# 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. 2)1

AECOM (Name of Issuer)

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

> <u>00766T100</u> (CUSIP Number)

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

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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)

<u>January 25, 2023</u> (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 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 APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
			(b) 🗆			
3	SEC USE ONLY					
	SEC OSE OTER					
	COLUD CE OF FUND					
4	SOURCE OF FUND	S				
	00					
5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITE						
	2(e)					
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	DEL AWARE	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER				
SHARES	,	SOLE YOUR OLD WERE				
BENEFICIALLY		6,761,000				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		6.761,000				
	10	6,761,000 SHARED DISPOSITIVE POWER				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	6,761,000*					
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	DEDCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
13	FERCENT OF CLAS	SS REFRESENTED DI AMOUNT IN KOW (II)				
	4.9%					
14	TYPE OF REPORTI	NG PERSON				
	DNI					

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

1	NAME OF REPORT	ING PERSON				
1	TANAL OF REFORMING LEROON					
	STARBOARD	VALUE AND OPPORTUNITY MASTER FUND LTD				
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
			(b) □			
3	SEC USE ONLY					
	COLID CE OE ELDID					
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 P	LACE OF ORGANIZATION				
	CAYMAN ISLANDS					
NUMBER OF	7	SOLE VOTING POWER				
SHARES	/	SOLL VOINGTOWER				
BENEFICIALLY		3,059,533				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING	_	- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		3,059,533				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2.050.522*					
12	3,059,533*	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	CHECK BOX IF THE	E AUGREGATE AMOUNT IN ROW (11) EACLUDES CERTAIN SHARES				
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	-			
	2.2%					
14	TYPE OF REPORTIN	NG PERSON				
	СО					

<sup>\*</sup> Includes 50,537 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

1	NAME OF REPOR	TING PERSON			
	STARBOARD VALUE AND OPPORTUNITY S LLC				
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUN	DS			
	WC				
5	CHECK BOX IF D 2(e)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR (e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION			
NUMBER OF	DELAWARE	SOLE VOTING POWER			
SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		538,460			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER	<u> </u>		
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		538,460			
	10	SHARED DISPOSITIVE POWER			
11	AGGREGATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	538,460				
12	CHECK BOX IF T	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				
	00				

1	NAME OF REPORTING PERSON			
	STARBOARI	O VALUE AND OPPORTUNITY C LP		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a)	
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 □		
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION		
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		325,828		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		325,828		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	325,828			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	PN			
<u> </u>	111			

1	NAME OF REPOR	TING PERSON			
	STARBOARD P FUND LP				
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUN	DS			
	WC				
5	CHECK BOX IF D	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR (e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION			
	CANDANIA	ANDO			
NUMBER OF	CAYMAN IS	SOLE VOTING POWER			
SHARES	,	SOLE VOINGTOWER			
BENEFICIALLY		587,065			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	587,065			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	597.065				
12	587,065	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П		
12	CHECK BOX II 1	THE AGGREGATE AMOUNT IN NOW (11) EXCELEDES CERTAIN STRIKES			
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	Logg there 10/				
14	Less than 1% TYPE OF REPORT				
	PN				

1	NAME OF REPORTING PERSON				
	STARBOARD	VALUE P GP LLC			
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
•					
	00				
5		CHECK BOX IF DISCLOSURE 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	587,065			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		587,065			
	10	SHARED DISPOSITIVE POWER			
11	ACCRECATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGILLOATE AWO	ON BENEFICIALLY OWNED BY EACH REPORTING LEAGON			
	587,065				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	DED CENT OF CLAS	DO DEDDECENTED DV AMOUNT IN DOW (11)			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%				
14	TYPE OF REPORTI	NG PERSON			
	OO				

1	NAME OF REPORTING PERSON					
	STARBOARD VALUE R LP					
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □			
3	SEC USE ONLY					
4	SOURCE OF FUND OO					
5	CHECK BOX IF DIS 2(e)					
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	DEL AWARE	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER				
SHARES	,					
BENEFICIALLY		912,893				
OWNED BY	8	SHARED VOTING POWER				
EACH REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		912,893				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	912,893					
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)				
1.4	Less than 1%	NIC DED COM				
14	TYPE OF REPORTI	NG PEKSUN				
	PN					

1	NAME OF REPORT	ING PERSON			
	STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP				
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) $\Box$		
2	CHECK THE AIT IN	STAINE BOX II TIMEMBER OF TOROOF	(a) □ (b) □		
3	SEC USE ONLY				
4	SOURCE OF FUNDS	S			
	WC				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)				
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION			
NI IMPER OF	CAYMAN ISL	ANDS SOLE VOTING POWER			
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		233,441			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		222.441			
	10	233,441 SHARED DISPOSITIVE POWER			
		SIMILED DISTOSITIVE TOWER			
11	A CORECATE AND	- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	233,441				
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)	<u> </u>		
	I				
14	Less than 1% TYPE OF REPORTION	NG PERSON			
17	THE OF REFORT	TEACOTT			
	PN				

1	NAME OF REPORTING PERSON		
	STARBOARD VALUE L LP		
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □
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 P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		233,441	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		233,441	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	233,441		
12		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	
	PN		

1	NAME OF REPORTING PERSON				
	STARBOARD	VALUE R GP LLC			
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) 🗆		
3	SEC USE ONLY				
3	SEC USE ONLI				
4	SOURCE OF FUND	S			
	00	AND OCUME OF LEGAL PROCEEDINGS IS REQUIRED BUILDIANT TO ITEM 2(1) OR			
5	CHECK BOX IF DISCLOSURE 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	,	SOLE VOILIGIONER			
BENEFICIALLY		1,146,334			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		1,146,334			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	1,146,334				
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%	NO DED CON			
14	TYPE OF REPORTI	NG PERSON			
	00				

1	NAME OF REPORT	ING PERSON				
	STARBOARD LEADERS YANKEE LLC					
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) $\Box$			
2	CHECK THE AIT IN	STAINE BOX II TIMEMBER OF TOROOF	(a) □ (b) □			
3	SEC USE ONLY					
4	SOURCE OF FUNDS	S				
	WC	WC				
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION				
NUMBER OF	DELAWARE 7	SOLE VOTING POWER				
SHARES	/	SOLE VOTING POWER				
BENEFICIALLY		325,236				
OWNED BY	8	SHARED VOTING POWER				
EACH REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		207.227				
	10	325,236 SHARED DISPOSITIVE POWER				
		SIMILED DISTOSITIVE TOWER				
11	A CORECATE AND	- 0 -				
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	325,236					
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)	<u> </u>			
	I					
14	Less than 1% TYPE OF REPORTION	NG PERSON				
17	THE OF REFORT	TEACOTT				
	OO					

(a)				
(b) 🗆				
SEC USE ONLY				
SOURCE OF FUNDS				
00				
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
DELAWARE				

1	NAME OF REPORTING PERSON			
	STARBOARD	STARBOARD LEADERS SELECT X LP		
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$		
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 P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 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 CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORTI	NG PERSON		
	PN			

1	NAME OF REPORTING PERSON			
		STARBOARD LEADERS SELECT X GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$			
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 P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 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 CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORTI	NG PERSON	_	
	00			

1	NAME OF REPORTING PERSON		
	STARBOARD	VALUE A LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$		
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 P	LACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		325,236	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		325,236	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	325,236		
12	CHECK BOX IF THE 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	
	PN		

1	NAME OF REPORTING PERSON				
	STARBOARD	STARBOARD VALUE A GP LLC			
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$			
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUND	S			
	00				
5	CHECK BOX IF DISCLOSURE 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	,	SOLL YOUNG TO WER			
BENEFICIALLY		325,236			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	1.0	325,236			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	325,236				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
15					
	Less than 1%	NA DED GOV			
14	TYPE OF REPORTI	NG PERSON			
	00				

1	NAME OF REPORT	ING PERSON			
		VALUE X MASTER FUND LTD			
2	CHECK THE APPRO	OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY				
		COLUNCE OF FLAIRG			
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 P	LACE OF ORGANIZATION			
	CAYMAN ISL				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		796,594			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		796,594			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	<b>7</b> 06 <b>7</b> 0 th				
	796,594*				
12	CHECK BOX IF THE	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
- 12	DED CENTE OF CT 10	O DEDDEGENTED DV ANOLDIE DV DOW (11)			
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
	T 4 40/				
- 14	Less than 1%	VO DEDICOVI			
14	TYPE OF REPORTIN	NG PERSON			
	g o				
	CO				

<sup>\*</sup> Includes 11,147 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

	<del>                                     </del>			
1	NAME OF REPORT	ING PERSON		
		VALUE GP LLC		
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$		
			(b) □	
2	GEGLIGE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUNDA			
	00			
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
J	2(e)	eboseita of Ebona incombanico is raccontas fonderniti fo fibri 2(a) on	_	
	_(0)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DELAWARE	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		6,761,000		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		6 <b>-</b> 64 000		
	10	6,761,000		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	ACCDECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AUGREGATE AMOUNT DENEFICIALLY OWNED DY EACH KEPUKTING PERSON			
	6,761,000*			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П	
12	CHECK BOX II TIII	ENGORDONI ENGO (11) ENCLODES CERTAIN STRIKES		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
-		,		
	4.9%			
14	TYPE OF REPORTIN	NG PERSON		
	00			

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

1	NAME OF REPORT	ING PERSON		
	CTA DDC ADD	PRINCIPAL COLD		
2		PRINCIPAL CO LP	(-) [	
2	CHECK THE APPRO	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$		
			(0) 🗆	
3	SEC USE ONLY			
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5	OO CHECK BOX IE DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
3	2(e)	SCLOSURE OF LEGAL FROCEEDINGS IS REQUIRED FORSUANT TO FIEM 2(u) OR	Ш	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
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11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
- 10	6,761,000*			
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)		
-				
	4.9%			
14	TYPE OF REPORTI	NG PERSON		
	DNI			
	PN			

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

1	NAME OF REPORTING PERSON			
	STARBOARD	PRINCIPAL CO GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □			
			(b) □	
	GEGLIGE ONLY			
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
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NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		6,761,000		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		6,761,000		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	6,761,000*			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	4.9%			
14	TYPE OF REPORTI	NG PERSON		
•				
	00			

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

1	NAME OF REPORT	INIC DED SON			
1	NAME OF KEI OKT	ING FERSON			
	JEFFREY C. S	JEFFREY C. SMITH			
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUNDS	S			
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
3	2(e)	OCCUPANT OF EDUCATION OF THE PROPERTY OF THE P			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
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NUMBER OF	7	SOLE VOTING POWER			
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OWNED BY	8	SHARED VOTING POWER			
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11	A CORECATE AMO	6,761,000			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
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13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	4.9%				
14	TYPE OF REPORTIN	NG PERSON			
	INI				
	l IN				

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

	+				
1	NAME OF REPOR	RTING PERSON			
	PETER A. FELD  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP				
			(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUN	COLUMN OF ON FUNDO			
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NUMBER OF	7	SOLE VOTING POWER			
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PERSON WITH	9	SOLE DISPOSITIVE POWER			
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	10	SHARED DISPOSITIVE POWER			
		6,761,000			
11	AGGREGATE AM	IOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY LACIT REFORTING LEASON				
	6,761,000*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CL	ASS REPRESENTED BY AMOUNT IN ROW (11)			
	4.9%				
14	TYPE OF REPORT	ΓING PERSON			
	IN				

<sup>\*</sup> Includes 61,684 Shares underlying certain forward purchase contracts exercisable within 60 days hereof.

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 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:

The address of the principal office of each of Messrs. Smith and Feld is c/o Starboard Value LP, 201 E Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301. The officers and directors of each of Starboard V&O Fund and Starboard X Master and their principal occupations, business addresses and citizenships are set forth on Schedule A and are incorporated by reference in this Item 2.

#### Item 3. Source and Amount of Funds or Other Consideration.

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

The securities purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard P LP, Starboard Yankee LLC, Starboard X Master, and held in the Starboard Value LP Account 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, as set forth in Schedule B, which is incorporated by reference herein.

The aggregate purchase price of the 3,008,996 Shares beneficially owned by Starboard V&O Fund is approximately \$97,831,950, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 50,537 Shares by Starboard V&O Fund is approximately \$3,308,208, excluding brokerage commissions. The aggregate purchase price of the 538,460 Shares beneficially owned by Starboard S LLC is approximately \$17,734,950, excluding brokerage commissions. The aggregate purchase price of the 235,828 Shares beneficially owned by Starboard C LP is approximately \$10,836,007, excluding brokerage commissions. The aggregate purchase price of the 233,441 Shares beneficially owned by Starboard P LP is approximately \$7,554,389, excluding brokerage commissions. The aggregate purchase price of the 587,065 Shares beneficially owned by Starboard P LP is approximately \$22,555,872, excluding brokerage commissions. The aggregate purchase price of the 325,236 Shares beneficially owned by Starboard Yankee LLC is approximately \$10,786,002, excluding brokerage commissions. The aggregate purchase price of the 785,447 Shares beneficially owned by Starboard X Master is approximately \$36,047,479, excluding brokerage commissions. The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 11,147 Shares by Starboard X Master is approximately \$729,695, excluding brokerage commissions. The aggregate purchase price of the 894,843 Shares held in the Starboard Value LP Account is approximately \$31,542,423, excluding brokerage commissions.

#### 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 138,650,280 Shares outstanding, as of November 10, 2022, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on November 17, 2022.

#### A. Starboard V&O Fund

(a) As of the close of business on January 27, 2023, Starboard V&O Fund beneficially owned 3,059,533 Shares, including 50,537 Shares underlying certain forward purchase contracts.

Percentage: Approximately 2.2%

- (b) 1. Sole power to vote or direct vote: 3,059,533
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 3,059,533
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### B. Starboard S LLC

(a) As of the close of business on January 27, 2023, Starboard S LLC beneficially owned 538,460 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 538,460
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 538,460
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### C. Starboard C LP

(a) As of the close of business on January 27, 2023, Starboard C LP beneficially owned 325,828 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 325,828
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 325,828
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### D. Starboard P LP

(a) As of the close of business on January 27, 2023, Starboard P LP beneficially owned 587,065 Shares.

- (b) 1. Sole power to vote or direct vote: 587,065
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 587,065
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard P LP during the past sixty days are set forth in Schedule B and are 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 587,065 Shares owned by Starboard P LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 587,065
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 587,065
  - 4. Shared power to dispose or direct the disposition: 0
- Starboard P GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard P LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### F. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP and sole member of Starboard P GP, may be deemed the beneficial owner of the (i) 325,828 Shares owned by Starboard C LP and (ii) 587,065 Shares owned by Starboard P LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 912,893
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 912,893
  - 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 each of Starboard C LP and Starboard P LP during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### G. Starboard L Master

(a) As of the close of business on January 27, 2023, Starboard L Master beneficially owned 233,441 Shares.

- (b) 1. Sole power to vote or direct vote: 233,441
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 233,441
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### H. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 233,441 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 233,441
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 233,441
  - 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 transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule B 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) 325,828 Shares owned by Starboard C LP, (ii) 587,065 Shares owned by Starboard P LP and (iii) 233,441 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 1,146,334
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,146,334
  - 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 each of Starboard C LP, Starboard P LP and Starboard L Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### J. Starboard Yankee LLC

(a) As of the close of business on January 27, 2023, Starboard Yankee LLC beneficially owned 325,236 Shares.

- (b) 1. Sole power to vote or direct vote: 325,236
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 325,236
  - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Yankee LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### K. Starboard Leaders Fund

(a) Starboard Leaders Fund, as a member of Starboard Yankee LLC, may be deemed the beneficial owner of the 325,236 Shares owned by Starboard Yankee LLC.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 325,236
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 325,236
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Leaders Fund has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Yankee LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### L. Starboard Select X LP

(a) As of the close of business on January 27, 2023, Starboard Select X 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) Starboard Select X LP has not entered into any transactions in the Shares during the past sixty days.

#### M. Starboard Select X GP

(a) Starboard Select X GP, as the general partner of Starboard Select X LP, may be deemed the beneficial owner of the 0 Shares owned by Starboard Select X 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 Select X GP has not entered into any transactions in the Shares during the past sixty days.

#### N. Starboard A LP

(a) Starboard A LP, as the general partner of Starboard Leaders Fund and the managing member of Starboard Yankee LLC and Starboard Select X GP, may be deemed the beneficial owner of the (i) 325,236 Shares owned by Starboard Yankee LLC and (ii) 0 Shares owned by Starboard Select X LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 325,236
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 325,236
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard A LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Yankee LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### O. Starboard A GP

(a) Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the (i) 325,236 Shares owned by Starboard Yankee LLC and (ii) 0 Shares owned by Starboard Select X LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 325,236
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 325,236
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard A GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Yankee LLC during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### P. Starboard X Master

(a) As of the close of business on January 27, 2023, Starboard X Master beneficially owned 796,594 Shares, including 11,147 Shares underlying certain forward purchase contracts.

- (b) 1. Sole power to vote or direct vote: 796,594
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 796,594
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### Q. Starboard Value LP

(a) As of the close of business on January 27, 2023, 894,843 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 Yankee LLC, Starboard Select X 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) 3,059,533 Shares owned by Starboard V&O Fund, (ii) 538,460 Shares owned by Starboard S LLC, (iii) 325,828 Shares owned by Starboard C LP, (iv) 233,441 Shares owned by Starboard L Master, (v) 587,065 Shares owned by Starboard P LP, (vi) 325,236 Shares owned by Starboard Yankee LLC, (vii) 796,594 Shares owned by Starboard X Master and (viii) 894,843 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.9%

- (b) 1. Sole power to vote or direct vote: 6,761,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 6,761,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP 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, Starboard Yankee LLC and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### R. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 3,059,533 Shares owned by Starboard V&O Fund, (ii) 538,460 Shares owned by Starboard S LLC, (iii) 325,828 Shares owned by Starboard C LP, (iv) 233,441 Shares owned by Starboard L Master, (v) 587,065 Shares owned by Starboard P LP, (vi) 325,236 Shares owned by Starboard Yankee LLC, (vii) 796,594 Shares owned by Starboard X Master and (viii) 894,843 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.9%

- (b) 1. Sole power to vote or direct vote: 6,761,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 6,761,000
  - 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 by Starboard Value LP 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, Starboard Yankee LLC and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### S. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 3,059,533 Shares owned by Starboard V&O Fund, (ii) 538,460 Shares owned by Starboard S LLC, (iii) 325,828 Shares owned by Starboard C LP, (iv) 233,441 Shares owned by Starboard L Master, (v) 587,065 Shares owned by Starboard P LP, (vi) 325,236 Shares owned by Starboard Yankee LLC, (vii) 796,594 Shares owned by Starboard X Master and (viii) 894,843 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.9%

- (b) 1. Sole power to vote or direct vote: 6,761,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 6,761,000
  - 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 by Starboard Value LP 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, Starboard Yankee LLC and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

### T. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 3,059,533 Shares owned by Starboard V&O Fund, (ii) 538,460 Shares owned by Starboard S LLC, (iii) 325,828 Shares owned by Starboard C LP, (iv) 233,441 Shares owned by Starboard L Master, (v) 587,065 Shares owned by Starboard P LP, (vi) 325,236 Shares owned by Starboard Yankee LLC, (vii) 796,594 Shares owned by Starboard X Master and (viii) 894,843 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.9%

- (b) 1. Sole power to vote or direct vote: 6,761,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 6,761,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP 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, Starboard Yankee LLC and Starboard X Master during the past sixty days are set forth in Schedule B and are incorporated herein by reference.

#### U. Messrs. Smith and Feld

(a) Each of Messrs. Smith and 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) 3,059,533 Shares owned by Starboard V&O Fund, (ii) 538,460 Shares owned by Starboard S LLC, (iii) 325,828 Shares owned by Starboard C LP, (iv) 233,441 Shares owned by Starboard L Master, (v) 587,065 Shares owned by Starboard P LP, (vi) 325,236 Shares owned by Starboard Yankee LLC, (vii) 796,594 Shares owned by Starboard X Master and (viii) 894,843 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.9%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 6,761,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 6,761,000
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP 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, Starboard Yankee LLC and Starboard X Master during the past sixty days are set forth in Schedule B 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 January 25, 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:

Each of Starboard V&O Fund and Starboard X Master entered into forward purchase contracts with Morgan Stanley as the counterparty providing for the purchase of an aggregate of 50,537 Shares and 11,147 Shares, respectively, having an aggregate purchase price of approximately \$3,308,208 and \$729,695, respectively (each a "MS Forward Contract"). Each of the MS Forward Contracts has a final valuation date of November 10, 2023, however, each of Starboard V&O Fund and Starboard X Master has the ability to elect early settlement after serving notice to the counter-party of such intention at least two scheduled trading days in advance of the desired early final valuation date. Each of the MS Forward Contracts provides for physical settlement. Until the settlement date, none of the MS Forward Contracts give the Reporting Persons voting and dispositive control over the Shares to which such contracts relate.

#### **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: January 27, 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 AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP, its general partner

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

its general partner

STARBOARD VALUE R LP By: Starboard Value R GP LLC,

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 LEADERS YANKEE LLC

By: Starboard Value A LP, its managing member

STARBOARD LEADERS FUND LP

By: Starboard Value A LP, its general partner

STARBOARD LEADERS SELECT X LP

By: Starboard Leaders Select X GP LLC,

its general partner

STARBOARD VALUE A LP

By: Starboard Value A GP LLC,

its general partner

STARBOARD VALUE 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 A GP LLC

STARBOARD VALUE R GP LLC

STARBOARD LEADERS SELECT X 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

## Directors and Officers of Starboard Value and Opportunity Master Fund Ltd and Starboard Value X Master Fund Ltd

Name and Position	Principal Occupation	Principal Business Address	<u>Citizenship</u>
Patrick Agemian Director	Director of Global Funds Management, Ltd.	PO Box 10034, Harbour Place 2nd Floor 103 South Church Street Grand Cayman Cayman Islands, KY1-1001	Canada
Kenneth R. Marlin Director	Chief Financial Officer, Starboard Value LP	777 Third Avenue, 18th Floor New York, New York 10017	United States of America
Alaina Danley Director	Managing Director of Waystone Governance Ltd.	Waystone Governance Ltd.  Suite 5B201, 2nd Floor One Nexus Way P.O. Box 2587	Cayman Islands
		Grand Cayman Cayman Islands, KY1-1103	

### SCHEDULE B

### **Transactions in the Shares During the Past Sixty Days**

Natura aftha Transation	Amount of Securities	Dei an (©)	Date of
Nature of the Transaction	<u>(Sold)</u>	<u>Price (\$)</u>	<u>Sale</u>
	STARBOARD VALUE AND OPPOR	TUNITY MASTER FUND LTD	
Sale of Common Stock	(22,626)	86.1540	01/18/2023
Sale of Common Stock	(362)	87.4000	01/25/2023
Sale of Common Stock	(3,394)	86.8950	01/25/2023
Sale of Common Stock	(7,557)	87.1666	01/25/2023
Sale of Common Stock	(45,253)	86.7500	01/25/2023
Sale of Common Stock	(45,253)	86.7250	01/26/2023
	STARBOARD P	FUND LP	
		24.110	
Sale of Common Stock	(4,342)	86.1540	01/18/2023
Sale of Common Stock	(69)	87.4000	01/25/2023
Sale of Common Stock	(651)	86.8950	01/25/2023
Sale of Common Stock	(1,450)	87.1666	01/25/2023
Sale of Common Stock	(8,683)	86.7500	01/25/2023
Sale of Common Stock	(8,683)	86.7250	01/26/2023
	STARBOARD VALUE AND	OPPORTUNITY C LP	
Sale of Common Stock	(2,410)	86.1540	01/18/2023
Sale of Common Stock	(39)	87.4000	01/25/2023
Sale of Common Stock	(361)	86.8950	01/25/2023
Sale of Common Stock	(805)	87.1666	01/25/2023
Sale of Common Stock	(4,819)	86.7500	01/25/2023
Sale of Common Stock	(4,819)	86.7250	01/26/2023
	STARBOARD VALUE AND	OPPORTUNITY S LLC	
	STARBOARD VALUE AND	<u> </u>	
Sale of Common Stock	(3,982)	86.1540	01/18/2023
Sale of Common Stock	(64)	87.4000	01/25/2023
Sale of Common Stock	(597)	86.8950	01/25/2023
Sale of Common Stock	(1,330)	87.1666	01/25/2023
Sale of Common Stock	(7,964)	86.7500	01/25/2023
Sale of Common Stock	(7,964)	86.7250	01/26/2023
	STARBOARD VALUE AND OPPOR	TUNITY MASTER FUND L LP	
Cala of Common Ctarl	(1.72()	06 1540	01/19/2022
Sale of Common Stock Sale of Common Stock	(1,726)	86.1540	01/18/2023
Sale of Common Stock Sale of Common Stock	(28)	87.4000 86.8950	01/25/2023 01/25/2023
Sale of Collilloll Stock	(259)	87.1666	01/25/2023
Sala of Common Staals		A / TODO	U1/23/2U23
Sale of Common Stock	(577)		
Sale of Common Stock Sale of Common Stock Sale of Common Stock	(3,453) (3,453)	86.7500 86.7250	01/25/2023 01/26/2023

### STARBOARD LEADERS YANKEE LLC

Sale of Common Stock	(2,405)	86.1540	01/18/2023
Sale of Common Stock	(38)	87.4000	01/25/2023
Sale of Common Stock	(361)	86.8950	01/25/2023
Sale of Common Stock	(803)	87.1666	01/25/2023
Sale of Common Stock	(4,811)	86.7500	01/25/2023
Sale of Common Stock	(4,811)	86.7250	01/26/2023
	STARBOARD X M	ASTER FUND LTD	
Sale of Common Stock	(5,891)	86.1540	01/18/2023
Sale of Common Stock	(94)	87.4000	01/25/2023
Sale of Common Stock	(884)	86.8950	01/25/2023
Sale of Common Stock	(1,968)	87.1666	01/25/2023
Sale of Common Stock	(11,782)	86.7500	01/25/2023
Sale of Common Stock	(11,782)	86.7250	01/26/2023
	STARBOAR	D VALUE LP	
	(Through the Starboa	rd Value LP Account)	
Sale of Common Stock	(6,618)	86.1540	01/18/2023
Sale of Common Stock	(106)	87.4000	01/25/2023
Sale of Common Stock	(993)	86.8950	01/25/2023
Sale of Common Stock	(2,210)	87.1666	01/25/2023
Sale of Common Stock	(13,235)	86.7500	01/25/2023
Sale of Common Stock	(13,235)	86.7250	01/26/2023