# 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. 4)1

OneSpan Inc.
(Name of Issuer)

<u>Common Stock, \$0.001 par value per share</u> (Title of Class of Securities)

68287N100 (CUSIP Number)

CHRISTOPHER S. KIPER LEGION PARTNERS ASSET MANAGEMENT, LLC 12121 Wilshire Blvd, Suite 1240 Los Angeles, CA 90025 (424) 253-1773

STEVE WOLOSKY, ESQ.
ELIZABETH GONZALEZ-SUSSMAN, ESQ.
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)

April 14, 2021
(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 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*).

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.

1	NAME OF REPORT	INC DEDSON	
1	NAME OF REPORT	ING FERSON	
	Legion Partners	, i ni	
2			( ) [7]
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) □
2	CEC LICE ONLY		
3	SEC USE ONLY		
4	COLUDGE OF FUND	n	
4	SOURCE OF FUNDS		
	WC		
		ON OCUPE OF LEGAL PROCEEDINGS IS REQUIRED BURGLANE TO HER LOCAL OF	
5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
C	CITIZENCLUD OD D	A CE OF OR A MIZATION	
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION	
	Delaware		
NUMBER OF	Delaware 7	SOLE VOTING POWER	
NUMBER OF SHARES	/	SOLE VOTING POWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH	0	SHARED VOTING POWER	
REPORTING		2,168,979	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
TERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
	10	SHAKED DISFOSITIVE FOWER	
		2,168,979	
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AMO	ON DENETICIALET OWNED DI ENGLI REFORTING LERGON	
	2,168,979		
12	, ,	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	CHECK BOX II 1111	E MOOKEOME MINOON IN KOW (II) ENGLODES GERMAN SIMIKES	
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
15	1 LIGHT OF CHIL	o letted by the out in to it (ii)	
	5.37%		
14	TYPE OF REPORTIN	NG PERSON	
17		10 1 11 10 011	
	PN		

1	NAME OF REPORT	ING PERSON	
	Legion Partners	s, L.P. II	
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUND	c	
4	SOURCE OF FUND	3	
	WC		
5		SCLOSURE 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			
OWNED BY	8	- 0 - SHARED VOTING POWER	
EACH			
REPORTING		122,149	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		122,149	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	122 140		
12	122,149 CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
			<u> </u>
- 10	DED CENT OF CLAS	CONTRACTOR DAY AN OVERT IN DOLL (44)	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORTI	NG PERSON	
	DN		

1	NAME OF REPORT	ING PERSON	
		011 1001	
	Legion Partners	S Offshore I SP I*	
2	CHECK THE APPRO	DPRIATE BOX IF A MEMBER OF A GROUP	(a) ⊠
			(b) □
3	SEC USE ONLY		
J	OLC COL CIVET		
4	SOURCE OF FUNDS	S	
	WC		
5		CLOSURE 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 EACH	8	SHARED VOTING POWER	
REPORTING		484,518	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
- 11	A CODECATE AND	484,518	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	484,518		
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
- <del>-</del>			<u> </u>
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)	
	1.20%	VG PERSON	
14	TYPE OF REPORTIN	NG PERSUN	
	CO		

<sup>\*</sup> Legion Partners Offshore I SP I is a segregated portfolio company of Legion Partners Offshore Opportunities SPC I.

1	NAME OF REPORT	TING PERSON	-
	Legion Partne	rc II C	
2	CHECK THE APPE	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNI	OS .	
5	OO OO	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
3	2(e)	SCLOSORE OF LEGAL FROCEEDINGS IS REQUIRED FORSOANT TO TEM 2(u) ON	
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	D.1		
NUMBER OF	Delaware 7	SOLE VOTING POWER	
SHARES	,	SOLE VOINGTOWER	
BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING		2,291,128	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POWER	
		2,291,128	
11	AGGREGATE AM	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	2,291,128		
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
		· · · · · · · · · · · · · · · · · · ·	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
15		DE LEI LEGENTE DI LENGONI IN NON (II)	
1.4	5.67% TYPE OF REPORT	INC PERCON	
14	I I PE OF KEPORI	ING PERSON	
	00		

1	NAME OF REPORTING PERSON			
		rs Asset Management, LLC		
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\boxtimes$ (b) $\square$		
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
5		CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □		
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		2,775,646		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,775,646		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,775,646			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	6.87%			
14	TYPE OF REPORTI	NG PERSON		
	IA			

1	NAME OF REPOR	TING PERSON		
	Lagion Partne	rs Holdings, LLC		
2	CHECK THE APPI	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠		
			(b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	OS .		
5	OO OO	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
3	2(e)	ISCEOSORE OF EEGAL FROCEEDINGS IS REQUIRED FORSOANT TO TEM 2(a) OR		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	Dalas saus			
NUMBER OF	Delaware 7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY OWNED BY	8	- 0 - SHARED VOTING POWER		
EACH	0	SHARED VOTING POWER		
REPORTING		2,775,846		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		2,775,846		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	2,775,846			
12	CHECK BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	6.87%			
14	TYPE OF REPORT	ING PERSON		
	00			
	1 00			

1	NAME OF REPOR	TING PERSON		
	Christophor (	. Vinor		
2		Christopher S. Kiper  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠		
_			(b) $\square$	
3	SEC USE ONLY			
3	SEC USE ONLI			
			_	
4	SOURCE OF FUN	DS		
	00			
5		ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		2,775,846		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		0.777.046		
11	AGGREGATE AM	2,775,846 OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	2,775,846	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
12	CHECK BOX IF I	TIL AGGREGATE AMOUNT IN NOW (11) EACEODES CERTAIN SHARES		
13	DEDCEMT OF C	ASS REPRESENTED BY AMOUNT IN ROW (11)		
15	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (II)		
	6.87%			
14	TYPE OF REPORT	TING PERSON		
	IN			

1	NAME OF REPOR	TING PERSON			
	Raymond T. V	White			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠  (b) □				
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUN:	DS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)				
6	CITIZENSHIP OR USA	PLACE OF ORGANIZATION			
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		- 0 -			
OWNED BY EACH REPORTING	8	SHARED VOTING POWER			
PERSON WITH	9	2,775,846 SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		2,775,846			
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	2,775,846				
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
1.4	6.87% TYPE OF REPORT	TING DEDGON			
14	I YPE OF KEPORI	TING PERSON			
	IN				

1	NAME OF DEDOD	TING DEDCOM	
1	NAME OF REPOR	HING PERSON	
	Sarika Garg		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠		
2	(a) $\square$		
			(0) 🗆
3	SEC USE ONLY		
5	SEC OSE ONEI		
4	SOURCE OF FUN	DS	
	PF		
5	CHECK BOX IF D	ISCLOSURE 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		8,275	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		8,275	
	10	SHARED DISPOSITIVE POWER	
	10	SIRINED DISTOSTIVE TO WER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	8,275		
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	TING PERSON	
	***		
	IN		

1	NAME OF REPOR	TING PERSON		
	Sagar Gupta			
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) ⊠		
	(b) $\Box$			
3	SEC USE ONLY	SEC LISE ONLY		
S	520 002 01121			
4	SOURCE OF FUNI	ns.		
4	SOURCE OF FORM	55		
5	CHECK DON IE D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
5	2(e)	ISCLUSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(a) OR		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
NUMBER OF	USA 7	SOLE VOTING POWER		
SHARES	,	SOLE VOTING TOWER		
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	- 0 -			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORT	TING PERSON		
	IN			

1	NAME OF REPORT	NAME OF REPORTING PERSON		
	Michael J. McC	Connell		
2		CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) ⊠		
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	PF			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSUID OD D	LACE OF ORGANIZATION		
U	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES		C 000		
BENEFICIALLY OWNED BY	8	6,000 SHARED VOTING POWER		
EACH	O O	SHARED VOTINGTOWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		6,000		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	6,000			
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)		
_		· · · ( <del></del> )		
	Less than 1%			
14	TYPE OF REPORTI	NG PERSON		
	IN			

1	NAME OF REPOR	TINC DEDCON		
1	NAME OF REPOR	HING PERSON		
	Rinki Sethi			
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗵	
	(b) □			
3	SEC USE ONLY			
4	SOURCE OF FUN	ns .		
4	SOURCE OF FORM			
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSUID OD	PLACE OF ORGANIZATION		
O O	CITIZENSIIII OK	I LAGE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
11	ACCRECATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	713GILLOTTE AW	OUT DESERTED OWNED DI ENGLISHE ORTHOTEROON		
	- 0 -			
12	CHECK BOX IF T	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	DEDCENT OF CL	ACC DEDDECENTED DV AMOUNT IN DOM (41)		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	0%			
14	TYPE OF REPORT	TING PERSON		
	IN			

The following constitutes Amendment No. 4 to the Schedule 13D filed by the undersigned (the "Amendment No. 4"). This Amendment No. 4 amends the Schedule 13D as specifically set forth herein.

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

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

The Shares purchased by each of Legion Partners I, Legion Partners II, Legion Partners Offshore I and Legion Partners Holdings 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 B, which is incorporated herein by reference.

The aggregate purchase price of the 2,168,979 Shares owned directly by Legion Partners I is approximately \$37,472,008, including brokerage commissions. The aggregate purchase price of the 122,149 Shares owned directly by Legion Partners II is approximately \$2,199,139, including brokerage commissions. The aggregate purchase price of the 484,518 Shares owned directly by Legion Partners Offshore I is approximately \$11,498,560, including brokerage commissions. The aggregate purchase price of the 200 Shares owned directly by Legion Partners Holdings is approximately \$3,458, including brokerage commissions.

The 8,275 Shares owned directly by Ms. Garg were purchased with personal funds in the open market. The aggregate purchase price of such Shares is approximately \$200,358, excluding brokerage commissions.

The 6,000 Shares owned directly by Mr. McConnell were purchased with personal funds in the open market. The aggregate purchase price of such Shares is approximately \$114,200, excluding brokerage commissions.

## 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 40,391,202 Shares outstanding as of February 23, 2021, 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 February 25, 2021.

## A. Legion Partners I

(a) As of the close of business on April 13, 2021, Legion Partners I beneficially owned 2,168,979 Shares.

Percentage: Approximately 5.37%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,168,979
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,168,979
- (c) Legion Partners I has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

## B. Legion Partners II

(a) As of the close of business on April 13, 2021, Legion Partners II beneficially owned 122,149 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 122,149
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 122,149
- (c) The transaction in the Shares by Legion Partners II since the filing of Amendment No. 3 to the Schedule 13D is set forth in Schedule B and is incorporated herein by reference.

## C. Legion Partners Offshore I

(a) As of the close of business on April 13, 2021, Legion Partners Offshore I beneficially owned 484,518 Shares.

Percentage: Approximately 1.20%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 484,518
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 484,518
- (c) Legion Partners Offshore I has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

## D. Legion Partners GP

(a) Legion Partners GP, as the general partner of each of Legion Partners I and Legion Partners II, may be deemed the beneficial owner of the (i) 2,168,979 Shares owned by Legion Partners I and (ii) 122,149 Shares owned by Legion Partners II.

Percentage: Approximately 5.67%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,291,128
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,291,128
- (c) Legion Partners GP has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transaction in the Shares on behalf of Legion Partners II since the filing of Amendment No. 3 to the Schedule 13D is set forth on Schedule B and is incorporated herein by reference.

## E. Legion Partners Asset Management

(a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II, and Legion Partners Offshore I, may be deemed the beneficial owner of the (i) 2,168,979 Shares owned by Legion Partners I, (ii) 122,149 Shares owned by Legion Partners II, and (iii) 484,518 Shares owned by Legion Partners Offshore I.

Percentage: Approximately 6.87%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,775,646
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,775,646
- (c) Legion Partners Asset Management has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transaction in the Shares on behalf of Legion Partners II since the filing of Amendment No. 3 to the Schedule 13D is set forth on Schedule B and is incorporated herein by reference.

## F. Legion Partners Holdings

(a) As of the close of business on April 13, 2021, Legion Partners Holdings directly owned 200 Shares. Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners GP, may be deemed the beneficial owner of the (i) 2,168,979 Shares owned by Legion Partners I, (ii) 122,149 Shares owned by Legion Partners II, and (iii) 484,518 Shares owned by Legion Partners Offshore I.

Percentage: Approximately 6.87%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,775,846
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,775,846
- (c) Legion Partners Holdings has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transaction in the Shares on behalf of Legion Partners II since the filing of Amendment No. 3 to the Schedule 13D is set forth on Schedule B and is incorporated herein by reference.

## G. Messrs. Kiper and White

(a) 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 beneficial owner of the (i) 2,168,979 Shares owned by Legion Partners I (ii) 122,149 Shares owned by Legion Partners II, (iii) 484,518 Shares owned by Legion Partners Offshore I and (iv) 200 Shares owned by Legion Partners Holdings.

Percentage: Approximately 6.87%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,775,846
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,775,846

(c) None of Messrs. Kiper and White has entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D. The transaction in the Shares on behalf of Legion Partners II since the filing of Amendment No. 3 to the Schedule 13D is set forth on Schedule B and is incorporated herein by reference

## H. Ms. Garg

(a) As of the close of business on April 13, 2021, Ms. Garg beneficially owned directly 8,275 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 8,275
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 8,275
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Ms. Garg since the filing of Amendment No. 3 to the Schedule 13D are set forth on Schedule B and are incorporated herein by reference.

## I. Mr. McConnell

(a) As of the close of business on April 13, 2021, Mr. McConnell beneficially owned directly 6,000 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 6,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 6,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. McConnell has not entered into any transactions in the Shares since the filing of Amendment No. 3 to the Schedule 13D.

## J. Mr. Gupta and Ms. Sethi

(a) As of the close of business on April 13, 2021, Mr. Gupta and Ms. Sethi 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:  $\boldsymbol{0}$
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Mr. Gupta and Ms. Sethi have not entered into any transactions in the Shares since the filing of Amendment No. 3 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 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, she or it does not directly own.

## **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: April 14, 2021

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 Offshore I SP 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

Individually and as attorney-in-fact for Sarika Garg, Sagar Gupta,

Michael J. McConnell and Rinki Sethi

/s/ Raymond White

Raymond White

# SCHEDULE B

# $\underline{\textbf{Transactions in the Shares of the Issuer Since Amendment No.\,3 to the Schedule\,13D}$

Nature of the Transaction	Amount of Securities <a href="Purchased/(Sold">Purchased/(Sold)</a>	<u>Price (\$)</u>	Date of <u>Purchase/Sale</u>
<u>LEGION PARTNERS, L.P. II</u>			
Purchase of Common Stock	1,900	24.4284	03/25/2021
SARIKA GARG			
Purchase of Common Stock	3,645	24.1900	02/25/2021
Purchase of Common Stock	4,630	24.2300	02/25/2021