

ROCKWELL MEDICAL, INC.
Form SC 13D/A
March 09, 2018

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. 10)¹

Rockwell Medical, Inc.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

774374102

(CUSIP Number)

DAVID S. RICHMOND

richmond brothers, Inc.

3568 Wildwood Avenue

Jackson, Michigan 49202

(517) 435-4040

STEVE WOLOSKY

RYAN NEBEL

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 7, 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.

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*).

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

Richmond Brothers, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

MICHIGAN

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY - 0 -

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

5,150,697
10 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,150,697

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

10.0%

14 TYPE OF REPORTING
PERSON

IA, CO

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

RBI Private Investment I,
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
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 OWNED BY EACH REPORTING PERSON WITH | | 164,841 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 164,841 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

164,841

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%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

RBI Private Investment II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

| | | |
|---|----|------------------------|
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | | |
| | | 29,802 |
| | 8 | SHARED VOTING POWER |
| | | - 0 - |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 29,802 |
| | 10 | SHARED DISPOSITIVE |

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

29,802

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%
TYPE OF REPORTING
PERSON

OO

CUSIP NO. 774374102

| | | |
|---------------------|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | RBI PI Manager, LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS | |
| | 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 | |
| | DELAWARE | |
| NUMBER OF | 7 | SOLE VOTING POWER |
| SHARES BENEFICIALLY | | 194,643 |
| OWNED BY | 8 | SHARED VOTING POWER |
| EACH REPORTING | | - 0 - |
| PERSON WITH | 9 | SOLE DISPOSITIVE POWER |
| | | 194,643 |
| | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

194,643

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%
TYPE OF REPORTING
PERSON

OO

5

CUSIP NO. 774374102

| | |
|----|--|
| 1 | NAME OF REPORTING PERSON |
| | Richmond Brothers 401(k) Profit Sharing Plan |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b) |
| 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) |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION |
| | MICHIGAN |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |
| | SOLE VOTING POWER |
| | 42,100 |
| 8 | SHARED VOTING POWER |
| | - 0 - |
| 9 | SOLE DISPOSITIVE POWER |
| | 42,100 |
| 10 | SHARED DISPOSITIVE |

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

42,100

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%
TYPE OF REPORTING
PERSON

EP

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

David S. Richmond

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 371,019

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 70,350

PERSON WITH 9 SOLE DISPOSITIVE POWER

371,019

10 SHARED DISPOSITIVE POWER

5,221,047

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,592,066

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

10.8%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

Matthew J. Curfman

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO, PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 40,684

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 76,485

PERSON WITH 9 SOLE DISPOSITIVE POWER

40,684

10 SHARED DISPOSITIVE POWER

5,227,182

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

5,267,866

12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

10.2%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 774374102

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Lisa Colleran | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 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) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | - 0 - |
| PERSON WITH | 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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING
PERSON

IN

CUSIP NO. 774374102

| | | |
|---|--|--------------------------|
| 1 | NAME OF REPORTING PERSON | |
| | Benjamin Wolin | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP | (a) |
| | | (b) |
| 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) | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | USA | |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7 | SOLE VOTING POWER |
| | | - 0 - |
| OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | - 0 - |
| PERSON WITH | 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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 0%
TYPE OF REPORTING
PERSON

IN

10

CUSIP NO. 774374102

The following constitutes Amendment No. 10 to the Schedule 13D filed by the undersigned (“Amendment No. 10”). This Amendment No. 10 amends the Schedule 13D as specifically set forth herein.

Item 2.

Identity and Background.

Item 2 is hereby amended to add the following:

In connection with the Letter Agreement, as defined and described in Item 4 below, the Reporting Persons executed a Termination of Joint Filing and Solicitation Agreement. In connection with the Termination of Joint Filing and Solicitation Agreement, which is attached as Exhibit 99.2 hereto and incorporated herein by reference, each of the undersigned to that certain Joint Filing and Solicitation Agreement, dated February 27, 2018, are no longer members of a Section 13(d) group, and Ms. Colleran and Mr. Wolin shall cease to be Reporting Persons immediately after the filing of this Amendment No. 10 to the Schedule 13D. The remaining Reporting Persons (collectively, the “Richmond Parties”) will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. The Richmond Parties have entered into a Joint Filing Agreement, as further described in Item 6 below.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares held in the Separately Managed Accounts and purchased by each of RBI PI, RBI PII and the RBI Plan 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. The aggregate purchase price of the 5,150,697 Shares held by the Separately Managed Accounts is approximately \$30,593,548, excluding brokerage commissions. The aggregate purchase price of the 164,841 Shares owned directly by RBI PI is approximately \$1,099,401, excluding brokerage commissions. The aggregate purchase price of the 29,802 Shares owned directly by RBI PII is approximately \$175,072, excluding brokerage commissions. The aggregate purchase price of the 42,100 Shares owned directly by the RBI Plan is approximately \$285,375, excluding brokerage commissions.

The Shares purchased by Mr. Richmond were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 204,626 Shares beneficially owned by Mr. Richmond, including 28,096 Shares directly owned by his spouse, 147 Shares directly owned by his daughter and 7 Shares directly owned by his son, is approximately \$890,591, excluding brokerage commissions.

The Shares purchased by Mr. Curfman were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 75,069 Shares beneficially owned by Mr. Curfman, including the 34,385 Shares directly owned by his spouse, is approximately \$466,289, excluding brokerage commissions.

CUSIP NO. 774374102

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

On March 7, 2018, Richmond Brothers and Mr. Richmond entered into a letter agreement (the “Letter Agreement”) with the Issuer concerning certain corporate governance matters. Pursuant to the Letter Agreement, the Board of Directors (the “Board”) was increased to eight directors and Lisa Colleran and Benjamin Wolin were each appointed as directors, effective immediately, with Mr. Wolin also being appointed as Lead Independent Director. The Issuer also agreed to submit a proposal at the 2018 annual meeting of shareholders (the “2018 Annual Meeting”) seeking shareholder approval to declassify the Board so that, if approved at the 2018 Annual Meeting, beginning with the 2018 Annual Meeting, directors elected to succeed those directors whose terms then expire shall be elected for one-year terms, meaning that all directors would be elected annually beginning with the 2020 annual meeting of shareholders. Furthermore, the Board agreed to use its best efforts to request that each current director of the Board irrevocably commit to tender his/her resignation following the 2018 Annual Meeting if he/she is a member of the Board at that time and then each such director will subsequently be reappointed to the Board by the remaining members of the Board so as to serve until the 2019 annual meeting of shareholders (the “2019 Annual Meeting”), such that if all directors tender their resignations as described above, then beginning at the 2019 Annual Meeting, all directors will be elected for one-year terms. The Issuer also agreed that incumbent director Patrick J. Bagley will not stand for re-election at the 2018 Annual Meeting.

Pursuant to the Letter Agreement, Mr. Richmond agreed to withdraw the 2018 Nomination Letter (as defined and described in Amendment No. 9 to the Schedule 13D) and agreed not to bring any other proposal before the 2018 Annual Meeting. Mr. Richmond also agreed to vote, and recommend that the Shares held in the Separately Managed Accounts be voted, for (i) the election of the candidate nominated by the Board at the 2018 Annual Meeting (Robert L. Chioini) and (ii) the approval of the Rockwell Medical, Inc. 2018 Long Term Incentive Plan (the “2018 Plan”) as long as either Institutional Shareholder Services Inc. or Glass, Lewis & Co. recommend in favor of the 2018 Plan.

The foregoing description of the Letter Agreement is qualified in its entirety by reference to the Letter Agreement, which is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 5.

Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 51,761,040 Shares outstanding as of October 31, 2017, which is the total number of Shares outstanding as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2017.

A.

Richmond Brothers

As of the close of business on March 8, 2018, 5,150,697 Shares were held in the Separately Managed Accounts. As (a) the investment advisor to the Separately Managed Accounts, Richmond Brothers may be deemed the beneficial owner of the 5,150,697 Shares held in the Separately Managed Accounts.

Percentage: Approximately 10.0%

(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: 5,150,697
4. Shared power to dispose or direct the disposition: 0

(c)

The transactions in the securities of the Issuer through the Separately Managed Accounts by Richmond Brothers since the filing of Amendment No. 9 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

12

CUSIP NO. 774374102

B.

RBI PI

(a) As of the close of business on March 8, 2018, RBI PI beneficially owned 164,841 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 164,841
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 164,841
 4. Shared power to dispose or direct the disposition: 0

(c) RBI PI has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

C.

RBI PII

(a) As of the close of business on March 8, 2018, RBI PII beneficially owned 29,802 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 29,802
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 29,802
 4. Shared power to dispose or direct the disposition: 0

(c) RBI PII has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

D.

RBI Manager

(a) As the manager of RBI PI and RBI PII, RBI Manager may be deemed the beneficial owner of the (i) 164,841 Shares owned by RBI PI and (ii) 29,802 Shares owned by RBI PII.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 194,643
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 194,643
 4. Shared power to dispose or direct the disposition: 0

(c) RBI Manager has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

13

CUSIP NO. 774374102

E. RBI Plan

(a) As of the close of business on March 8, 2018, the RBI Plan beneficially owned 42,100 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 42,100
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 42,100
 4. Shared power to dispose or direct the disposition: 0

(c) The RBI Plan has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

F. Mr. Richmond

(a) As of the close of business on March 8, 2018, Mr. Richmond beneficially owned 204,626 Shares, including 28,096 Shares directly owned by his spouse, 147 Shares directly owned by his daughter and 7 Shares directly owned by his son. As the Chairman of Richmond Brothers, manager of RBI Manager and a trustee of the RBI Plan, Mr. Richmond may also be deemed the beneficial owner of the (i) 5,150,697 Shares held in the Separately Managed Accounts, (ii) 164,841 Shares owned by RBI PI, (iii) 29,802 Shares owned by RBI PII and (iv) 42,100 Shares owned by the RBI Plan.
Percentage: Approximately 10.8%

- (b)
1. Sole power to vote or direct vote: 371,019
 2. Shared power to vote or direct vote: 70,350
 3. Sole power to dispose or direct the disposition: 371,019
 4. Shared power to dispose or direct the disposition: 5,221,047

(c) Mr. Richmond has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D. The transactions in the securities of the Issuer through the Separately Managed Accounts since the filing of Amendment No. 9 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Mr. Curfman

(a) As of the close of business on March 8, 2018, Mr. Curfman beneficially owned 75,069 Shares, including 34,385 Shares directly owned by his spouse. As the President of Richmond Brothers and a trustee of the RBI Plan, Mr. Curfman may also be deemed the beneficial owner of the (i) 5,150,697 Shares held in the Separately Managed Accounts and (ii) 42,100 Shares owned by the RBI Plan.
Percentage: Approximately 10.2%

- (b)
1. Sole power to vote or direct vote: 40,684
 2. Shared power to vote or direct vote: 76,485
 3. Sole power to dispose or direct the disposition: 40,684
 4. Shared power to dispose or direct the disposition: 5,227,182

(c) Mr. Curfman has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D. The transactions in the securities of the Issuer through the Separately Managed Accounts since the filing of Amendment No. 9 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 774374102

H.

Ms. Colleran

(a) As of the close of business on March 8, 2018, Ms. Colleran did not beneficially own any 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) Ms. Colleran has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

I.

Mr. Wolin

(a) As of the close of business on March 8, 2018, Mr. Wolin did not beneficially own any 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) Mr. Wolin has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 9 to the Schedule 13D.

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 Shares he, she or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he, she or it does not directly own.

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 7, 2018, Richmond Brothers, Mr. Richmond and the Issuer entered into the Letter Agreement as defined and described in Item 4 above and attached as Exhibit 99.1 hereto.

On March 8, 2018, the Reporting Persons terminated that certain Joint Filing and Solicitation Agreement, dated February 27, 2018. A copy of the Termination of Joint Filing and Solicitation Agreement is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

On March 9, 2018, the Richmond Parties entered into a Joint Filing Agreement pursuant to which they agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- 99.1 Letter Agreement, dated March 7, 2018.
99.2 Termination of Joint Filing and Solicitation Agreement, dated March 8, 2018.

CUSIP NO. 774374102

SIGNATURES

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

Dated: March 9, 2018

Richmond Brothers, Inc.

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Chairman

RBI Private Investment I, LLC

By: RBI PI Manager, LLC
Manager

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Manager

RBI Private Investment II,
LLC

By: RBI PI Manager, LLC
Manager

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Manager

By: RBI PI Manager, LLC

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Manager

By: Richmond Brothers 401(k)
Profit Sharing Plan

By: /s/ David S. Richmond
Name: David S. Richmond
Title: Trustee

CUSIP NO. 774374102

/s/ David S. Richmond
David S. Richmond

Individually and as attorney-in-fact for Lisa Colleran and Benjamin Wolin

/s/ Matthew J. Curfman
Matthew J. Curfman

SCHEDULE A

Transactions in the Securities of the Issuer Since the filing of Amendment No. 9 to the Schedule 13D

| <u>Nature of Transaction</u> | <u>Securities Purchased/(Sold)</u> | <u>Price per Share (\$)</u> | <u>Date of Purchase / Sale</u> |
|------------------------------|--|-----------------------------|------------------------------------|
|------------------------------|--|-----------------------------|------------------------------------|

Richmond Brothers, Inc.
(Through the Separately Managed Accounts)

| | | | |
|--------------------------|-------|--------|------------|
| Sale of Common Stock | (242) | 5.9050 | 03/05/2018 |
| Purchase of Common Stock | 389 | 5.8900 | 03/05/2018 |
| Purchase of Common Stock | 169 | 5.9057 | 03/05/2018 |
| Purchase of Common Stock | 2,488 | 6.0429 | 03/05/2018 |
| Purchase of Common Stock | 501 | 5.9862 | 03/07/2018 |