

PAPA JOHNS INTERNATIONAL INC  
Form SC 13D/A  
November 20, 2018  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D

(Rule 13d-101)

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

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

Papa John's International, Inc.

(Name of Issuer)

Common Stock, Par Value \$0.01

(Title of Class of Securities)

698813102

(CUSIP Number)

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

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

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

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

November 16, 2018

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

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

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<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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CUSIP No. 698813102

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSONS  |
| 2  | Legion Partners, L.P. I<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)    |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS<br>WC  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                   |
| 7  | SOLE VOTING POWER<br>- 0 -   |
| 8  | SHARED VOTING POWER  |
| 9  | 880,660<br>SOLE DISPOSITIVE POWER<br>- 0 -   |
| 10 | SHARED DISPOSITIVE POWER   |
| 11 | 880,660<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |
| 12 | 880,660<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES       |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>2.79%                        |

14

TYPE OF REPORTING  
PERSON

PN

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CUSIP No. 698813102

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSONS  |
| 2  | Legion Partners, L.P. II<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)   |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS<br>WC  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware                                   |
| 7  | SOLE VOTING POWER<br>- 0 -   |
| 8  | SHARED VOTING POWER<br>42,781  |
| 9  | SOLE DISPOSITIVE POWER<br>- 0 -  |
| 10 | SHARED DISPOSITIVE POWER<br>42,781   |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>42,781                 |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     |
| 14 | Less than 1%   |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

TYPE OF REPORTING  
PERSON

PN

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CUSIP No. 698813102

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSONS   |
| 2  | Legion Partners Special Opportunities, L.P. I<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b) |
| 3  | SEC USE ONLY  |
| 4  | SOURCE OF FUNDS<br>WC   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)                    |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |
| 7  | SOLE VOTING POWER<br>- 0 -  |
| 8  | SHARED VOTING POWER<br>802,545  |
| 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
| 10 | SHARED DISPOSITIVE POWER<br>802,545   |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>802,545                                   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                                     |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

2.54%  
TYPE OF REPORTING  
PERSON

14

PN

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CUSIP No. 698813102

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSONS   |
| 2  | Legion Partners, LLC<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)  |
| 3  | SEC USE ONLY  |
| 4  | SOURCE OF FUNDS<br>AF   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |
| 7  | SOLE VOTING POWER<br>- 0 -  |
| 8  | SHARED VOTING POWER<br>1,725,986  |
| 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
| 10 | SHARED DISPOSITIVE POWER<br>1,725,986   |
| 11 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 1,725,986<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |
| 14 | 5.47%   |



TYPE OF REPORTING  
PERSON

OO

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CUSIP No. 698813102

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSONS   |
| 2  | Legion Partners Asset Management, LLC<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)                                 |
| 3  | SEC USE ONLY  |
| 4  | SOURCE OF FUNDS<br>AF   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |
| 7  | SOLE VOTING POWER<br>- 0 -  |
| 8  | SHARED VOTING POWER<br>1,725,986  |
| 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
| 10 | SHARED DISPOSITIVE POWER<br>1,725,986   |
| 11 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 1,725,986<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)<br><br>5.47%   |

14

TYPE OF REPORTING  
PERSON

OO

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CUSIP No. 698813102

|    |   |
|----|---|
| 1  | NAME OF REPORTING PERSONS   |
| 2  | Legion Partners Holdings, LLC<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)   |
| 3  | SEC USE ONLY  |
| 4  | SOURCE OF FUNDS<br>AF   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>Delaware  |
| 7  | SOLE VOTING POWER<br>- 0 -  |
| 8  | SHARED VOTING POWER<br>1,726,086  |
| 9  | SOLE DISPOSITIVE POWER<br>- 0 -   |
| 10 | SHARED DISPOSITIVE POWER<br>1,726,086   |
| 11 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON |
| 12 | 1,726,086<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES  |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |
| 14 | 5.47%   |

TYPE OF REPORTING  
PERSON

OO

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CUSIP No. 698813102

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSONS  |
| 2  | Christopher S. Kiper<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)       |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS<br>AF  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA<br>SOLE VOTING POWER                   |
| 7  | - 0 -<br>SHARED VOTING POWER   |
| 8  | 1,726,086<br>SOLE DISPOSITIVE POWER  |
| 9  | - 0 -<br>SHARED DISPOSITIVE POWER  |
| 10 | 1,726,086<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON              |
| 11 | 1,726,086<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES     |
| 12 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     |
| 13 | 5.47%  |
| 14 |  |

TYPE OF REPORTING  
PERSON

IN

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CUSIP No. 698813102

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSONS  |
| 2  | Raymond White<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b)              |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS<br>AF  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>USA<br>SOLE VOTING POWER                   |
| 7  | - 0 -<br>SHARED VOTING POWER   |
| 8  | 1,726,086<br>SOLE DISPOSITIVE POWER  |
| 9  | - 0 -<br>SHARED DISPOSITIVE POWER  |
| 10 | 1,726,086<br>AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON              |
| 11 | 1,726,086<br>CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES     |
| 12 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                     |
| 13 | 5.47%  |
| 14 |  |



TYPE OF REPORTING  
PERSON

IN

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CUSIP No. 698813102

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSONS  |
| 2  | California State Teachers' Retirement System<br>CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*(a) (b) |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS<br>WC  |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)                   |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION<br><br>California   |
| 7  | SOLE VOTING POWER<br>34,440  |
| 8  | SHARED VOTING POWER<br>- 0 -   |
| 9  | SOLE DISPOSITIVE POWER<br>34,440   |
| 10 | SHARED DISPOSITIVE POWER<br>- 0 -  |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON<br>34,440                                   |
| 12 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES                                    |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

14

Less than 1%  
TYPE OF REPORTING  
PERSON

EP

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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. Interest in Securities of the Issuer.

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

D. Legion LLC

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 (a) 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

Legion LLC has not entered into any transactions in the securities of the Issuer during the past sixty days. The (c) 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.

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E. Legion Partners Asset Management

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

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

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

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.

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G. Messrs. Kiper and White

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 (a) 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

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 (c) 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.

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

Item 6 is hereby amended to add the following:

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

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

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

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SIGNATURES

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

Dated: November 20, 2018

Legion Partners, L.P. I

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

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

Legion Partners, L.P. II

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

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

Legion Partners Special  
Opportunities, L.P. I

By: Legion Partners Asset  
Management, LLC  
Investment Advisor

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

Legion Partners, LLC

By: Legion Partners Holdings,  
LLC  
Managing Member

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



Legion Partners Asset  
Management, LLC

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

Legion Partners Holdings, LLC

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

/s/ Christopher S. Kiper  
Christopher S. Kiper

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

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

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SCHEDULE A

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

| <u>Nature of Transaction</u> | <u>Date of Purchase</u> | <u>Amount of Securities Purchased/(Sold)</u> | <u>Price Per Security (\$)</u> |
|------------------------------|-------------------------|--|--------------------------------|
|------------------------------|-------------------------|--|--------------------------------|

LEGION PARTNERS, L.P. I

|   |            |         |          |
|---|------------|---------|----------|
| 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.

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LEGION PARTNERS, L.P. II

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

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

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LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. I

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

CALIFORNIA STATE TEACHERS' RETIREMENT SYSTEM

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

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