

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

**SCHEDULE 13D**  
**(Rule 13d-101)**

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
RULE 13d-2(a)**

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

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

Common Stock, Par Value \$0.01  
(Title of Class of Securities)

698813102  
(CUSIP Number)

CHRISTOPHER S. KIPER  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
9401 Wilshire Blvd, Suite 705,  
Beverly Hills, CA 90212  
(424) 253-1773

APRIL WILCOX  
CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM  
100 Waterfront Place, MS 04, West Sacramento, CA 95605  
(916) 414-7551

CHRISTOPHER P. DAVIS, ESQ.  
KLEINBERG, KAPLAN, WOLFF & COHEN, P.C.  
551 Fifth Avenue, New York, New York 10176  
(212) 986-6000

(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

November 16, 2018  
(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.

---

<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 REPORTING PERSONS  Legion Partners, L.P. I	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" 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  - 0 -
	8	SHARED VOTING POWER  880,660
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  880,660
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  880,660	
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)  2.79%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSONS Legion Partners, L.P. II	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" 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 - 0 -
	8	SHARED VOTING POWER 42,781
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 42,781
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 42,781	
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 PERSONS	
	Legion Partners Special Opportunities, L.P. I	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" 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
		- 0 -
	8	SHARED VOTING POWER
		802,545
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		802,545
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	802,545	
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)	
	2.54%	
14	TYPE OF REPORTING PERSON	
	PN	

1	NAME OF REPORTING PERSONS Legion Partners, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
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 - 0 -
	8	SHARED VOTING POWER 1,725,986
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,725,986
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,725,986	
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) 5.47%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSONS Legion Partners Asset Management, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
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 - 0 -
	8	SHARED VOTING POWER 1,725,986
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,725,986
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,725,986	
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) 5.47%	
14	TYPE OF REPORTING PERSON OO	

---

1	NAME OF REPORTING PERSONS Legion Partners Holdings, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
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 - 0 -
	8	SHARED VOTING POWER 1,726,086
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,726,086
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,726,086	
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) 5.47%	
14	TYPE OF REPORTING PERSON OO	

---

1	NAME OF REPORTING PERSONS Christopher S. Kiper	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
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 1,726,086
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,726,086
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,726,086	
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) 5.47%	
14	TYPE OF REPORTING PERSON IN	



1	NAME OF REPORTING PERSONS Raymond White	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS AF	
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 1,726,086
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 1,726,086
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,726,086	
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) 5.47%	
14	TYPE OF REPORTING PERSON IN	

---

1	NAME OF REPORTING PERSONS  California State Teachers' Retirement System	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) <input checked="" 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  California	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  34,440
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  34,440
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  34,440	
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  EP	

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

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

The second paragraph of Item 3 is hereby amended and restated in its entirety as follows:

The securities purchased by CalSTRS 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 in Schedule A, which is incorporated herein by reference. The aggregate purchase price of the 34,440 Shares owned directly by CalSTRS is approximately \$1,195,629, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Sub-sections D, E, F, G and H of Item 5(a) is hereby amended and restated in its entirety as follows:

D. Legion LLC

- (a) As of the close of business on November 20, 2018, Legion LLC, as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special I, may be deemed the beneficial owner of the (i) 880,660 Shares beneficially owned by Legion Partners I, (ii) 42,781 Shares beneficially owned by Legion Partners II and (iii) 802,545 Shares beneficially owned by Legion Partners Special I.

Percentage: Approximately 5.47%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,725,986
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,725,986
- (c) Legion LLC has not entered into any transactions in the securities of the Issuer during the past sixty days. The transactions in the securities of the Issuer on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
-

E. Legion Partners Asset Management

- (a) As of the close of business on November 20, 2018, Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special I, may also be deemed the beneficial owner of the (i) 880,660 Shares beneficially owned by Legion Partners I, (ii) 42,781 Shares beneficially owned by Legion Partners II and (iii) 802,545 Shares beneficially owned by Legion Partners Special I.

Percentage: Approximately 5.47%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,725,986
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,725,986
- (c) Legion Partners Asset Management has not entered into any transactions in the securities of the Issuer during the past sixty days. The transactions in the securities of the Issuer on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

F. Legion Partners Holdings

- (a) As of the close of business on November 20, 2018, Legion Partners Holdings beneficially owned 100 Shares. In addition, Legion Partners Holdings, as the sole member of Legion Partners Asset Management and the sole member of Legion LLC, may be deemed the beneficial owner of the (i) 880,660 Shares beneficially owned by Legion Partners I, (ii) 42,781 Shares beneficially owned by Legion Partners II and (iii) 802,545 Shares beneficially owned by Legion Partners Special I.

Percentage: Approximately 5.47%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,726,086
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,726,086
- (c) Legion Partners Holdings has not entered into any transactions in the securities of the Issuer during the past sixty days. The transactions in the securities of the Issuer on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
-

G. Messrs. Kiper and White

- (a) As of the close of business on November 20, 2018, each of Messrs. Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 100 Shares beneficially owned by Legion Partners Holdings, (ii) 880,660 Shares beneficially owned by Legion Partners I, (iii) 42,781 Shares beneficially owned by Legion Partners II and (iv) 802,545 Shares beneficially owned by Legion Partners Special I.

Percentage: Approximately 5.47%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 1,726,086
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,726,086
- (c) Neither Mr. Kiper nor Mr. White has entered into any transactions in the securities of the Issuer during the past sixty days. The transactions in the securities of the Issuer on behalf of each of Legion Partners I, Legion Partners II and Legion Partners Special I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

H. CalSTRS

- (a) As of the close of business on November 20, 2018, CalSTRS beneficially owned 34,440 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 34,440
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 34,440
  4. Shared power to dispose or direct the disposition:
- (c) The transactions in the securities of the Issuer by CalSTRS 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:

Legion Partners I has sold short in over the counter market American-style call options, referencing 45,200 Shares, which have an exercise price of \$55.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options, referencing 107,800 Shares, which have an exercise price of \$57.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options, referencing 156,400 Shares, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options, referencing 102,100 Shares, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners II has sold short in over the counter market American-style call options, referencing 2,200 Shares, which have an exercise price of \$55.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners II has sold short in over the counter market American-style call options, referencing 5,300 Shares, which have an exercise price of \$57.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners II has sold short in over the counter market American-style call options, referencing 7,600 Shares, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners II has sold short in over the counter market American-style call options, referencing 4,900 Shares, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein.

Legion Partners Special I has sold short in over the counter market American-style call options, referencing 41,200 Shares, which have an exercise price of \$55.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners Special I has sold short in over the counter market American style call options, referencing 98,300 Shares, which have an exercise price of \$57.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners Special I has sold short in over the counter market American style call options, referencing 142,600 Shares, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein. Legion Partners Special I has sold short in over the counter market American style call options, referencing 93,000 Shares, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which is incorporated by reference herein.

---

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: November 20, 2018

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Special Opportunities, L.P. I

By: Legion Partners Asset Management, LLC  
Investment Advisor

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners, LLC

By: Legion Partners Holdings, LLC  
Managing Member

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

---

Legion Partners Asset Management, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Christopher S. Kiper  
Name: Christopher S. Kiper  
Title: Managing Member

/s/ Christopher S. Kiper  
Christopher S. Kiper

/s/ Raymond White  
Raymond White  
CALIFORNIA STATE TEACHER'S RETIREMENT SYSTEM

By: /s/ April Wilcox  
Name: April Wilcox  
Title: Director of Operations

---



**SCHEDULE A****Transactions in the Securities of the Issuer During the Past Sixty (60) Days**

<u>Nature of Transaction</u>	<u>Date of Purchase</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price Per Security_(\$)</u>
<b><u>LEGION PARTNERS, L.P. I</u></b>			
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	10/31/2018	(416)	\$5.0563
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	10/31/2018	(1)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/1/2018	(1)	\$5.2000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/1/2018	(176)	\$4.0000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/2/2018	(2)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/5/2018	(12)	\$5.1000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/5/2018	(9)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/7/2018	(23)	\$5.4848
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/7/2018	(445)	\$4.0400
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/8/2018	(2)	\$4.0000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/12/2018	(443)	\$3.9710
Short Sale of April 2019 Call Options (\$60.00 Strike Price) <sup>1</sup>	11/16/2018	(1,564)	\$3.9374
Short Sale of April 2019 Call Options (\$62.50 Strike Price) <sup>1</sup>	11/20/2018	(1,021)	\$2.0199

<sup>1</sup> Represents American-style call options sold short in the over-the-counter market with an expiration date of April 18, 2019.

---

**LEGION PARTNERS, L.P. II**

Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	10/31/2018	(20)	\$5.0563
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/1/2018	(9)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/5/2018	(1)	\$5.1000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/7/2018	(1)	\$5.4848
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/7/2018	(22)	\$4.0400
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/12/2018	(22)	\$3.9710
Short Sale of April 2019 Call Options (\$60.00 Strike Price) <sup>1</sup>	11/16/2018	(76)	\$3.9374
Short Sale of April 2019 Call Options (\$62.50 Strike Price) <sup>1</sup>	11/20/2018	(49)	\$2.0199

<sup>1</sup> Represents American-style call options sold short in the over-the-counter market with an expiration date of April 18, 2019.

---

**LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. I**

Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	10/31/2018	(379)	\$5.0563
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	10/31/2018	(1)	\$4.0000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/1/2018	(160)	\$4.0000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/2/2018	(2)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/5/2018	(11)	\$5.1000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/5/2018	(9)	\$4.0000
Short Sale of April 2019 Call Options (\$55.00 Strike Price) <sup>1</sup>	11/7/2018	(22)	\$5.4848
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/7/2018	(406)	\$4.0400
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/8/2018	(2)	\$4.0000
Short Sale of April 2019 Call Options (\$57.50 Strike Price) <sup>1</sup>	11/12/2018	(403)	\$3.9710
Short Sale of April 2019 Call Options (\$60.00 Strike Price) <sup>1</sup>	11/16/2018	(1,426)	\$3.9374
Short Sale of April 2019 Call Options (\$62.50 Strike Price) <sup>1</sup>	11/20/2018	(930)	\$2.0199

**CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM**

Sale of Common Stock	10/26/2018	(285)	\$51.1810
Purchase of Common Stock	11/2/2018	336	\$54.9390
Purchase of Common Stock	11/5/2018	413	\$54.9265
Sale of Common Stock	11/8/2018	(413)	\$56.4000
Purchase of Common Stock	11/8/2018	413	\$56.4000

<sup>1</sup> Represents American-style call options sold short in the over-the-counter market with an expiration date of April 18, 2019.