**Title of Security** | **Transaction Date (Month/Day/Year)** | **Deemed Execution Date, if any (Month/Day/Year)** | **Transaction Code (Instr. 8)** | **Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)** | **Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)** | **Ownership Form: Direct (D) or Indirect (I) (Instr. 4)** | **Nature of Indirect Beneficial Ownership (Instr. 4)**
---|---|---|---|---|---|---|---
Common Stock | 02/05/2019 | A | 43,748(1) | A | $0.00 | 491,413 | D
Common Stock | 02/05/2019 | A | 67,500(2) | A | $0.00 | 558,913 | D

**Explanation of Responses:**

1. Represents shares underlying restricted stock units ("RSUs") paid to the Reporting Person upon achievement of certain performance criteria. The RSUs will vest with respect to one-fourth of the underlying shares on February 15, 2020, and with respect to an additional one-sixteenth of the underlying shares in each of the twelve quarters thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.

2. Represents shares underlying restricted stock units ("RSUs"). The RSUs will vest with respect to one-fourth of the underlying shares on February 15, 2020, and with respect to an additional one-sixteenth of the underlying shares in each of the twelve quarters thereafter, in each case subject to the Reporting Person's continued service through the applicable vesting date.

**Remarks:**

Louise Carbone, Attorney-in-Fact 02/07/2019

**Signature of Reporting Person**

**Date**

**Note:** File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.