       |  |  |
|              | 207,988  |   |       |  |  |
| 12           |  | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |
|              |  |   |       |  |  |
|              |  |   |       |  |  |
| 13           | PERCENT OF CLA                                   | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|              | T (1 10)   |   |       |  |  |
| 1.4          | Less than 1%                                     |   |       |  |  |
| 14           | TYPE OF REPORT                                   | ING PEKSUN  |       |  |  |
|              | 00   |   |       |  |  |
| L            | 00   |   |       |  |  |

| 1            | NAME OF REPOR  | TING PERSON  |       |
|--------------|----------------|--|-------|
|              |                |  |       |
|              |                | D X MASTER FUND LTD  |       |
| 2            | CHECK THE APP  | ROPRIATE BOX IF A MEMBER OF A GROUP                                  | (a) 🗆 |
|              |                |  | (b) 🗆 |
| 3            | SEC USE ONLY   |  |       |
| 5            | SEC USE UNLY   |  |       |
|              |                |  |       |
| 4            | SOURCE OF FUN  | DS   |       |
|              |                |  |       |
|              | WC             |  |       |
| 5            |                | SISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |
|              | 2(e)           |  |       |
|              |                |  |       |
| 6            | CITIZENGUIDOD  | PLACE OF ORGANIZATION  |       |
| 0            | CITIZENSHIP OK | I LACE OF UNUANIZATION   |       |
|              | CAYMAN IS      | LANDS  |       |
| NUMBER OF    | 7              | SOLE VOTING POWER  |       |
| SHARES       |                |  |       |
| BENEFICIALLY |                | 318,503  |       |
| OWNED BY     | 8              | SHARED VOTING POWER  |       |
| EACH         |                |  |       |
| REPORTING    | 0              | - 0 -  |       |
| PERSON WITH  | 9              | SOLE DISPOSITIVE POWER   |       |
|              |                | 318,503  |       |
|              | 10             | SHARED DISPOSITIVE POWER   |       |
|              |                |  |       |
|              |                | - 0 -  |       |
| 11           | AGGREGATE AM   | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                     |       |
|              |                |  |       |
| 10           | 318,503        |  |       |
| 12           | CHECK BOX IF T | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES              |       |
|              |                |  |       |
| 13           | PERCENT OF CL  | ASS REPRESENTED BY AMOUNT IN ROW (11)                                |       |
|              |                |  |       |
|              | Less than 1%   |  |       |
| 14           | TYPE OF REPORT | TING PERSON  |       |
|              |                |  |       |
|              | CO             |  |       |

| 1            | NAME OF DEDOD            | TING BERSON   |       |  |  |
|--------------|--------------------------|---|-------|--|--|
| 1            | NAME OF REPORTING PERSON |   |       |  |  |
|              | STARBOARD VALUE GP LLC   |   |       |  |  |
| 2            |                          | ROPRIATE BOX IF A MEMBER OF A GROUP                                 | (a) 🗆 |  |  |
| -            |                          | $(a) \Box $   |       |  |  |
|              |                          |   |       |  |  |
| 3            | SEC USE ONLY             | SEC USE ONLY  |       |  |  |
|              |                          |   |       |  |  |
|              |                          | ~~~   |       |  |  |
| 4            | SOURCE OF FUN            | DS  |       |  |  |
|              | 00                       |   |       |  |  |
| 5            |                          | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |  |
| -            | 2(e)                     | ······································                              |       |  |  |
|              |                          |   |       |  |  |
|              |                          |   |       |  |  |
| 6            | CITIZENSHIP OR           | PLACE OF ORGANIZATION   |       |  |  |
|              |                          |   |       |  |  |
| NUMBER OF    | DELAWARE<br>7            | SOLE VOTING POWER   |       |  |  |
| SHARES       | /                        | SOLE VOTINO FOWER   |       |  |  |
| BENEFICIALLY |                          | 2,360,000   |       |  |  |
| OWNED BY     | 8                        | SHARED VOTING POWER   |       |  |  |
| EACH         |                          |   |       |  |  |
| REPORTING    |                          | - 0 -   |       |  |  |
| PERSON WITH  | 9                        | SOLE DISPOSITIVE POWER  |       |  |  |
|              |                          | 2,360,000   |       |  |  |
|              | 10                       | SHARED DISPOSITIVE POWER  |       |  |  |
|              | 10                       |   |       |  |  |
|              |                          | - 0 -   |       |  |  |
| 11           | AGGREGATE AM             | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |  |
|              | 2 2 4 0 000              |   |       |  |  |
| 12           | 2,360,000                | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |  |
| 12           | CHECK DUA IF I           | HE AOOREOATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHAKES             |       |  |  |
|              |                          |   |       |  |  |
| 13           | PERCENT OF CLA           | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |       |  |  |
|              |                          |   |       |  |  |
|              | 3.1%                     |   |       |  |  |
| 14           | TYPE OF REPORT           | 'ING PERSON   |       |  |  |
|              |                          |   |       |  |  |
|              | 00                       |   |       |  |  |

| 1            | NAME OF REPORT                                   | TING PERSON   |       |  |
|--------------|--|---|-------|--|
|              |  |   |       |  |
|              |  | O PRINCIPAL CO LP   | (a) 🗆 |  |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP |   |       |  |
|              |  |   | (b) 🗆 |  |
| 3            | SEC USE ONLY                                     |   |       |  |
| 5            |  |   |       |  |
|              |  |   |       |  |
| 4            | SOURCE OF FUNI                                   | DS  |       |  |
|              |  |   |       |  |
|              | 00   |   |       |  |
| 5            |  | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |       |  |
|              | 2(e)   |   |       |  |
|              |  |   |       |  |
| 6            | CITIZENSHIDOD                                    | PLACE OF ORGANIZATION   |       |  |
| 0            | CITIZENSIIII OK                                  | LACE OF ORGANIZATION  |       |  |
|              | DELAWARE   |   |       |  |
| NUMBER OF    | 7  | SOLE VOTING POWER   |       |  |
| SHARES       |  |   |       |  |
| BENEFICIALLY |  | 2,360,000   |       |  |
| OWNED BY     | 8  | SHARED VOTING POWER   |       |  |
| EACH         |  |   |       |  |
| REPORTING    |  |   |       |  |
| PERSON WITH  | 9  | SOLE DISPOSITIVE POWER  |       |  |
|              |  | 2,360,000   |       |  |
|              | 10   | SHARED DISPOSITIVE POWER  |       |  |
|              | 10   | SIMALD DISCOSITIVE FOWER  |       |  |
|              |  | - 0 -   |       |  |
| 11           | AGGREGATE AM                                     | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |       |  |
|              |  |   |       |  |
|              | 2,360,000  |   |       |  |
| 12           | CHECK BOX IF TH                                  | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |       |  |
|              |  |   |       |  |
| 13           | DEDCENTOECLA                                     | SS REPRESENTED BY AMOUNT IN ROW (11)                                |       |  |
| 15           | I ERCENT OF CLA                                  | 100  Kerkedented di Almount in Kow (11)                             |       |  |
|              | 3.1%   |   |       |  |
| 14           | TYPE OF REPORT                                   | ING PERSON  |       |  |
|              |  |   |       |  |
|              | PN   |   |       |  |
|              |  |   |       |  |

| 1                        | NAME OF DEDOD                 | TING BERSON   |               |  |  |
|--------------------------|-------------------------------|---|---------------|--|--|
| 1                        | NAME OF REPORTING PERSON      |   |               |  |  |
|                          | STARBOARD PRINCIPAL CO GP LLC |   |               |  |  |
| 2                        |                               | ROPRIATE BOX IF A MEMBER OF A GROUP                                 | (a) 🗆         |  |  |
| _                        |                               |   | $(b) \square$ |  |  |
|                          |                               |   |               |  |  |
| 3                        | SEC USE ONLY                  | SEC USE ONLY  |               |  |  |
|                          |                               |   |               |  |  |
| 4                        | SOURCE OF FUN                 | 20  |               |  |  |
| 4                        | SOURCE OF FUR                 | 5   |               |  |  |
|                          | 00                            |   |               |  |  |
| 5                        |                               | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |               |  |  |
|                          | 2(e)                          |   |               |  |  |
|                          |                               |   |               |  |  |
| 6                        | CITIZENSHIP OR                | PLACE OF ORGANIZATION   |               |  |  |
| 0                        | CITIZENSIIII OK               | I LACE OF OKGANIZATION  |               |  |  |
|                          | DELAWARE                      |   |               |  |  |
| NUMBER OF                | 7                             | SOLE VOTING POWER   |               |  |  |
| SHARES                   |                               |   |               |  |  |
| BENEFICIALLY<br>OWNED BY | 0                             | 2,360,000<br>SHARED VOTING POWER                                    |               |  |  |
| EACH                     | 8                             | SHARED VOTING POWER   |               |  |  |
| REPORTING                |                               | - 0 -   |               |  |  |
| PERSON WITH              | 9                             | SOLE DISPOSITIVE POWER  |               |  |  |
|                          |                               |   |               |  |  |
|                          |                               | 2,360,000   |               |  |  |
|                          | 10                            | SHARED DISPOSITIVE POWER  |               |  |  |
|                          |                               | - 0 -   |               |  |  |
| 11                       | AGGREGATE AM                  | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |               |  |  |
|                          |                               |   |               |  |  |
|                          | 2,360,000                     |   |               |  |  |
| 12                       | CHECK BOX IF T                | HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES             |               |  |  |
|                          |                               |   |               |  |  |
| 13                       | PERCENT OF CL                 | ASS REPRESENTED BY AMOUNT IN ROW (11)                               |               |  |  |
| 1.5                      |                               |   |               |  |  |
|                          | 3.1%                          |   |               |  |  |
| 14                       | TYPE OF REPORT                | TNG PERSON  |               |  |  |
|                          |                               |   |               |  |  |
|                          | 00                            |   |               |  |  |

| 1                        | NAME OF REPORTING PERSON  |   |  |  |
|--------------------------|---|---|--|--|
|                          |   |   |  |  |
|                          | JEFFREY C. SMITH  |   |  |  |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$           |   |  |  |
|                          | (b) 🗆   |   |  |  |
| 3                        | SEC USE ONLY  |   |  |  |
| 5                        | SEC USE ONLI  |   |  |  |
|                          |   |   |  |  |
| 4                        | SOURCE OF FUNI  | DS  |  |  |
|                          |   |   |  |  |
|                          | 00  |   |  |  |
| 5                        |   | ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR |  |  |
|                          | 2(e)  |   |  |  |
|                          |   |   |  |  |
| 6                        | CITIZENSHIDOD   | PLACE OF ORGANIZATION   |  |  |
| 0                        |   | I LACE OF ORGANIZATION  |  |  |
|                          | USA   |   |  |  |
| NUMBER OF                | 7   | SOLE VOTING POWER   |  |  |
| SHARES                   |   |   |  |  |
| BENEFICIALLY             |   | - 0 -   |  |  |
| OWNED BY                 | 8   | SHARED VOTING POWER   |  |  |
| EACH                     |   | 2 2 (0.000  |  |  |
| REPORTING<br>PERSON WITH | 0   | 2,360,000<br>SOLE DISPOSITIVE POWER                                 |  |  |
| PERSON WITH              | 9   | SOLE DISPOSITIVE POWER  |  |  |
|                          |   | - 0 -   |  |  |
|                          | 10  | SHARED DISPOSITIVE POWER  |  |  |
|                          |   |   |  |  |
|                          |   | 2,360,000   |  |  |
| 11                       | AGGREGATE AM  | OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                    |  |  |
|                          |   |   |  |  |
| 10                       | 2,360,000   |   |  |  |
| 12                       | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |   |  |  |
|                          |   |   |  |  |
| 13                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |   |  |  |
| 15                       | PERCENT OF CLASS REFRESENTED BY AMOUNT IN KOW (11)                    |   |  |  |
|                          | 3.1%  |   |  |  |
| 14                       | TYPE OF REPORT  | ING PERSON  |  |  |
|                          |   |   |  |  |
|                          | IN  |   |  |  |

| n                 | •   |  |     |  |  |
|-------------------|---|--|-----|--|--|
| 1                 | NAME OF REPORTING PERSON  |  |     |  |  |
|                   |   |  |     |  |  |
|                   | PETER A. FELD   |  |     |  |  |
| 2                 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$           |  |     |  |  |
|                   |   | (b) 🗆  |     |  |  |
|                   | CECHICE ONLY  |  |     |  |  |
| 3                 | SEC USE ONLY  |  |     |  |  |
|                   |   |  |     |  |  |
| 4                 | SOURCE OF FU  | NDS  |     |  |  |
| 4                 | SOURCE OF FU  | ND5  |     |  |  |
|                   | 00  |  |     |  |  |
| 5                 |   | DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF | 2 🗌 |  |  |
| -                 | 2(e)  |  |     |  |  |
|                   |   |  |     |  |  |
|                   |   |  |     |  |  |
| 6                 | CITIZENSHIP O   | R PLACE OF ORGANIZATION  |     |  |  |
|                   |   |  |     |  |  |
|                   | USA   |  |     |  |  |
| NUMBER OF         | 7   | SOLE VOTING POWER  |     |  |  |
| SHARES            |   |  |     |  |  |
| BENEFICIALLY      |   |  |     |  |  |
| OWNED BY          | 8   | SHARED VOTING POWER  |     |  |  |
| EACH<br>REPORTING |   | 2,360,000  |     |  |  |
| PERSON WITH       | 9   | SOLE DISPOSITIVE POWER   |     |  |  |
| TERSON WITH       | 9   | SOLE DISPOSITIVE FOWER   |     |  |  |
|                   |   | - 0 -  |     |  |  |
|                   | 10  | SHARED DISPOSITIVE POWER   |     |  |  |
|                   |   |  |     |  |  |
|                   |   | 2,360,000  |     |  |  |
| 11                | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON          |  |     |  |  |
|                   |   |  |     |  |  |
|                   | 2,360,000   |  |     |  |  |
| 12                | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |     |  |  |
|                   |   |  |     |  |  |
| 12                |   |  |     |  |  |
| 13                | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |  |     |  |  |
|                   | 2.10/   |  |     |  |  |
| 14                | 3.1%<br>TYPE OF REPORTING PERSON                                      |  |     |  |  |
| 14                | I I FE OF KEFORTINU PERSON  |  |     |  |  |
|                   | IN  |  |     |  |  |
| l                 |   |  |     |  |  |

The following constitutes Amendment No. 3 to the Schedule 13D filed by the undersigned ("Amendment No. 3"). This Amendment No. 3 amends the Schedule 13D as specifically set forth herein.

#### Item 3. Source and Amount of Funds or Other Consideration.

#### Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 1,380,887 Shares beneficially owned by Starboard V&O Fund is approximately \$25,205,862, excluding brokerage commissions. The aggregate purchase price of the 198,560 Shares beneficially owned by Starboard S LLC is approximately \$3,621,654, excluding brokerage commissions. The aggregate purchase price of the 122,720 Shares beneficially owned by Starboard C LP is approximately \$2,238,853, excluding brokerage commissions. The aggregate purchase price of the 85,268 Shares beneficially owned by Starboard L Master is approximately \$1,555,714, excluding brokerage commissions. The aggregate purchase price of the 318,503 Shares beneficially owned by Starboard X Master is approximately \$5,811,518, excluding brokerage commissions. The aggregate purchase price of the 254,062 Shares held in the Starboard Value LP Account is approximately \$5,102,507, excluding brokerage commissions.

#### Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 75,870,887 Shares outstanding, as of March 10, 2023, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2023.

#### A. Starboard V&O Fund

(a) As of the close of business on March 17, 2023, Starboard V&O Fund beneficially owned 1,380,887 Shares.

Percentage: Approximately 1.8%

- (b) 1. Sole power to vote or direct vote: 1,380,887
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,380,887
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- B. Starboard S LLC
  - (a) As of the close of business on March 17, 2023, Starboard S LLC beneficially owned 198,560 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 198,560
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 198,560
    - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- C. Starboard C LP
  - (a) As of the close of business on March 17, 2023, Starboard C LP beneficially owned 122,720 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 122,720
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 122,720
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### D. Starboard R LP

(a) As of close of business on March 17, 2023, Starboard R LP may be deemed the beneficial owner of the 122,720 Shares owned by Starboard C LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 122,720
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 122,720
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### E. Starboard L Master

(a) As of the close of business on March 17, 2023, Starboard L Master beneficially owned 85,268 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 85,268
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 85,268
  - 4. Shared power to dispose or direct the disposition: 0



(c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### F. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 85,268 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 85,268
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 85,268
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- G. Starboard R GP
  - (a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 122,720 Shares owned by Starboard C LP and (ii) 85,268 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 207,988
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 207,988
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by each of Starboard C LP and Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- H. Starboard X Master
  - (a) As of the close of business on March 17, 2023, Starboard X Master beneficially owned 318,503 Shares.

Percentage: Approximately Less than 1%

- (b) 1. Sole power to vote or direct vote: 318,503
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 318,503
    - 4. Shared power to dispose or direct the disposition: 0



(c) The transactions in the Shares by Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### I. Starboard Value LP

(a) As of the close of business on March 17, 2023, 254,062 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master, and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 1,380,887 Shares owned by Starboard V&O Fund, (ii) 198,560 Shares owned by Starboard S LLC, (iii) 122,720 Shares owned by Starboard C LP, (iv) 85,268 Shares owned by Starboard L Master, (v) 318,503 Shares owned by Starboard X Master and (vi) 254,062 Shares held in the Starboard Value LP Account.

Percentage: Approximately 3.1%

- 1. Sole power to vote or direct vote: 2,360,000
- 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,360,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- J. Starboard Value GP

(b)

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 1,380,887 Shares owned by Starboard V&O Fund, (ii) 198,560 Shares owned by Starboard S LLC, (iii) 122,720 Shares owned by Starboard C LP, (iv) 85,268 Shares owned by Starboard L Master, (v) 318,503 Shares owned by Starboard X Master and (vi) 254,062 Shares held in the Starboard Value LP Account.

Percentage: Approximately 3.1%

- (b) 1. Sole power to vote or direct vote: 2,360,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,360,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

- K. Principal Co
  - (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 1,380,887 Shares owned by Starboard V&O Fund, (ii) 198,560 Shares owned by Starboard S LLC, (iii) 122,720 Shares owned by Starboard C LP, (iv) 85,268 Shares owned by Starboard L Master, (v) 318,503 Shares owned by Starboard X Master and (vi) 254,062 Shares held in the Starboard Value LP Account.

Percentage: Approximately 3.1%

- (b) 1. Sole power to vote or direct vote: 2,360,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,360,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- L. Principal GP

(b)

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of (i) 1,380,887 Shares owned by Starboard V&O Fund, (ii) 198,560 Shares owned by Starboard S LLC, (iii) 122,720 Shares owned by Starboard C LP, (iv) 85,268 Shares owned by Starboard L Master, (v) 318,503 Shares owned by Starboard X Master and (vi) 254,062 Shares held in the Starboard Value LP Account.

Percentage: Approximately 3.1%

- 1. Sole power to vote or direct vote: 2,360,000
- 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,360,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- M. Messrs. Smith and Feld
  - (a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 1,380,887 Shares owned by Starboard V&O Fund, (ii) 198,560 Shares owned by Starboard S LLC, (iii) 122,720 Shares owned by Starboard C LP, (iv) 85,268 Shares owned by Starboard L Master, (v) 318,503 Shares owned by Starboard X Master and (vi) 254,062 Shares held in the Starboard Value LP Account.

Percentage: Approximately 3.1%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,360,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,360,000
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his, her or its pecuniary interest therein.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
- (e) As of March 17, 2023, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares of the Issuer.

#### SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 17, 2023

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD STARBOARD VALUE L LP By: Starboard Value R GP LLC, By: Starboard Value LP, its investment manager its general partner STARBOARD VALUE AND OPPORTUNITY S LLC STARBOARD X MASTER FUND LTD By: Starboard Value LP, By: Starboard Value LP, its manager its investment manager STARBOARD VALUE AND OPPORTUNITY C LP STARBOARD VALUE LP By: Starboard Value R LP, By: Starboard Value GP LLC, its general partner its general partner STARBOARD VALUE R LP STARBOARD VALUE GP LLC By: Starboard Value R GP LLC, By: Starboard Principal Co LP, its general partner its member STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP STARBOARD PRINCIPAL CO LP By: Starboard Value L LP, By: Starboard Principal Co GP LLC, its general partner its general partner STARBOARD PRINCIPAL CO GP LLC STARBOARD VALUE R GP LLC

By:

/s/ Jeffrey C. Smith

Name:Jeffrey C. SmithTitle:Authorized Signatory

/s/ Jeffrey C. Smith JEFFREY C. SMITH Individually and as attorney-in-fact for Peter A. Feld

# SCHEDULE A

## Transactions in the Shares During the Past Sixty Days

| Nature of the Transaction | Amount of Securities<br><u>Purchased/(Sold)</u> | <u>Price (\$)</u>      | Date of<br><u>Purchase/Sale</u> |
|---------------------------|---|------------------------|---------------------------------|
|                           | STARBOARD VALUE AND OPPOR                       | TUNITY MASTER FUND LTD |                                 |
| Sale of Common Stock      | (8,601)   | 11.1039                | 03/07/2023                      |
| Sale of Common Stock      | (234,049)                                       | 10.7724                | 03/07/2023                      |
| Sale of Common Stock      | (3,001)   | 10.6040                | 03/08/2023                      |
| Sale of Common Stock      | (108,423)                                       | 10.5155                | 03/08/2023                      |
| Sale of Common Stock      | (37,957)  | 10.2337                | 03/09/2023                      |
| Sale of Common Stock      | (892,310)                                       | 4.3366                 | 03/16/2023                      |
| Sale of Common Stock      | (585,121)                                       | 4.3672                 | 03/16/2023                      |
| Sale of Common Stock      | (409,585)                                       | 4.2787                 | 03/17/2023                      |
| Sale of Common Stock      | (234,049)                                       | 4.4104                 | 03/17/2023                      |
| Sale of Common Stock      | (204,792)                                       | 4.2042                 | 03/17/2023                      |

## STARBOARD VALUE AND OPPORTUNITY S LLC

| Sale of Common Stock | (1,237)   | 11.1039 | 03/07/2023 |
|----------------------|-----------|---------|------------|
| Sale of Common Stock | (33,654)  | 10.7724 | 03/07/2023 |
| Sale of Common Stock | (432)     | 10.6040 | 03/08/2023 |
| Sale of Common Stock | (15,590)  | 10.5155 | 03/08/2023 |
| Sale of Common Stock | (5,458)   | 10.2337 | 03/09/2023 |
| Sale of Common Stock | (128,307) | 4.3366  | 03/16/2023 |
| Sale of Common Stock | (84,136)  | 4.3672  | 03/16/2023 |
| Sale of Common Stock | (58,895)  | 4.2787  | 03/17/2023 |
| Sale of Common Stock | (33,654)  | 4.4104  | 03/17/2023 |
| Sale of Common Stock | (29,447)  | 4.2042  | 03/17/2023 |

# STARBOARD VALUE AND OPPORTUNITY C LP

| Sale of Common Stock | (764)    | 11.1039 | 03/07/2023 |
|----------------------|----------|---------|------------|
| Sale of Common Stock | (20,800) | 10.7724 | 03/07/2023 |
| Sale of Common Stock | (267)    | 10.6040 | 03/08/2023 |
| Sale of Common Stock | (9,636)  | 10.5155 | 03/08/2023 |
| Sale of Common Stock | (3,373)  | 10.2337 | 03/09/2023 |
| Sale of Common Stock | (79,300) | 4.3366  | 03/16/2023 |
| Sale of Common Stock | (52,000) | 4.3672  | 03/16/2023 |
| Sale of Common Stock | (36,400) | 4.2787  | 03/17/2023 |
| Sale of Common Stock | (20,800) | 4.4104  | 03/17/2023 |
| Sale of Common Stock | (18,200) | 4.2042  | 03/17/2023 |

## STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

| Sale of Common Stock | (531)    | 11.1039 | 03/07/2023 |
|----------------------|----------|---------|------------|
| Sale of Common Stock | (14,452) | 10.7724 | 03/07/2023 |
| Sale of Common Stock | (185)    | 10.6040 | 03/08/2023 |
| Sale of Common Stock | (6,695)  | 10.5155 | 03/08/2023 |
| Sale of Common Stock | (2,344)  | 10.2337 | 03/09/2023 |
| Sale of Common Stock | (55,099) | 4.3366  | 03/16/2023 |
| Sale of Common Stock | (36,131) | 4.3672  | 03/16/2023 |
| Sale of Common Stock | (25,291) | 4.2787  | 03/17/2023 |
| Sale of Common Stock | (14,452) | 4.4104  | 03/17/2023 |
| Sale of Common Stock | (12,646) | 4.2042  | 03/17/2023 |

## STARBOARD X MASTER FUND LTD

| Sale of Common Stock | (1,984)   | 11.1039 | 03/07/2023 |
|----------------------|-----------|---------|------------|
| Sale of Common Stock | (53,984)  | 10.7724 | 03/07/2023 |
| Sale of Common Stock | (692)     | 10.6040 | 03/08/2023 |
| Sale of Common Stock | (25,008)  | 10.5155 | 03/08/2023 |
| Sale of Common Stock | (8,755)   | 10.2337 | 03/09/2023 |
| Sale of Common Stock | (205,812) | 4.3366  | 03/16/2023 |
| Sale of Common Stock | (134,959) | 4.3672  | 03/16/2023 |
| Sale of Common Stock | (94,471)  | 4.2787  | 03/17/2023 |
| Sale of Common Stock | (53,984)  | 4.4104  | 03/17/2023 |
| Sale of Common Stock | (47,236)  | 4.2042  | 03/17/2023 |
|                      |           |         |            |

## <u>STARBOARD VALUE LP</u> (<u>Through the Starboard Value LP Account)</u>

| Sale of Common Stock | (1,583)   | 11.1039 | 03/07/2023 |
|----------------------|-----------|---------|------------|
| Sale of Common Stock | (43,061)  | 10.7724 | 03/07/2023 |
| Sale of Common Stock | (552)     | 10.6040 | 03/08/2023 |
| Sale of Common Stock | (19,948)  | 10.5155 | 03/08/2023 |
| Sale of Common Stock | (6,984)   | 10.2337 | 03/09/2023 |
| Sale of Common Stock | (164,172) | 4.3366  | 03/16/2023 |
| Sale of Common Stock | (107,653) | 4.3672  | 03/16/2023 |
| Sale of Common Stock | (75,358)  | 4.2787  | 03/17/2023 |
| Sale of Common Stock | (43,061)  | 4.4104  | 03/17/2023 |
| Sale of Common Stock | (37,679)  | 4.2042  | 03/17/2023 |