

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

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

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

698813102
(CUSIP Number)

JEFFREY C. SMITH
STARBOARD VALUE LP
777 Third Avenue, 18th Floor
New York, New York 10017
(212) 845-7977

STEVE WOLOSKY, ESQ.
ANDREW FREEDMAN, ESQ.
OLSHAN FROME WOLOSKY LLP
1325 Avenue of the Americas
New York, New York 10019
(212) 451-2300

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

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 ☐.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the *Notes*).

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

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 312,521
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 312,521
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 312,521	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY S LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 58,514
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 58,514
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 58,514	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY C LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 33,086
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 33,086
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,086	
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) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE R LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 33,086
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 33,086
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 33,086	
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) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

1	NAME OF REPORTING PERSON STARBOARD VALUE R GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 64,285
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 64,285
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 64,285	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 31,199
	8	SHARED VOTING POWER - 0 -
	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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD VALUE L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 31,199
	8	SHARED VOTING POWER - 0 -
	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 <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON PN	

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

1	NAME OF REPORTING PERSON STARBOARD VALUE P GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
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 - 0 -
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON - 0 -	
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) 0%	
14	TYPE OF REPORTING PERSON OO	

1	NAME OF REPORTING PERSON STARBOARD X MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 44,085
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 44,085
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 44,085	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%	
14	TYPE OF REPORTING PERSON CO	

1	NAME OF REPORTING PERSON STARBOARD VALUE GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 582,432
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 582,432
	10	SHARED DISPOSITIVE POWER - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 582,432	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.7%	
14	TYPE OF REPORTING PERSON OO	

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

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

1	NAME OF REPORTING PERSON JEFFREY C. SMITH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 17,138.8587 ¹
	8	SHARED VOTING POWER 582,432
	9	SOLE DISPOSITIVE POWER 17,138.8587 ¹
	10	SHARED DISPOSITIVE POWER 582,432
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 599,570.8587 ¹	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.7%	
14	TYPE OF REPORTING PERSON IN	

¹ 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 PETER A. FELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -
	8	SHARED VOTING POWER 582,432
	9	SOLE DISPOSITIVE POWER - 0 -
	10	SHARED DISPOSITIVE POWER 582,432
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 582,432	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 1.8%	
14	TYPE OF REPORTING PERSON 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. Identity and Background

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. Purpose of Transaction.

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. Interest in Securities of the Issuer.

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

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. Material to be Filed as Exhibits.

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 P GP LLC
By: Starboard Value R LP,
its member

STARBOARD VALUE AND OPPORTUNITY S LLC
By: Starboard Value LP,
its manager

STARBOARD VALUE L LP
By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE AND OPPORTUNITY C LP
By: Starboard Value R LP,
its general partner

STARBOARD X MASTER FUND LTD
By: Starboard Value LP,
its investment manager

STARBOARD VALUE R LP
By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE LP
By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP
By: Starboard Value L LP,
its general partner

STARBOARD VALUE GP LLC
By: Starboard Principal Co LP,
its member

STARBOARD P FUND LP
By: Starboard Value P GP LLC,
its general partner

STARBOARD PRINCIPAL CO LP
By: Starboard Principal Co GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
JEFFREY C. SMITH
Individually and as attorney-in-fact for Peter A. Feld

SCHEDULE A**Transactions in the Shares During the Past Sixty Days¹**

<u>Nature of the Transaction</u>	<u>Amount of Shares Acquired/(Disposed)</u>	<u>Price (\$)</u>	<u>Date of Acquisition/Disposition</u>
<u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</u>			
Sale of Common Stock	(937,564)	82.5200	03/01/2023
<u>STARBOARD VALUE AND OPPORTUNITY S LLC</u>			
Sale of Common Stock	(175,544)	82.5200	03/01/2023
<u>STARBOARD VALUE AND OPPORTUNITY C LP</u>			
Sale of Common Stock	(99,259)	82.5200	03/01/2023
<u>STARBOARD P FUND LP</u>			
Sale of Common Stock	(429,630)	82.5200	03/01/2023
<u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP</u>			
Sale of Common Stock	(93,598)	82.5200	03/01/2023
<u>STARBOARD X MASTER FUND LTD</u>			
Sale of Common Stock	(132,253)	82.5200	03/01/2023
<u>STARBOARD VALUE LP (Through the Starboard Value LP Account)</u>			
Sale of Common Stock	(309,080)	82.5200	03/01/2023
<u>JEFFREY C. SMITH</u>			
Receipt of Common Stock	348.4223	89.6900	01/31/2023
Receipt of Common Stock ²	22.1587	94.8600	02/17/2023
Receipt of Common Stock ³	51	94.8900	02/17/2023

¹ 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.

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

³ 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.