### 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)

> <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 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(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*).

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1	NAME OF REPO	DRTING PERSONS		
	Legion Partners, 1	L.P. I		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$			
3	SEC USE ONLY			
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4	SOURCE OF FU	NDS		
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5	CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) $\Box$		
6	CITIZENSHIP O	R PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED	/	SOLL VOING FOWER		
BY EACH REPORTING		- 0 -		
PERSON WITH	8	SHARED VOTING POWER		
		880,660		
	9	SOLE DISPOSITIVE POWER		
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	10	SHARED DISPOSITIVE POWER		
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		880.660		
11	ACCDECATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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	880,660			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	2.79%			
14	TYPE OF REPO	RTING PERSON		
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1	NAME OF REPO	ORTING PERSONS			
	Legion Partners, I				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$				
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5	CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) $\Box$			
6	CITIZENSHIP O	R PLACE OF ORGANIZATION			
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY OWNED					
BY EACH REPORTING		- 0 -			
PERSON WITH	8	SHARED VOTING POWER			
		42,781			
	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		42,781			
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
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14	TYPE OF REPOR	RTING PERSON			
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1	NAME OF REPOF	RTING PERSONS		
		ecial Opportunities, L.P. I		
2	CHECK THE APP	ROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$		
3	SEC USE ONLY			
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6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED				
BY EACH REPORTING		- 0 -		
PERSON WITH	8	SHARED VOTING POWER		
		802,545		
	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		802,545		
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	802,545			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\square$			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	2.54%			
14	TYPE OF REPOR	TING PERSON		
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1	NAME OF REPO	DRTING PERSONS			
	Legion Partners, LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$				
3	SEC USE ONLY				
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	Delaware				
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PERSON WITH	8	SHARED VOTING POWER			
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		1 725 000			
		1,725,986			
	9	SOLE DISPOSITIVE POWER			
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	10	SHARED DISPOSITIVE POWER			
		1,725,986			
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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13	PERCENT OF C	LASS REPRESENTED BY AMOUNT IN ROW (11)			
	5.47%				
14	TYPE OF REPO	RTING PERSON			
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1	NAME OF DEDO	DTINC DEDCONC			
1	NAME OF REPO	RTING PERSONS			
	Logion Dorthons A	seet Management IIC			
		Legion Partners Asset Management, LLC			
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		1,725,986			
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	10	SHARED DISPOSITIVE POWER			
		1,725,986			
11	AGGREGATE AN	MOUNT 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 CI	LASS REPRESENTED BY AMOUNT IN ROW (11)			
	5.47%				
14	TYPE OF REPOF	RTING PERSON			
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1		DTING DEDCONG		
1	NAME OF REPO	RTING PERSONS		
	Logion Doutnous II	aldinga LLC		
	Legion Partners H			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$			
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3	SEC USE ONLY			
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	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED				
BY EACH REPORTING		- 0 -		
PERSON WITH	8	SHARED VOTING POWER		
		1,726,086		
	9	SOLE DISPOSITIVE POWER		
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	10	SHARED DISPOSITIVE POWER		
		1,726,086		
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1 776 096			
12	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)			
10	I EICENT OF CL	ASS KEI KESENTED DT ANIOUNT IN KOW (11)		
	5.47%			
14	TYPE OF REPOR	TING PERSON		
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1	NAME OF REPC	DRTING PERSONS			
	Christopher S. Ki				
2	CHECK THE AP	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$			
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
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5	CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
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	USA				
NUMBER OF SHARES	7	SOLE VOTING POWER			
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PERSON WITH		-			
PERSON WITH	8	SHARED VOTING POWER			
		1 700 000			
		1,726,086			
	9	SOLE DISPOSITIVE POWER			
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	10	SHARED DISPOSITIVE POWER			
		1,726,086			
11	AGGREGATE A	MOUNT 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)				
	5.47%				
14	TYPE OF REPOI	RTING PERSON			
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L	<u>1</u>				

1	NAME OF REDO	ORTING PERSONS			
I	NAME OF REPU	JATING PERSONS			
	Raymond White				
2	-	PROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$			
3	SEC USE ONLY				
4	SOURCE OF FU	NDS			
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5	CHECK BOX IF	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) $\Box$			
6	CITIZENSHIP O	R PLACE OF ORGANIZATION			
	USA				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH REPORTING		- 0 -			
PERSON WITH	8	SHARED VOTING POWER			
	0	SHARED VOTING POWER			
		1,726,086			
	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		1,726,086			
11	AGGREGATE A	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,726,086				
12		THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 🗆			
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	5.47%				
14	TYPE OF REPOR	RTING PERSON			
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1	ΝΑΜΕ ΟΕ ΒΕΡΟ	RTING PERSONS		
1	NAME OF RELO	KTING TEKSONS		
	California State T	eachers' Retirement System		
2		PROPRIATE BOX IF A MEMBER OF A GROUP*(a) $\boxtimes$ (b) $\Box$		
3	SEC USE ONLY			
4	SOURCE OF FUI	NDS		
	WC			
5	CHECK BOX IF.	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) $\Box$		
6		R PLACE OF ORGANIZATION		
U	CITIZENSHIP U	IN FLACE OF ONGAINIZATION		
	California			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED				
BY EACH REPORTING		34,440		
PERSON WITH	8	SHARED VOTING POWER		
	0			
	9	SOLE DISPOSITIVE POWER		
		34,440		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AN	MOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
10	34,440			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES $\Box$			
13	DEDCENT OF CLASS DEDDESENTED DV AMOUNT IN DOW (11)			
15	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%			
14	TYPE OF REPOF	RTING PERSON		
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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. <u>Interest in Securities of the Issuer</u>.

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. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer</u>.

## 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 <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> hereto, which is incorporated by reference herein. Legion Partners I has sold short in over the counter market American-style call options, reference herein. Legion Partners I has sold short in over the counter market detailed in <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> 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 <u>Schedule A</u> hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in schedule A hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which have an exercise price of \$60.00 per Share and expire on April 18, 2019, as further detailed in Schedule A hereto, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> hereto, which have an exercise price of \$62.50 per Share and expire on April 18, 2019, as further detailed in <u>Schedule A</u> 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

Legior			
By:	Legion Partners Asset Management, LLC Investment Advisor		
By:		/s/ Christopher S. Kiper	
	Name:	Christopher S. Kiper	
	Title:	Managing Director	
Legior	ı Partners, L.P	. II	
By:	Legion Par	tners Asset Management, LLC	
5	Investment	-	
By:		/s/ Christopher S. Kiper	
29.	Name:	Christopher S. Kiper	
	Title:	Managing Director	
Legior	Title:		
-	Title: Partners Spec	Managing Director cial Opportunities, L.P. I	
-	Title: Partners Spec	Managing Director cial Opportunities, L.P. I tners Asset Management, LLC	
Legior By: By:	Title: Partners Spec Legion Par	Managing Director cial Opportunities, L.P. I tners Asset Management, LLC	
By:	Title: Partners Spec Legion Par Investment Name:	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper	
By:	Title: Partners Spec Legion Par Investment	Managing Director cial Opportunities, L.P. I rtners Asset Management, LLC t Advisor /s/ Christopher S. Kiper	
By: By:	Title: Partners Spec Legion Par Investment Name:	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper Managing Director	
By: By:	Title: Partners Spee Legion Par Investment Name: Title: Partners, LLO	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper Managing Director	
By: By: Legior	Title: Partners Spee Legion Par Investment Name: Title: Partners, LLO	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper Managing Director C thers Holdings, LLC	
By: By: Legior	Title: Partners Spee Legion Par Investment Name: Title: Partners, LL0 Legion Par	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper Managing Director C thers Holdings, LLC	
By: By: Legior By:	Title: Partners Spee Legion Par Investment Name: Title: Partners, LL0 Legion Par	Managing Director cial Opportunities, L.P. I thers Asset Management, LLC t Advisor /s/ Christopher S. Kiper Christopher S. Kiper Managing Director C thers Holdings, LLC Member	

Legion Partners Asset Management, LLC

E	3y: Name: Title:	/s/ Christopher S. Kiper Christopher S. Kiper Managing Director
L	egion Partners Hold	lings, LLC
E	By: Name: Title:	/s/ Christopher S. Kiper Christopher S. Kiper Managing Member
	s/ Christopher S. Kip Christopher S. Kiper	per
F	s/ Raymond White Raymond White	'E TEACHER'S RETIREMENT SYSTEM
	By: Name: Title:	/s/ April Wilcox April Wilcox Director of Operations

# SCHEDULE A

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

Nature of Transaction	<u>Date of</u> <u>Purchase</u>	Amount of Securities Purchased/(Sold)	<u>Price Per Security (\$)</u>
	LEGION PARTNERS	<u>, L.P. I</u>	
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

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<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	10/31/2018	(379)	\$5.0563
Price) <sup>1</sup> 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.