

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. 4)¹

Papa John's International, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value per share
(Title of Class of Securities)

698813102
(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)

May 11, 2021
(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(f) or 240.13d-1(g), check the following 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.

¹ 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 REPORTING PERSON STARBOARD VALUE LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,459,360
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 3,459,360
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,360	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 1,567,209
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 1,567,209
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,567,209	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.3%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY S LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 293,435
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 293,435
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 293,435	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY C LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 165,918
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 165,918
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 165,918	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE R LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 704,537
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 704,537
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 704,537	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.9%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE R GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 860,993
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 860,993
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 860,993	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.4%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 156,456
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 156,456
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 156,456	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 156,456
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 156,456
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 156,456	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD P FUND LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 538,619
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 538,619
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 538,619	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE P GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 538,619
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 538,619
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 538,619	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.5%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD X MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 221,072
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 221,072
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 221,072	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON STARBOARD VALUE GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,459,360
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 3,459,360
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,360	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,459,360
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 3,459,360
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,360	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,459,360
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 3,459,360
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,360	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON JEFFREY C. SMITH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 11,370,3786
	8	SHARED VOTING POWER 3,459,360
	9	SOLE DISPOSITIVE POWER 11,370,3786
	10	SHARED DISPOSITIVE POWER 3,459,360
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,470,730.3786	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON IN	

1	NAME OF REPORTING PERSON PETER A. FELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 3,459,360
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 3,459,360
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,459,360	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 9.5%	
14	TYPE OF REPORTING PERSON IN	

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned ("Amendment No. 4"). This Amendment No. 4 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, and held in the Starboard Value LP Account were purchased with working capital pursuant to the terms of the Repurchase Agreement as defined and described in Item 4 below. The aggregate purchase price of the 1,566,209 Shares beneficially owned by Starboard V&O Fund is \$78,404,423. The aggregate purchase price of the 293,435 Shares beneficially owned by Starboard S LLC is \$14,689,356. The aggregate purchase price of the 165,918 Shares beneficially owned by Starboard C LP is \$8,305,855. The aggregate purchase price of the 156,456 Shares beneficially owned by Starboard L Master is \$7,832,187. The aggregate purchase price of the 538,619 Shares beneficially owned by Starboard P LP is approximately \$26,963,267. The aggregate purchase price of the 221,072 Shares beneficially owned by Starboard X Master is approximately \$11,066,864. The aggregate purchase price of the 516,651 Shares held in the Starboard Value LP Account is \$25,863,549.

The aggregate purchase price of the 1,000 Shares directly owned by Starboard V&O Fund in record name is \$45,041, excluding brokerage commissions. Such Shares 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 an open market purchase.

The 11,370.3786 Shares beneficially owned by Mr. Smith represent Shares that were granted to Mr. Smith by the Issuer in his capacity as a director of the Issuer.

Item 4. Purpose of Transaction.

Item 4 is hereby amended to add the following:

On May 11, 2021, the Issuer and certain of the Reporting Persons entered into a Share Repurchase Agreement (the "Repurchase Agreement") pursuant to which (i) the Issuer agreed to repurchase from such Reporting Persons 78,387 shares of Series B Convertible Preferred Stock, par value \$0.01 per share, of the Issuer (the "Series B Preferred Stock") and (ii) such Reporting Persons agreed to convert the remaining 171,613 shares of the Series B Preferred Stock they own in the aggregate into 3,458,360 Shares, pursuant to the terms of the Certificate of Designation of the Series B Preferred Stock. As consideration for the transactions contemplated by the Repurchase Agreement, the Issuer agreed to pay such Reporting Persons aggregate cash consideration of approximately \$183.9 million. The Repurchase Agreement contains customary representations, warranties, and conditions to closing. The transactions contemplated by the Repurchase Agreement are expected to close on or about May 13, 2021. Jeffrey Smith will continue to serve as Chair of the Board of the Issuer. Additionally, Starboard intends to remain a large stockholder of the Issuer.

Item 5. Interest in Securities of the Issuer.

Items 5(a)-(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon a denominator of (i) 33,079,610 Shares outstanding, as of May 10, 2021, which is the total number of Shares outstanding as disclosed in the Repurchase Agreement attached as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on May 11, 2021 and (ii) 3,458,360 Shares issued upon the conversion of 171,613 shares of the Series B Preferred Stock pursuant to the Repurchase Agreement.

A. Starboard V&O Fund

- (a) As of the close of business on May 12, 2021, Starboard V&O Fund beneficially owned approximately 1,567,209 Shares.
- Percentage: Approximately 4.3%
- (b)
1. Sole power to vote or direct vote: 1,567,209
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,567,209
 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Issuer's securities by Starboard V&O Fund during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

B. Starboard S LLC

- (a) As of the close of business on May 12, 2021, Starboard S LLC beneficially owned approximately 293,435 Shares.
- Percentage: Less than 1%
- (b)
1. Sole power to vote or direct vote: 293,435
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 293,435
 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard S LLC has not entered into any transactions in the Issuer's securities during the past sixty days.

C. Starboard C LP

- (a) As of the close of business on May 12, 2021, Starboard C LP beneficially owned approximately 165,918 Shares.
- Percentage: Less than 1%
- (b)
1. Sole power to vote or direct vote: 165,918
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 165,918
 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard C LP has not entered into any transactions in the Issuer's securities during the past sixty days.

D. Starboard P LP

- (a) As of the close of business on May 12, 2021, Starboard P LP beneficially owned approximately 538,619 Shares.

Percentage: Approximately 1.5%

- (b)
 - 1. Sole power to vote or direct vote: 538,619
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 538,619
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard P LP has not entered into any transactions in the Issuer's securities during the past sixty days.

E. Starboard P GP

- (a) Starboard P GP, as the general partner of Starboard P LP, may be deemed the beneficial owner of the 538,619 Shares owned by Starboard P LP.

Percentage: Approximately 1.5%

- (b)
 - 1. Sole power to vote or direct vote: 538,619
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 538,619
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard P GP has not entered into any transactions in the Issuer's securities during the past sixty days.

F. Starboard L Master

- (a) As of the close of business on May 12, 2021, Starboard L Master beneficially owned approximately 156,456 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 156,456
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 156,456
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L Master has not entered into any transactions in the Issuer's during the past sixty days.

G. Starboard L GP

- (a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 156,456 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 156,456
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 156,456
 - 4. Shared power to dispose or direct the disposition: 0

- (c) Starboard L GP has not entered into any transactions in the Issuer's securities during the past sixty days.

H. Starboard R LP

- (a) Starboard R LP, as the general partner of Starboard C LP and managing member of Starboard P GP, may be deemed the beneficial owner of the (i) 165,918 Shares owned by Starboard C LP and (ii) 538,619 Shares owned by Starboard P LP.

Percentage: Approximately 1.9%

- (b)
 - 1. Sole power to vote or direct vote: 704,537
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 704,537
 - 4. Shared power to dispose or direct the disposition: 0

- (c) Starboard R LP has not entered into any transactions in the Issuer's securities during the past sixty days.

I. 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) 165,918 Shares owned by Starboard C LP, (ii) 538,619 Shares owned by Starboard P LP and (iii) 156,456 Shares owned by Starboard L Master.

Percentage: Approximately 2.4%

- (b)
 - 1. Sole power to vote or direct vote: 860,993
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 860,993
 - 4. Shared power to dispose or direct the disposition: 0

- (c) Starboard R GP has not entered into any transactions in the Issuer's securities during the past sixty days.

J. Starboard X Master

- (a) As of the close of business on May 12, 2021, Starboard X Master beneficially owned 221,072 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 221,072
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 221,072
 - 4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Issuer's securities by Starboard X Master during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

K. Starboard Value LP

- (a) As of the close of business on May 12, 2021, approximately 516,651 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 P LP, 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) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b) 1. Sole power to vote or direct vote: 3,459,360
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,459,360
 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value LP through the Starboard Value LP Account has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

L. Starboard Value GP

- (a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b) 1. Sole power to vote or direct vote: 3,459,360
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,459,360
 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

M. Principal Co

- (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b)
 - 1. Sole power to vote or direct vote: 3,459,360
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,459,360
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

N. Principal GP

- (a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b)
 - 1. Sole power to vote or direct vote: 3,459,360
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 3,459,360
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

O. Mr. Smith

- (a) As of the close of business on May 12, 2021, Mr. Smith directly beneficially owned 11,370.3786 Shares. Mr. Smith, 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) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b)
 - 1. Sole power to vote or direct vote: 11,370.3786
 - 2. Shared power to vote or direct vote: 3,459,360
 - 3. Sole power to dispose or direct the disposition: 11,370.3786
 - 4. Shared power to dispose or direct the disposition: 3,459,360

- (c) Other than certain awards granted to Mr. Smith by the Issuer in connection with his service on the Board, which are set forth in Schedule A and are incorporated herein by reference, Mr. Smith has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

P. Mr. Feld

- (a) Mr. 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) 1,567,209 Shares owned by Starboard V&O Fund, (ii) 293,435 Shares owned by Starboard S LLC, (iii) 165,918 Shares owned by Starboard C LP, (iv) 156,456 Shares owned by Starboard L Master, (v) 538,619 Shares owned by Starboard P LP, (vi) 221,072 Shares owned by Starboard X Master and (vii) 516,651 Shares held in the Starboard Value LP Account.

Percentage: 9.5%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 3,459,360
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 3,459,360
- (c) Mr. Feld has not entered into any transactions in the Issuer's securities during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended to add the following:

On May 11, 2021, the Issuer and certain of the Reporting Persons entered into the Repurchase Agreement defined and described in Item 4 above, a copy of which is attached as Exhibit 10.1 to the Issuer's Current Report on Form 8-K filed with the SEC on May 12, 2021 and is incorporated herein by reference.

Item 7. Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

- 99.1 Share Repurchase Agreement, dated May 11, 2021 (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the SEC on May 12, 2021).

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: May 13, 2021

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 P FUND LP

By: Starboard Value P GP LLC,
its general partner

STARBOARD VALUE P GP LLC

By: Starboard Value R LP,
its member

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 C. Smith

Title: Authorized Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

Individually and as attorney-in-fact for Peter A. Feld

SCHEDULE A**Transactions in the Securities of the Issuer During the Past Sixty Days¹**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
<u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</u>			
Disposition of Preferred Stock	(35,500)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(77,719)	--	05/11/2021
Acquisition of Common Stock	1,566,209	50.0600	05/11/2021
<u>STARBOARD VALUE AND OPPORTUNITY S LLC</u>			
Disposition of Preferred Stock	(6,651)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(14,561)	--	05/11/2021
Acquisition of Common Stock	293,435	50.0600	05/11/2021
<u>STARBOARD VALUE AND OPPORTUNITY C LP</u>			
Disposition of Preferred Stock	(3,761)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(8,233)	--	05/11/2021
Acquisition of Common Stock	165,918	50.0600	05/11/2021
<u>STARBOARD P FUND LP</u>			
Disposition of Preferred Stock	(12,208)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(26,728)	--	05/11/2021
Acquisition of Common Stock	538,619	50.0600	05/11/2021
<u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP</u>			
Disposition of Preferred Stock	(3,546)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(7,764)	--	05/11/2021
Acquisition of Common Stock	156,456	50.0600	05/11/2021
<u>STARBOARD X MASTER FUND LTD</u>			
Disposition of Preferred Stock	(5,011)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(10,970)	--	05/11/2021
Acquisition of Common Stock	221,072	50.0600	05/11/2021
<u>STARBOARD VALUE LP (Through the Starboard Value LP Account)</u>			
Disposition of Preferred Stock	(11,710)	2,346.6490	05/11/2021
Conversion of Preferred Stock	(25,638)	--	05/11/2021
Acquisition of Common Stock	516,651	50.0600	05/11/2021
<u>JEFFREY C. SMITH</u>			
Receipt of Common Stock ²	258,7991	96.6000	04/30/2021

¹ Each of the transactions listed herein this Schedule A was made in connection with the Repurchase Agreement defined and described in Item 4 above.

² Represents acquisition of Shares pursuant to the Issuer's Nonqualified Deferred Compensation Plan.