# 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. 6)1

<u>Papa John's International, Inc.</u> (Name of Issuer)

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

698813102 (CUSIP Number)

JEFFREY C. SMITH STARBOARD VALUE LP 777 Third Avenue, 18<sup>th</sup> 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)

March 1, 2023 (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  $\Box$ .

*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.

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*).

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.

1	NAME OF REPORTI	ING PERSON		
	STARBOARD	VALUE LP		
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNDS	5		
5	CHECK BOX IF DIS 2(e)	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
6	CITIZENSHIP OR PI	LACE OF ORGANIZATION		
	DELAWARE	[		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER 582,432		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		582,432		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	582,432			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	1.7%			
14	TYPE OF REPORTIN	NG PERSON		
	PN			

1	NAME OF REPORT	ING PERSON	
	STARBOARD	VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
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)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	CAYMAN ISL	ANDS	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		312,521	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
	_		
	10	312,521 SHARED DISPOSITIVE POWER	
	10	SHAKED DISFOSITIVE FOWER	
44	A CODECATE AND	- 0 -	
11	AGGKEGALE AMU	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	312,521		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	CO		

1	NAME OF REPORT	ING PERSON	
	STARBOARD	VALUE AND OPPORTUNITY S LLC	
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
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)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		58,514	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		F0 F14	
	10	58,514 SHARED DISPOSITIVE POWER	
11	AGGREGATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11		ON BENEFICIALE ON NEED DI ENGLINE ONLING LEROON	
- 10	58,514	TA CODE CATE AMOUNT IN DOLL (A) PROLYTRES CEDITAIN SWADES	
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	00		

1	NAME OF REPORT	ING PERSON	
	STARBOARD	VALUE AND OPPORTUNITY C LP	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND:	5	
•	0001102 01 10112		
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		33,086	
OWNED BY	8	SHARED VOTING POWER	
EACH	o o	SIMILED VOINGTOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		22.000	
	10	33,086 SHARED DISPOSITIVE POWER	
	10	SHAKED DISI OSHTVE I OWEK	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	22.006		
12	33,086	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX IF TH.	E AGGREGATE AMOUNT IN ROW (II) EACLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	_		
1.4	Less than 1%	NO DEDCOM	
14	TYPE OF REPORTII	NG PEKSUN	
	PN		

1	NAME OF REPORT	ING PERSON	
	STARBOARD	VALUE R LP	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND:	5	
	0001102 01 101121		
	00		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES		22.000	
BENEFICIALLY OWNED BY	8	33,086 SHARED VOTING POWER	
EACH	0	SHARED VOTING TOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	33,086 SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	33,086		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTII	NG PERSON	
	PN		

1	NAME OF REPOR	TINC DEDSON		
1	INAME OF REPOR	TING PERSON		
	STARBOARI	O VALUE R GP LLC		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
_	(b) □			
			( )	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	DS .		
	00			
5	00	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
J	2(e)	ISCLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO THEM 2(0) OR		
	2(0)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES		2.00		
BENEFICIALLY OWNED BY	0	64,285		
EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
1210011 //1111		SOLE BISI CONTIVE I OWER		
		64,285		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	64 205			
12	64,285	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK DOA IF II	TE AGGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHARES	Ш	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
		· ,		
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	00			

1	NAME OF REPORT	TING PERSON		
	STARBOARI	O VALUE AND OPPORTUNITY MASTER FUND L LP		
2		COPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	OS .		
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □		
6		CITIZENSHIP OR PLACE OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY	CAYMAN ISI 7	SOLE VOTING POWER  31,199		
OWNED BY  EACH  REPORTING	8	SHARED VOTING POWER  - 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER  31,199		
	10	SHARED DISPOSITIVE POWER  - 0 -		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  31,199			
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 REPORT	ING PERSON		

1	NAME OF REPOR	TINC DEDSON		
1	NAME OF REPOR	TING PERSON		
	STARBOARI	D VALUE L LP		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
_	(b) □			
			. ,	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	DS		
	00			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSOART TO THEM 2(tt) OR	. ⊔	
	2(0)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES		21 100		
BENEFICIALLY OWNED BY	8	31,199 SHARED VOTING POWER		
EACH	O	SHARED VOTING FOWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER	<del></del>	
		31,199		
	10	SHARED DISPOSITIVE POWER		
11	A CODEC ATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGALE AM	OUNT DENEFTCIALLY OWNED BY EACH REPORTING PERSON		
	31,199			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	PN			
	PIN			

1	NAME OF REPORT	ING PERSON	
	CTADDOADD	D ELIMID I D	
2	STARBOARD	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
2	CHECK THE AFFIX	OF MATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5	CHECK DON IE DIG	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
J	2(e)	CLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSOANT TO HEM 2(u) OR	
6	CITIZENCIUD OD D	LACE OF ORGANIZATION	_
Ö	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	CAYMAN ISL	ANDS	
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		-0-	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	- 0 - CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
14		ETIGOLEGIA ETILIGOTT IN NOT (11) ETIGODES GENTALINOTERICES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	0%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORT	ING PERSON	
	STARBOARD	VALUE P GP LLC	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH	Ŭ	Simula voimorowak	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 - SHARED DISPOSITIVE POWER	
	10	SIMIKED DIST COTTIVE TOWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	0		
12	- 0 -	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	201		
1.4	0% TYPE OF REPORTI	NC DED CON	_
14	I TPE OF KEPORIII	NG PERSON	
	00		

1	NAME OF REPOR	TINC DEDSON	
1	NAME OF REPOR	ITING PERSON	
	STARBOARI	D X MASTER FUND LTD	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
_	$(b)$ $\square$		
			. ,
3	SEC USE ONLY		
4	SOURCE OF FUN	DS	
	MC		
5	WC WC POY IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO THEM 2(tt) OR	. ⊔
	2(0)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	CAYMAN IS		
NUMBER OF	7	SOLE VOTING POWER	
SHARES		44.005	
BENEFICIALLY	0	44,085 SHARED VOTING POWER	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		SOLE BISTOSITIVE TOWER	
		44,085	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	44.005		
12	44,085	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX IF I	TIL AGGREGATE AMOUNT IN NOW (11) EACLUDES CERTAIN SHARES	Ш
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
		` '	
	Less than 1%		
14	TYPE OF REPORT	TING PERSON	
	CO		

1	NAME OF REPOR	TINC DEDSON		
1	NAME OF KEPOR	TING PERSON		
	STARBOARI	O VALUE GP LLC		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
_	(b) [			
			( )	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	OS .		
	00			
5	00	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
J	2(e)	ISCLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PORSUANT TO THEM 2(0) OR		
	2(0)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	0	582,432		
EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
1210011 //1111		SOLE BISTOSTITVE TO WER		
		582,432		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	E02 422			
12	582,432	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BOX IF II	LE AGGREGATE AMOUNT IN NOW (11) EACEODES CERTAIN SHARES	Ш	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
		. ,		
	1.7%			
14	TYPE OF REPORT	ING PERSON		
	00			

1	NAME OF REPORTING PERSON		
	STARBOARD PRINCIPAL CO LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)		
	(b) □		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		582,432	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		582,432	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11			
	E00 400		
12	582,432  CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	1.7%		
14	TYPE OF REPORTING PERSON		
	PN		
l	FIN		

1	NAME OF REPORTING PERSON		
	STARROARD RRINGIRAL CO CRILIC		
2	STARBOARD PRINCIPAL CO GP LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)		
_	(a) = (b) =		
3	CEC LICE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	00		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □		
	2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		582,432	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		502.422	
	10	582,432 SHARED DISPOSITIVE POWER	
11	AGGREGATE AMO	- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	TIGGILE TIME	SONT BENEFICIALET OWNER BY ENGINEER ON THE CHIROCA	
12	582,432		
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	1.7%		
14	TYPE OF REPORTING PERSON		
	00		

1	NAME OF REPORTING PERSON		
	JEFFREY C. S		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$		
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUND	S	
	00		
	00	COLOCUME OF LEGAL PROCEEDINGS IS REQUIRED BURGLIANT TO ITEM O( ) OR	
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSUID OD D	LACE OF ORGANIZATION	
U	CITIZENSIIIF OK F	LACE OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES	/	SOLE VOTINGTOWER	
BENEFICIALLY		17,138.8587 <sup>1</sup>	
OWNED BY	8	SHARED VOTING POWER	
EACH	O	SHARED VOTING FOWER	
REPORTING		582,432	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
TERSON WITH	J	SOLE DISTOSITIVE TOWER	
		17,138.8587 <sup>1</sup>	
	10	SHARED DISPOSITIVE POWER	
	10	SHARED DISPOSITIVE POWER	
		582,432	
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AIVIO	TOTAL DEVELOCIALLY OWNED BY EACH REPORTING LEGICIA	
	599,570.8587 <sup>1</sup>		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П
12	CHECK BOX IF IH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш
13	DEDCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
13	LEIGENT OF CLAS	SO KEI KESEKTED DI AMOONTI IN KOW (11)	
	1.7%		
14	TYPE OF REPORTI	NG PERSON	
1-7	TITE OF REFORTING LEAGON		
	IN		

<sup>&</sup>lt;sup>1</sup> Includes restricted stock units and dividend equivalent rights of the Issuer deemed invested in an equivalent number of Shares through a deferred compensation plan provided by the Issuer, all of which are distributable within sixty days of termination of Mr. Smith's service on the Issuer's Board of Directors (the "Board").

1	NAME OF REPORTING PERSON			
	DETER A SELD			
2	PETER A. FELD  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) $\Box$			
_	(a) $\Box$			
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)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	TICA			
NUMBER OF	USA 7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	8	SHARED VOTING POWER		
REPORTING		582,432		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		582,432		
11	AGGREGATE AM	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	F02 422			
12	582,432	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П	
14		E 11361E31E1E111130111 II NOW (II) ENGLOPES CENTRIN SIRINES		
- 12	DEDCEME OF CLA	CC DEDDECEMBED DV AMOUNT IN DOW! (44)		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  1.8%			
14 TYPE OF REPORTING PERSON				
	IN	IN		

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned ("Amendment No. 6"). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

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

Item 2 is hereby amended to add the following:

On March 1, 2023, the Issuer agreed to accept the resignation tendered by Jeffrey C. Smith, effective immediately, as a member and Chair of the Board.

#### 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 that certain Share Repurchase Agreement, dated May 11, 2021, as described in Amendment No. 4 to the Schedule 13D. The aggregate purchase price of the 311,521 Shares beneficially owned by Starboard V&O Fund is \$15,594,741. The aggregate purchase price of the 58,514 Shares beneficially owned by Starboard S LLC is \$2,292,211. The aggregate purchase price of the 33,086 Shares beneficially owned by Starboard C LP is \$1,656,285. The aggregate purchase price of the 31,199 Shares beneficially owned by Starboard L Master is \$1,561,822. The aggregate purchase price of the 44,085 Shares beneficially owned by Starboard X Master is approximately \$2,206,895. The aggregate purchase price of the 103,027 Shares held in the Starboard Value LP Account is \$5,157,532.

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 17,138.8587 Shares beneficially owned by Mr. Smith represent Shares that were granted to Mr. Smith by the Issuer in his former capacity as a director of the Issuer.

#### Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

On March 1, 2023, the Issuer and certain of the Reporting Persons entered into a Share Repurchase Agreement (the "Repurchase Agreement") pursuant to which, among other things, the Issuer agreed to repurchase from such Reporting Persons 2,176,928 Shares. As consideration for the repurchase, the Issuer will pay such Reporting Persons \$82.52 per Share, for aggregate cash consideration of approximately \$180 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 March 3, 2023.

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

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 34,680,269 Shares outstanding, as of February 16, 2023 which is the total number of Shares outstanding as disclosed in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 23, 2023.

#### A. Starboard V&O Fund

(a) As of the close of business on March 2, 2023, Starboard V&O Fund beneficially owned approximately 312,521 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 312,521
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 312,521
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares 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 March 2, 2023, Starboard S LLC beneficially owned approximately 58,514 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 58,514
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 58,514
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares by Starboard S LLC during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

## C. Starboard C LP

(a) As of the close of business on March 2, 2023, Starboard C LP beneficially owned approximately 33,086 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 33,086
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 33,086
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares by Starboard C LP during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

#### D. Starboard P LP

(a) As of the close of business on March 2, 2023, Starboard P LP beneficially owned 0 Shares.

Percentage: 0%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares by Starboard P LP during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

## E. Starboard P GP

(a) Starboard P GP, as the general partner of Starboard P LP, may be deemed the beneficial owner of the 0 Shares owned by Starboard P LP.

Percentage: 0%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard P GP has not entered into any transactions in the Shares during the past sixty days. The transaction in the Shares on behalf of Starboard P LP during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

#### F. Starboard L Master

(a) As of the close of business on March 2, 2023, Starboard L Master beneficially owned approximately 31,199 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 31,199
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 31,199
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares by Starboard L Master during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

## G. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 31,199 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 31,199
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 31,199
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transaction in the Shares on behalf of Starboard L Master during the past sixty days is set forth in Schedule A and is incorporated herein by reference.

#### 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) 33,086 Shares owned by Starboard C LP and (ii) 0 Shares owned by Starboard P LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 33,086
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 33,086
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard C LP and Starboard P LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference

#### 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) 33,086 Shares owned By Starboard C LP, (ii) 0 Shares owned by Starboard P LP and (iii) 31,199 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 64,285
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 64,285
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard C LP, Starboard P LP and Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### J. Starboard X Master

(a) As of the close of business on March 2, 2023, Starboard X Master beneficially owned 44,085 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 44,085
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 44,085
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transaction in the Shares 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 March 2, 2023, approximately 103,027 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 582,432
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 582,432
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 582,432
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 582,432
  - 4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 582,432
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 582,432
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 582,432
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 582,432
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account 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 March 2, 2023, Mr. Smith directly beneficially owned 17,138.8587 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 17,138.8587
  - 2. Shared power to vote or direct vote: 582,432
  - 3. Sole power to dispose or direct the disposition: 17,138.8587
  - 4. Shared power to dispose or direct the disposition: 582,432
- (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 Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account 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) 312,521 Shares owned by Starboard V&O Fund, (ii) 58,514 Shares owned by Starboard S LLC, (iii) 33,086 Shares owned by Starboard C LP, (iv) 31,199 Shares owned by Starboard L Master, (v) 0 Shares owned by Starboard P LP, (vi) 44,085 Shares owned by Starboard X Master and (vii) 103,027 Shares held in the Starboard Value LP Account.

Percentage: Approximately 1.7%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 582,432
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 582,432
- (c) Mr. Feld has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard P LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
  - (e) As of March 1, 2023, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares of the Issuer.
- 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:

On March 1, 2023, 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 March 2, 2023 and is incorporated herein by reference.

## Item 7. <u>Material to be Filed as Exhibits</u>.

Item 7 is hereby amended to add the following exhibit:

99.1 Share Repurchase Agreement, dated March 1, 2023 (incorporated by reference to Exhibit 10.1 of the Issuer's Current Report on Form 8-K filed with the SEC on March 2, 2023).

#### **SIGNATURES**

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

Dated: March 3, 2023

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**

## <u>Transactions in the Shares During the Past Sixty Days</u><sup>1</sup>

	Amount of Shares		Date of			
Nature of the Transaction	<u>Acquired/(Disposed)</u>	<u> Price (\$)</u>	Acquisition/Disposition			
	STARBOARD VALUE AND OPPO	RTUNITY MASTER FUND LTD	•			
	STREET HE OF TO	KICIVIII WASIEKI GIVE EIE	-			
Sale of Common Stock	(937,564)	82.5200	03/01/2023			
	CITADDO ADD MALLIE AND					
	STARBOARD VALUE AND	O OPPORTUNITY S LLC				
Sale of Common Stock	(175,544)	82.5200	03/01/2023			
	STARBOARD VALUE ANI	D OPPORTUNITY C LP				
Sale of Common Stock	(99,259)	82.5200	03/01/2023			
	<u>STARBOARD</u>	P FUND LP				
Sale of Common Stock	(429,630)	82.5200	03/01/2023			
	STARBOARD VALUE AND OPPOI	<u>RTUNITY MASTER FUND L LE</u>	<u>-</u>			
Sale of Common Stock	(93,598)	82.5200	03/01/2023			
	STARBOARD X MA	STER FUND LTD				
Sale of Common Stock	(132,253)	82.5200	03/01/2023			
	STARBOARD					
	(Through the Starboard	u value LP Account)				
Sale of Common Stock	(309,080)	82.5200	03/01/2023			
	HEEDEN C	CAMPULL				
JEFFREY C. SMITH						
Receipt of Common Stock	348.4223	89.6900	01/31/2023			
Receipt of Common Stock <sup>2</sup>	22.1587	94.8600	02/17/2023			
Receipt of Common Stock <sup>3</sup>	51	94.8900	02/17/2023			

<sup>&</sup>lt;sup>1</sup> Except as otherwise noted, each of the transactions listed herein this Schedule A was made in connection with the Repurchase Agreement defined and described in Item 4 above.

 $<sup>^2</sup>$  Represents acquisition of Shares pursuant to the Issuer's Nonqualified Deferred Compensation Plan.

<sup>&</sup>lt;sup>3</sup> Represents acquisition of dividend equivalent rights on restricted stock units awarded on May 9, 2019, May 8, 2020, May 10, 2021 and May 9, 2020, which are distributable in an equivalent number of Shares within sixty days of termination of Mr. Smith's service on the Board.