

FOSTER L B CO
Form 4
October 14, 2016

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Vizi Bradley

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
FOSTER L B CO [FSTR]

3. Date of Earliest Transaction (Month/Day/Year)
10/12/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 10/12/2016 | | P | 499 ⁽³⁾ A \$ 12 | 801,708 | I | Legion Partners, L.P. I ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/13/2016 | | P | 7,559 ⁽³⁾ A \$ 11.99 | 809,267 | I | Legion Partners, L.P. I ⁽²⁾ |
| Common Stock ⁽¹⁾ | 10/14/2016 | | P | 5,339 ⁽³⁾ A \$ 11.98 | 814,606 | I | Legion Partners, L.P. I ⁽²⁾ |
| Common Stock ⁽¹⁾ | | | | | 108,856 | I | Legion Partners, L.P. |

| | | | |
|-----------------------------|---------|------------------|---|
| Common Stock ⁽¹⁾ | 318,861 | I | II ⁽⁴⁾ Legion Partners Special Opportunities L.P. II ⁽⁵⁾ |
| Common Stock ⁽¹⁾ | 8,179 | I | Legion Partners Asset Management, LLC ⁽⁶⁾ |
| Common Stock | 1,145 | D ⁽⁷⁾ | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vizi Bradley 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212 | X | X | | |
| Legion Partners, L.P. I 9401 WILSHIRE BLVD. | X | X | | |

SUITE 705
BEVERLY HILLS, CA 90212

Legion Partners, L.P. II
9401 WILSHIRE BLVD.
SUITE 705
BEVERLY HILLS, CA 90212

X X

Legion Partners Special Opportunities, L.P. II
9401 WILSHIRE BLVD.
SUITE 705
BEVERLY HILLS, CA 90212

X X

Legion Partners, LLC
9401 WILSHIRE BLVD., SUITE 705
BEVERLY HILLS, CA 90212

X X

Legion Partners Asset Management, LLC
9401 WILSHIRE BLVD.
SUITE 705
BEVERLY HILLS, CA 90212

X X

Legion Partners Holdings, LLC
9401 WILSHIRE BLVD., SUITE 705
BEVERLY HILLS, CA 90212

X X

Kiper Christopher S
9401 WILSHIRE BLVD.
SUITE 705
BEVERLY HILLS, CA 90212

X X

White Raymond T.
9401 WILSHIRE BLVD.
SUITE 705
BEVERLY HILLS, CA 90212

X X

Signatures

/s/ Bradley S. Vizi 10/14/2016
Date

**Signature of Reporting Person

Legion Partners, L.P. I, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member 10/14/2016
Date

**Signature of Reporting Person

Legion Partners, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member 10/14/2016
Date

**Signature of Reporting Person

Legion Partners Special Opportunities, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member 10/14/2016
Date

**Signature of Reporting Person

Legion Partners, LLC, By: Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member 10/14/2016
Date

**Signature of Reporting Person

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| | |
|---|------------|
| Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Director | 10/14/2016 |
| __Signature of Reporting Person | Date |
| Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member | 10/14/2016 |
| __Signature of Reporting Person | Date |
| /s/ Christopher S. Kiper | 10/14/2016 |
| __Signature of Reporting Person | Date |
| /s/ Raymond T. White | 10/14/2016 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by Legion Partners, L.P. I ("Legion Partners I"), Legion Partners, L.P. II ("Legion Partners II"), Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), Legion Partners, LLC ("General Partner"), Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC ("Legion Partners Holdings"), Bradley S. Vizi, Christopher S. Kiper and Raymond T. White (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Legion Partners I directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.

(3) The transactions reported were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Persons on August 18, 2016. Accordingly, the Reporting Persons had no discretion with regard to the timing of the transactions.

(4) Legion Partners II directly owns these shares of Common Stock. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.

(5) Legion Partners Special II directly owns these shares of Common Stock. General Partner is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.

(6) Legion Partners Asset Management directly owns these shares of Common Stock. Legion Partners Holdings is the sole member of Legion Partners Asset Management and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Asset Management.

(7) Represents quarterly director cash retainer fees elected to be paid in stock.

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

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