## 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. 1)<sup>1</sup>

<u>LivePerson, Inc.</u> (Name of Issuer)

<u>Common Stock, par value \$0.001 per share</u> (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 <u>(212) 451-2300</u> (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

<u>February 28, 2022</u> (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  $\Box$ .

*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.

<sup>&</sup>lt;sup>1</sup> 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	NAME OF REPORTING PERSON			
	STARBOAI	RD VALUE LP			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY	EC USE ONLY			
4		SOURCE OF FUNDS			
5		OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP O	R PLACE OF ORGANIZATION			
	DELAWAR				
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER			
OWNED BY EACH REPORTING	8	7,005,000 SHARED VOTING POWER - 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	7,005,000 SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AN 7,005,000	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
12		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13		PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	9.7% TYPE OF REPOR	RTING PERSON			
11	PN				

1	NAME OF REPOR	TING PERSON			
_					
		D VALUE AND OPPORTUNITY MASTER FUND LTD			
2	CHECK THE APP	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	DS			
	WC				
5	CHECK BOX IF D 2(e)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION			
	CAYMAN IS	I ANDS			
NUMBER OF	7	SOLE VOTING POWER			
SHARES		4 000 000			
BENEFICIALLY OWNED BY	8	4,092,292 SHARED VOTING POWER			
EACH					
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		4,092,292			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	4,092,292				
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	5.6%				
14	TYPE OF REPORT	TING PERSON			
	СО				
			-		

	<del>.</del>			
1	NAME OF REPORTING PERSON			
		D VALUE AND OPPORTUNITY S LLC	(a) 🗌	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
			(b) 🗆	
3	SEC USE ONLY			
5	SEC OSE ONEI			
4	SOURCE OF FUN	DS	-	
	WC			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
Ű	CHIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		596,677		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	5	SOLE DISPOSITIVE FOWER		
		596,677		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	596,677			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12				
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	00			
	00			

1	NAME OF REPORTING PERSON			
	STARBOARD VALUE AND OPPORTUNITY C LP			
2		D VALUE AND OPPORTUNITY C LP ROPRIATE BOX IF A MEMBER OF A GROUP	(a) []	
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
			(0) 🗆	
3	SEC USE ONLY			
U U				
4	SOURCE OF FUN	DS	-	
	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				
BENEFICIALLY OWNED BY	8	364,260 SHARED VOTING POWER		
EACH	δ	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		364,260		
	10	SHARED DISPOSITIVE POWER		
11	ACCRECATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11				
	364,260			
12	CHECK BOX IF T	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			
	PN			

	+			
1	NAME OF REPORTING PERSON			
		) VALUE R LP	(a) 🗆	
2				
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUNI			
4	SOURCE OF FUNL			
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)			
	-(-)			
6	CITIZENSHIP OR 1	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		364,260		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING				
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		364,260		
	10	SHARED DISPOSITIVE POWER		
	10	SHARED DISFOSITIVE FOWER		
		- 0 -		
11	AGGREGATE AM	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	364,260			
12		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	ING PERSON		
	DN			
	PN			

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1	NAME OF REPORT	FING PERSON	
2		O VALUE AND OPPORTUNITY MASTER FUND L LP	(a) 🗆
2			
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUNE	DS	
	WC		
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(C)		
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION	
	CAYMAN ISI		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		253,180	
OWNED BY	8	SHARED VOTING POWER	
EACH	, č		
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	253,180 SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	253,180		
12	CHECK BOX IF TH	HE 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	ING PERSON	
	DN		
	PN		

	I			
1	NAME OF REPORT	TING PERSON		
	STARBOARD VALUE L LP			
			(a) 🗆	
2				
			(b) 🗆	
3	SEC USE ONLY			
5	SEC USE ONLY			
4	SOURCE OF FUNI	05		
-				
	00			
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		253,180		
OWNED BY	8	SHARED VOTING POWER		
EACH	_			
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		253,180		
	10	SHARED DISPOSITIVE POWER		
11		- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGALE AIM	JUNI DENEFICIALLI UWNED DI EACH REFORTING PERSON		
	253,180			
12		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	ING PERSON		
	DN			
	PN			

1	NAME OF REPORT	FING PERSON		
	STARBOARD VALUE R GP LLC			
			(a) 🗆	
2				
			(b) 🗆	
3	SEC USE ONLY	SEC LISE ONLY		
5				
4	SOURCE OF FUND	DS		
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6		PLACE OF ORGANIZATION		
0	CITIZENSIIIF OK	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		617,440		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING				
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		617,440		
	10	SHARED DISPOSITIVE POWER		
	10			
		- 0 -		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	617,440			
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
10	I LICENT OF CLA			
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	00			

1	NAME OF REPORT	TING PERSON		
	STARBOARD X MASTER FUND LTD			
			(a) 🗆	
2				
			(b) 🗆	
3	SEC USE ONLY	SEC LISE ONLY		
5	SEC OSE ONEI			
4	SOURCE OF FUNI	DS		
	WC			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSUIDOD	PLACE OF ORGANIZATION		
0		LACE OF ORGANIZATION		
	CAYMAN ISLANDS			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		944,049		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		044.040		
	10	944,049 SHARED DISPOSITIVE POWER		
	10	SHARED DISFOSITIVE FOWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	944,049			
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
10	DEDCENT OF CLA			
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	1.3%			
14	TYPE OF REPORT	ING PERSON		
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1	NAME OF REPORTING PERSON				
-		O VALUE GP LLC	(a) 🗆		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
			(b) 🗆		
3	SEC USE ONLY	SEC USE ONLY			
3	SEC USE ONLY				
4	SOURCE OF FUNI	28			
	00				
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR	CITIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES	/	SOLE VOTING FOWER			
BENEFICIALLY		7,005,000			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	7,005,000 SHARED DISPOSITIVE POWER			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,005,000				
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.7%				
14	9.7% TYPE OF REPORT	INC DERSON			
14	I I I I U NEPOKI				
	00				
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1	NAME OF REPORT	TING PERSON			
		PRINCIPAL CO LP	(a) 🗆		
2					
			(b) 🗆		
3	SEC USE ONLY				
4	SOURCE OF FUNE	20			
4	SOURCE OF FUNL				
	00				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
-	2(e)	······································	_		
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		7,005,000			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING					
PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		7,005,000			
	10	SHARED DISPOSITIVE POWER			
	10	SIMILED DISTOSITIVE FOWER			
		- 0 -			
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	7,005,000				
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)			
	a <b>-</b> 24				
	9.7%				
14	TYPE OF REPORT	ING PERSON			
	DN				
	PN				

1				
1	NAME OF REPORTING PERSON			
		O PRINCIPAL CO GP LLC	(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	)\$		
	00			
5	CHECK BOX IF D	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING POWER		
BENEFICIALLY		7,005,000		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		7,005,000		
	10	SHARED DISPOSITIVE POWER		
11		- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGALE AM	JUNI BENEFICIALLI OWNED DI EACH REPORTING PERSON		
	7,005,000			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	9.7%			
14	TYPE OF REPORT	ING PERSON		
	00			
	00			

1	NAME OF REPORTING PERSON			
	JEFFREY C. SMITH			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
5	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF		
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
0	CITIZENSHIP OK PLACE OF OKGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH		7,005,000		
REPORTING PERSON WITH	0	7,005,000 SOLE DISPOSITIVE POWER		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		7,005,000		
11	AGGREGATE AN	NOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	7,005,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
15	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.7%			
14	TYPE OF REPOR	TING PERSON		
	IN			

1	NAME OF REPORTING PERSON			
	PETER A. FELD			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) $\Box$ (b) $\Box$			
			(0) 🗆	
3	SEC USE ONLY	SEC LISE ONLY		
U	SEC OSE ONE			
4	SOURCE OF FUNDS			
	00			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	₹ □	
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	ŏ	SHARED VOTING POWER		
REPORTING		7,005.000		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	_			
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		E 005 000		
11	ACCDECATE AN	7,005,000 IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGALE AN	IOUNI DENEFICIALLI OWNED DI EACH KEPOKIING PERSON		
	7,005,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	0.70/			
14	9.7% TYPE OF REPORTING PERSON			
14	I I PE OF REPOR	TING REVOON		
	IN			

I	i			
1	NAME OF REPORTING PERSON			
	JOHN R. MCCORMACK			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) $\Box$ (a) $\Box$			
			(b) 🗆	
3				
5	SEC USE ONLY			
4	SOURCE OF FUNDS			
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR 1	PLACE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH	Ū			
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
11		- 0 -		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	- 0 -			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	0%			
14	TYPE OF REPORTING PERSON			
	IN			

1	NAME OF REPORTING PERSON			
	VANESSA PEGUEROS			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP(a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
5	SEC USE ONLI			
4	SOURCE OF FUNDS			
	PF			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OF	₹ □	
	2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		1,349		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	5			
		1,349		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,349			
12	1,349       CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
	Sillerborri			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
1.4	Less than 1% TYPE OF REPORTING PERSON			
14	I YPE OF REPOR	ATING PERSOIN		
	IN			
<u> </u>	11.4			

I	1			
1	NAME OF REPORTING PERSON			
	YAEL ZHENG			
2	YAEL ZHENG         CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP         (a) □			
2	$ \begin{array}{c} CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \\ (a) \Box \\ (b) \Box \end{array} $			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	PF			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6				
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		3,000		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		3.000		
11	3,000 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	AGOREGATE AWOUNT DENEFICIALET OWNED DT EACH REPORTING PERSON			
	3,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)		
10	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%			
14	TYPE OF REPORT	TING PERSON		
	IN			

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned ("Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

#### Item 2. <u>Identity and Background</u>.

Item 2 is hereby amended to add the following:

(b) The address of the principal office of each of Messrs. Smith and Feld is c/o Starboard Value LP, 201 E Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

#### 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 B, which is incorporated by reference herein. The aggregate purchase price of the 4,092,292 Shares beneficially owned by Starboard V&O Fund is approximately \$98,897,651, excluding brokerage commissions. The aggregate purchase price of the 596,677 Shares beneficially owned by Starboard S LLC is approximately \$14,445,453, excluding brokerage commissions. The aggregate purchase price of the 364,260 Shares beneficially owned by Starboard C LP is approximately \$8,813,427, excluding brokerage commissions. The aggregate purchase price of the 253,180 Shares beneficially owned by Starboard L Master is approximately \$6,131,120, excluding brokerage commissions. The aggregate purchase price of the 944,049 Shares beneficially owned by Starboard X Master is approximately \$22,873,186, excluding brokerage commissions. The aggregate purchase price of the 754,542 Shares held in the Starboard Value LP Account is approximately \$18,219,009, excluding brokerage commissions.

The Shares beneficially owned by Ms. Zheng are held by the Winthrop Alan White and Yael Zheng Revocable Trust, of which she is a co-trustee with her spouse, and were purchased in the open market with personal funds. The aggregate purchase price of the 3,000 shares beneficially owned by Ms. Zheng is approximately \$53,759, excluding brokerage commissions.

The Shares purchased by Ms. Pegueros were purchased with personal funds in the open market. The aggregate purchase price of the 1,349 Shares beneficially owned by Ms. Pegueros is \$25,094, including brokerage commissions.

#### Item 5. <u>Interest in Securities of the Issuer</u>.

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 72,570,760 Shares outstanding, as of February 10, 2022, 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 February 28, 2022.

### A. Starboard V&O Fund

(a) As of the close of business on February 28, Starboard V&O Fund beneficially owned 4,092,292 Shares.

Percentage: Approximately 5.6%

- (b) 1. Sole power to vote or direct vote: 4,092,292
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 4,092,292
    - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- B. Starboard S LLC
  - (a) As of the close of business on February 28, 2022, Starboard S LLC beneficially owned 596,677 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 596,677
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 596,677
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- C. Starboard C LP
  - (a) As of the close of business on February 28, 2022, Starboard C LP beneficially owned 364,260 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 364,260
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 364,260
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- D. Starboard R LP
  - (a) As of close of business on February 28, 2022, Starboard R LP may be deemed the beneficial owner of 364,260 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 364,260
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 364,260
  - 4. Shared power to dispose or direct the disposition: 0

- (c) Starboard R LP has not entered into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares by Starboard C LP since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- E. Starboard L Master
  - (a) As of the close of business on February 28, 2022, Starboard L Master beneficially owned 253,180 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 253,180
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 253,180
    - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard L Master since the filing of the Schedule 13D 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 253,180 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 253,180
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 253,180
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of Starboard L Master since the filing of the Schedule 13D 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) 364,260 Shares owned by Starboard C LP and (ii) 253,180 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 617,440
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 617,440
    - 4. Shared power to dispose or direct the disposition: 0



- (c) Starboard R GP has not entered into any transactions in the Shares since the filing of the Schedule 13D. The transactions in the Shares on behalf of each of Starboard C LP and Starboard L Master since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- H. Starboard X Master
  - (a) As of the close of business on February 28, 2022, Starboard X Master beneficially owned 944,049 Shares.

Percentage: Approximately 1.3%

- (b) 1. Sole power to vote or direct vote: 944,049
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 944,049
  4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard X Master since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- I. Starboard Value LP
  - (a) As of the close of business on February 28, 2022, 754,542 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) 4,092,292 Shares owned by Starboard V&O Fund, (ii) 596,677 Shares owned by Starboard S LLC, (iii) 364,260 Shares owned by Starboard C LP, (iv) 253,180 Shares owned by Starboard L Master, (v) 944,049 Shares owned by Starboard X Master and (vi) 754,542 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.7%

- 1. Sole power to vote or direct vote: 7,005,000
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 7,005,000
    - 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 since the filing of the Schedule 13D 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) 4,092,292 Shares owned by Starboard V&O Fund, (ii) 596,677 Shares owned by Starboard S LLC, (iii) 364,260 Shares owned by Starboard C LP, (iv) 253,180 Shares owned by Starboard L Master, (v) 944,049 Shares owned by Starboard X Master and (vi) 754,542 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.7%

- (b) 1. Sole power to vote or direct vote: 7,005,000
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 7,005,000
    - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares since the filing of the Schedule 13D. 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 since the filing of the Schedule 13D 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) 4,092,292 Shares owned by Starboard V&O Fund, (ii) 596,677 Shares owned by Starboard S LLC, (iii) 364,260 Shares owned by Starboard C LP, (iv) 253,180 Shares owned by Starboard L Master, (v) 944,049 Shares owned by Starboard X Master and (vi) 754,542 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.7%

- (b) 1. Sole power to vote or direct vote: 7,005,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 7,005,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares since the filing of the Schedule 13D. 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 since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- L. Principal GP
  - (a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of (i) 4,092,292 Shares owned by Starboard V&O Fund, (ii) 596,677 Shares owned by Starboard S LLC, (iii) 364,260 Shares owned by Starboard C LP, (iv) 253,180 Shares owned by Starboard L Master, (v) 944,049 Shares owned by Starboard X Master and (vi) 754,542 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.7%

- (b) 1. Sole power to vote or direct vote: 7,005,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 7,005,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares since the filing of the Schedule 13D. 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 since the filing of the Schedule 13D 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) 4,092,292 Shares owned by Starboard V&O Fund, (ii) 596,677 Shares owned by Starboard S LLC, (iii) 364,260 Shares owned by Starboard C LP, (iv) 253,180 Shares owned by Starboard L Master, (v) 944,049 Shares owned by Starboard X Master and (vi) 754,542 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.7%

- (b) 1. Sole power to vote or direct vote: 02. Shared power to vote or direct vote: 7,005,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 7,005,000
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares since the filing of the Schedule 13D. 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 since the filing of the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.
- N. Mr. McCormack
  - (a) As of the close of business on February 28, 2022, Mr. McCormack did not own any Shares.

Percentage: 0%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. McCormack has not entered into any transactions in the Shares since the filing of the Schedule 13D.
- O. Ms. Pegueros
  - (a) As of the close of business on February 28, 2022, Ms. Pegueros beneficially owned 1,349 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 1,349
  - 2. Shared power to vote or direct vote: 0
    - 3. Sole power to dispose or direct the disposition: 1,349
    - 4. Shared power to dispose or direct the disposition: 0



(c) The transaction in the Shares by Ms. Pegueros since the filing of the Schedule 13D is set forth in Schedule A and is incorporated herein by reference.

#### P. Ms. Zheng

(a) As of the close of business on February 28, 2022, Ms. Zheng beneficially owned 3,000 Shares held directly by the Winthrop Alan White and Yael Zheng Revocable Trust, of which she is a co-trustee with her spouse.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 3,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 3,000
- (c) Ms. Zheng has not entered into any transactions in the Shares since the filing of the Schedule 13D.

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) Not applicable.



#### 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 1, 2022

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD By: Starboard Value LP, its investment manager STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP, its manager

STARBOARD VALUE AND OPPORTUNITY C LP By: Starboard Value R LP, its general partner

STARBOARD VALUE R LP By: Starboard Value R GP LLC, its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP By: Starboard Value L LP, its general partner STARBOARD VALUE L LP By: Starboard Value R GP LLC, its general partner

STARBOARD X MASTER FUND LTD By: Starboard Value LP, its investment manager

STARBOARD VALUE LP By: Starboard Value GP LLC, its general partner

STARBOARD VALUE GP LLC By: Starboard Principal Co LP, its member

STARBOARD PRINCIPAL CO LP By: Starboard Principal Co GP LLC, its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By:

/s/ Jeffrey C. Smith Name: Jeffrey

Name:Jeffrey C. SmithTitle:Authorized Signatory

/s/ Jeffrey C. Smith JEFFREY C. SMITH Individually and as attorney-in-fact for Peter A. Feld, John R. McCormack, Vanessa Pegueros and Yael Zheng

## SCHEDULE A

# Transactions in the Shares Since The Filing of Schedule 13D

Nature of the Transaction	Amount of Securities <u>Purchased/(Sold)</u> STADBOADD VALUE AND OPPO	<u>Price (\$)</u>	Date of <u>Purchase/Sale</u>		
	STARBOARD VALUE AND OPPO	RIUNII I MASIER FUND LID			
Purchase of Common Stock	70,984	19.6754	02/28/2022		
Purchase of Common Stock	70,984	19.6754	02/28/2022		
Purchase of Common Stock	116,856	18.6324	02/28/2022		
Purchase of Common Stock	116,856	18.6324	02/28/2022		
STARBOARD VALUE AND OPPORTUNITY S LLC					
Purchase of Common Stock	20,558	19.6754	02/28/2022		
Purchase of Common Stock	33,842	18.6324	02/28/2022		
	STARBOARD VALUE AN	D ODDODTUNITY C I D			
	STARBOARD VALUE AN	<u>D OPPORTUNIT I C LP</u>			
Purchase of Common Stock	12,576	19.6754	02/28/2022		
Purchase of Common Stock	20,704	18.6324	02/28/2022		
	STARBOARD VALUE AND OPPO	<u>RTUNITY MASTER FUND L LP</u>			
Purchase of Common Stock	0.707	19.6754	02/28/2022		
Purchase of Common Stock	8,707	19.6754 18.6324			
Purchase of Common Stock	14,333	18.6324	02/28/2022		
	STARBOARD X MA	STER FUND LTD			
Purchase of Common Stock	32,409	19.6754	02/28/2022		
Purchase of Common Stock	53,351	18.6324	02/28/2022		
	STARBOARD				
<u>(Through the Starboard Value LP Account)</u>					
Purchase of Common Stock	25,637	19.6754	02/28/2022		
Purchase of Common Stock	42,203	18.6324	02/28/2022		
	,_ 00	10.00-			
VANESSA PEGUEROS					
Purchase of Common Stock	1,349	18.5496	02/28/2022		