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. 3)¹

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

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

> <u>698813102</u> (CUSIP Number)

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

<u>June 21, 2019</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(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*).

NAME OF REPORTI	NG PERSONS				
Legion Partners, L.P. 1	I				
CHECK THE APPRC	DPRIATE BOX IF A MEMBER OF A GROUP*(a) \boxtimes (b) \Box				
SEC USE ONLY					
SOURCE OF FUNDS	6				
WC					
CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \Box				
CITIZENSHIP OR PI	LACE OF ORGANIZATION				
Delaware					
7	SOLE VOTING POWER				
	- 0 -				
8	8 SHARED VOTING POWER				
880,660					
9	SOLE DISPOSITIVE POWER				
	- 0 -				
10	SHARED DISPOSITIVE POWER				
	880,660				
AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
880,660					
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box					
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
2.77%					
TYPE OF REPORTIN	NG PERSON				
PN					
	CHECK THE APPRC SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DIS CITIZENSHIP OR PI Delaware 7 8 9 10 AGGREGATE AMOU 880,660 CHECK BOX IF THI PERCENT OF CLAS 2.77% TYPE OF REPORTIN				

1	NAME OF REPORT					
	Legion Partners, L.P.	П				
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*(a) 🗵 (b) 🗆				
3	SEC USE ONLY					
4	SOURCE OF FUND	S				
	WC					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR F	LACE OF ORGANIZATION				
	Delaware					
NUMBER OF SHARES	7	7 SOLE VOTING POWER				
BENEFICIALLY OWNED		- 0 -				
BY EACH REPORTING	8	SHARED VOTING POWER				
PERSON WITH		42,781				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		42,781				
11	AGGREGATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	42,781					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 🗆					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	Less than 1%					
14	TYPE OF REPORTI	TYPE OF REPORTING PERSON				
	PN					

1	NAME OF DEDODT					
—	NAME OF REPORT					
	Legion Partners Spec	ial Opportunities, L.P. I				
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP*(a) \boxtimes (b) \Box				
3	SEC USE ONLY					
4	SOURCE OF FUND	S				
	WC					
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \Box				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	Delaware					
NUMBER OF SHARES	7	7 SOLE VOTING POWER				
BENEFICIALLY OWNED		- 0 -				
BY EACH REPORTING	8	SHARED VOTING POWER				
PERSON WITH		802,545				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		802,545				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	802,545					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	2.53%					
14	TYPE OF REPORTI	TYPE OF REPORTING PERSON				
	PN					

1	NAME OF REPORT	ING PERSONS				
	Legion Partners, LLC					
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP*(a) 🛛 (b) 🗆				
3	SEC USE ONLY					
4	SOURCE OF FUND	S				
	AF					
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \Box				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	Delaware					
NUMBER OF SHARES	7	7 SOLE VOTING POWER				
BENEFICIALLY OWNED		- 0 -				
BY EACH REPORTING	8	8 SHARED VOTING POWER				
PERSON WITH		1,725,986				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1,725,986				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,725,986					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.43%					
14	TYPE OF REPORTING PERSON					
	00					
	1					

	NAME OF REPORTI		
	Legion Partners Asset	t Management, LLC	
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP*(a) 🗵 (b) \Box	
3	SEC USE ONLY		
4	SOURCE OF FUNDS	5	
	AF		
5	CHECK BOX IF DIS	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) 🗆	
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY OWNED		- 0 -	
BY EACH REPORTING	8	SHARED VOTING POWER	
PERSON WITH		1,725,986	
	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		1,725,986	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,725,986		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	5.43%		
14	TYPE OF REPORTING PERSON		
	00		
11 12 13 14	10 AGGREGATE AMO 1,725,986 CHECK BOX IF THI PERCENT OF CLAS 5.43% TYPE OF REPORTIN	SOLE DISPOSITIVE POWER - 0 - SHARED DISPOSITIVE POWER 1,725,986 UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES S REPRESENTED BY AMOUNT IN ROW (11)	

1	NAME OF REPORTING PERSONS					
	Legion Partners Hold	lings, LLC				
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP*(a) 🛛 (b) 🗆				
3	SEC USE ONLY					
4	SOURCE OF FUND	S				
	AF					
5	CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \Box				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	Delaware					
NUMBER OF SHARES	7	SOLE VOTING POWER				
BENEFICIALLY OWNED		- 0 -				
BY EACH REPORTING	8	SHARED VOTING POWER				
PERSON WITH		1,726,086				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1,726,086				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,726,086					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.43%					
14	TYPE OF REPORTING PERSON					
	00					

1	NAME OF REPORT					
	Christopher S. Kiper					
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP*(a) 🛛 (b) 🗆				
3	SEC USE ONLY					
4	SOURCE OF FUND	9S				
	AF					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) \Box				
6	CITIZENSHIP OR F	PLACE OF ORGANIZATION				
	USA					
NUMBER OF SHARES	7	7 SOLE VOTING POWER				
BENEFICIALLY OWNED		- 0 -				
BY EACH REPORTING	8	SHARED VOTING POWER				
PERSON WITH		1,726,086				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
		1,726,086				
11	AGGREGATE AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	1,726,086					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 🗆					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	5.43%					
14	TYPE OF REPORTING PERSON					
	IN	N				
- I						

1	NAME OF REPOR	TING PERSONS		
Ĩ	Raymond White			
2	5	ROPRIATE BOX IF A MEMBER OF A GROUP*(a) \boxtimes (b) \Box		
3	SEC USE ONLY			
4	SOURCE OF FUN	DS		
-	AF			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6		PLACE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED		- 0 -		
BY EACH REPORTING	8	SHARED VOTING POWER		
PERSON WITH		1,726,086		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		1,726,086		
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,726,086			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \square			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	5.43%			
14	TYPE OF REPOR	TYPE OF REPORTING PERSON		
	IN			

1	NAME OF REPORT	TING PERSONS				
_		chers' Retirement System				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) \boxtimes (b) \square					
3	SEC USE ONLY					
4	SOURCE OF FUNE	DS				
	WC					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6		PLACE OF ORGANIZATION				
	California					
NUMBER OF SHARES	7	SOLE VOTING POWER				
BENEFICIALLY OWNED		34,252				
BY EACH REPORTING	8	8 SHARED VOTING POWER				
PERSON WITH		- 0 -				
	9	SOLE DISPOSITIVE POWER				
		34,252				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	34,252					
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES \Box					
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	Less than 1%					
14	TYPE OF REPORTING PERSON					
	EP					

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

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

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 provided in Schedule A, which is incorporated herein by reference. The aggregate purchase price of the 34,252 Shares owned directly by CalSTRS is approximately \$1,194,126, including brokerage commissions.

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

Item 5(a) is hereby amended and restated in its entirety as follows:

The aggregate percentage of securities reported owned by each person named herein is based upon 31,778,648 shares of Common Stock outstanding as of April 30, 2019, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on May 7, 2019.

A. Legion Partners I

(a) As of the close of business on June 25, 2019, Legion Partners I beneficially owned 880,660 Shares.

Percentage: Approximately 2.77%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 880,660
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 880,660
- (c) The transactions in the securities of the Issuer by Legion Partners I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- B. Legion Partners II
 - (a) As of the close of business on June 25, 2019, Legion Partners II beneficially owned 42,781 Shares.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 0

- 2. Shared power to vote or direct vote: 42,781
- 3. Sole power to dispose or direct the disposition: 0
- 4. Shared power to dispose or direct the disposition: 42,781
- (c) The transactions in the securities of the Issuer by Legion Partners II during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- C. Legion Partners Special I
 - (a) As of the close of business on June 25, 2019, Legion Partners Special I beneficially owned 802,545 Shares.

Percentage: 2.53%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 802,545
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 802,545
- (c) The transactions in the securities of the Issuer by Legion Partners Special I during the past sixty days are set forth in Schedule A and are incorporated herein by reference.
- D. Legion LLC
 - (a) As of the close of business on June 25, 2019, 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 5.43%

- (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 June 25, 2019, 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 5.43%

- (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 June 25, 2019, 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 5.43%

- (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 June 25, 2019, 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 5.43%

- (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 June 25, 2019, CalSTRS beneficially owned 34,252 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 34,252
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 34,252
 - 4. Shared power to dispose or direct the disposition: 0
- (c) CalSTRS has not entered into any transactions in the securities of the Issuer during the past sixty days.

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

Item 6 is hereby amended and restated in its entirety as follows:

Legion Partners I has sold short in over the counter market American-style call options, referencing 84,900 Shares, which have an exercise price of \$50.00 per Share and expire on October 18, 2019.

Legion Partners II has sold short in over the counter market American-style call options, referencing 4,100 Shares, which have an exercise price of \$50.00 per Share and expire on October 18, 2019.

Legion Partners Special I has sold short in over the counter market American-style call options, referencing 77,500 Shares, which have an exercise price of \$50.00 per Share and expire on October 18, 2019.

On October 1, 2018, the Reporting Persons entered into a Joint Filing and Solicitation Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer, to the extent required by applicable law. The Joint Filing Agreement is attached as Exhibit 99.1 to the original Schedule 13D and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

SIGNATURES

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

Dated: June 25, 2019

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. KiperTitle: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: <u>/s/ Kell</u>y Criss

Name:Kelly CrissTitle:Associate Portfolio Manager

SCHEDULE A

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

Nature of Transaction	Date of <u>Purchase</u>	Amount of Securities <u>Purchased/(Sold)</u>	<u>Price Per Security (\$)</u>
	LEGION PARTNERS	<u>, L.P. I</u>	
Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/20/2019	745	\$2.7899
Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/21/2019	13	\$2.1500
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/21/2019	2,042	\$1.2344
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/24/2019	2,363	\$1.0566
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/25/2019	754	\$1.0479

¹ Represents American-style call options purchased in the over-the-counter market to cover short sales of options with an expiration date of October 18, 2019.

LEGION PARTNERS, L.P. II

Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/20/2019	36	\$2.7899
Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/21/2019	1	\$2.1500
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/21/2019	98	\$1.2344
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/24/2019	114	\$1.0566
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/25/2019	37	\$1.0479

¹ Represents American-style call options purchased in the over-the-counter market to cover short sales of options with an expiration date of October 18, 2019.

LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. I

Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/20/2019	679	\$2.7899
Purchase of October 2019 Call Options (\$50.00 Strike Price) ¹	6/21/2019	11	\$2.1500
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/21/2019	1,860	\$1.2344
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/24/2019	2,152	\$1.0566
Purchase of October 2019 Call Options (\$52.50 Strike Price) ¹	06/25/2019	688	\$1.0479

¹ Represents American-style call options purchased in the over-the-counter market to cover short sales of options with an expiration date of October 18, 2019.