

ESTERLINE TECHNOLOGIES CORP  
Form SC 13D  
June 27, 2016

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

**SCHEDULE 13D**  
**UNDER THE SECURITIES EXCHANGE ACT OF 1934**

(Amendment No. )\*

**ESTERLINE TECHNOLOGIES CORPORATION**

(Name of Issuer)

**Common Stock, par value \$0.20 per share**

(Title and Class of Securities)

**297425100**

(CUSIP Number)

**J. Richard Atwood**

**First Pacific Advisors, LLC**

**11601 Wilshire Blvd.**

**Suite 1200**

**Los Angeles, CA 90025**

**(310) 473-0225**

*with a copy to:*

**Douglas A. Rappaport, Esq.**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-1000**

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**June 21, 2016**

**(Date of Event Which Requires Filing of 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 13d-7(b) 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)

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

First Pacific Advisors, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

|              |     |                        |
|--------------|-----|------------------------|
| NUMBER OF    | (7) | Sole Voting Power      |
| SHARES       |     |                        |
| BENEFICIALLY | 0   |                        |
| OWNED BY     | (8) | Shared Voting Power    |
| EACH         |     |                        |
| REPORTING    | (9) | Sole Dispositive Power |
| PERSON       |     |                        |
| WITH:        | 0   |                        |

(10) Shared Dispositive Power

3,690,554

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,554

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IA, OO

(1) Based on 29,353,387 shares of common stock of Esterline Technologies Corporation (the Issuer ) outstanding as of May 4, 2016, as reported in the Issuer s Form 10-Q filed with the Securities and Exchange Commission (the SEC ) on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

FPA Crescent Fund, a series of FPA Funds Trust

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

|              |           |                        |
|--------------|-----------|------------------------|
| NUMBER OF    | (7)       | Sole Voting Power      |
| SHARES       |           |                        |
| BENEFICIALLY | 0         |                        |
| OWNED BY     | (8)       | Shared Voting Power    |
| EACH         |           |                        |
| REPORTING    | 2,863,871 |                        |
| PERSON       | (9)       | Sole Dispositive Power |
| WITH:        | 0         |                        |

(10) Shared Dispositive Power

2,863,871

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

2,863,871

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

9.8% (1)

(14) Type of Reporting Person (See Instructions):

IV

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

(2) FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC  
Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

(5) WC  
Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware  
NUMBER OF (7) Sole Voting Power  
SHARES  
BENEFICIALLY 0  
(8) Shared Voting Power  
OWNED BY  
EACH  
REPORTING 125,459  
(9) Sole Dispositive Power  
PERSON  
WITH: 0

(10) Shared Dispositive Power

125,459

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

125,459

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.4% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.



Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Select Drawdown Fund, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

200,340

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

200,340

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

200,340

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.7% (1)

(14) Type of Reporting Person (See Instructions):

PN

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

FPA Select Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a) " (b) "

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

13,325

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

13,325

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

13,325

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

Less than 0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

|              |        |                        |
|--------------|--------|------------------------|
| NUMBER OF    | (7)    | Sole Voting Power      |
| SHARES       |        |                        |
| BENEFICIALLY | 0      |                        |
| OWNED BY     | (8)    | Shared Voting Power    |
| EACH         |        |                        |
| REPORTING    | 20,054 |                        |
| PERSON       | (9)    | Sole Dispositive Power |
| WITH:        | 0      |                        |

(10) Shared Dispositive Power

20,054

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

20,054

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.1% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

83,561

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

83,561

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

83,561

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.3% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.



**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

WC

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Delaware

|              |         |                        |
|--------------|---------|------------------------|
| NUMBER OF    | (7)     | Sole Voting Power      |
| SHARES       |         |                        |
| BENEFICIALLY | 0       |                        |
| OWNED BY     | (8)     | Shared Voting Power    |
| EACH         |         |                        |
| REPORTING    | 117,415 |                        |
| PERSON       | (9)     | Sole Dispositive Power |
| WITH:        | 0       |                        |

(10) Shared Dispositive Power

117,415

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

117,415

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

0.4% (1)

(14) Type of Reporting Person (See Instructions):

OO

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

Schedule 13D

CUSIP No. 297425100

(1) Name of Reporting Persons:

J. Richard Atwood

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

United States

|              |           |                        |
|--------------|-----------|------------------------|
| NUMBER OF    | (7)       | Sole Voting Power      |
| SHARES       |           |                        |
| BENEFICIALLY | 0         |                        |
| OWNED BY     | (8)       | Shared Voting Power    |
| EACH         |           |                        |
| REPORTING    | 3,690,554 |                        |
| PERSON       | (9)       | Sole Dispositive Power |
| WITH:        | 0         |                        |

(10) Shared Dispositive Power

3,690,554

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,554

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

Steven T. Romick

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

United States

|              |     |                        |
|--------------|-----|------------------------|
| NUMBER OF    | (7) | Sole Voting Power      |
| SHARES       |     |                        |
| BENEFICIALLY | 0   |                        |
| OWNED BY     | (8) | Shared Voting Power    |
| EACH         |     |                        |
| REPORTING    | (9) | Sole Dispositive Power |
| PERSON       |     |                        |
| WITH:        | 0   |                        |

(10) Shared Dispositive Power

3,690,554

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,554

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

Brian A. Selmo

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

United States

|              |           |                        |
|--------------|-----------|------------------------|
| NUMBER OF    | (7)       | Sole Voting Power      |
| SHARES       |           |                        |
| BENEFICIALLY | 0         |                        |
| OWNED BY     | (8)       | Shared Voting Power    |
| EACH         |           |                        |
| REPORTING    | 3,690,554 |                        |
| PERSON       | (9)       | Sole Dispositive Power |
| WITH:        | 0         |                        |

(10) Shared Dispositive Power

3,690,554

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,554

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.



**Schedule 13D**

**CUSIP No. 297425100**

(1) Name of Reporting Persons:

Mark Landecker

(2) Check the Appropriate Box if a Member of a Group (See Instructions):

(a)  (b)

(3) SEC Use Only:

(4) Source of Funds (See Instructions):

OO

(5) Check if Disclosure of Legal Proceedings is Required Pursuant to Items 2(d) or 2(e):

..

(6) Citizenship or Place of Organization:

Canada

NUMBER OF (7) Sole Voting Power

SHARES

BENEFICIALLY 0

(8) Shared Voting Power

OWNED BY

EACH

3,690,554

REPORTING (9) Sole Dispositive Power

PERSON

WITH: 0

(10) Shared Dispositive Power

3,690,554

(11) Aggregate Amount Beneficially Owned by Each Reporting Person:

3,690,554

(12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

..

(13) Percent of Class Represented by Amount in Row (11):

12.6% (1)

(14) Type of Reporting Person (See Instructions):

IN, HC

(1) Based on 29,353,387 shares of common stock of the Issuer outstanding as of May 4, 2016, as reported in the Issuer's Form 10-Q filed with the SEC on May 6, 2016.

**Schedule 13D**

**CUSIP No. 297425100**

**ITEM 1. SECURITY AND ISSUER**

The class of equity security to which this statement on Schedule 13D relates is the common stock, par value \$0.20 per share (the Common Stock ) of Esterline Technologies Corporation (the Issuer ), a Delaware corporation. The address of the principal executive offices of the Issuer is 500 108th Avenue N.E., Bellevue, Washington 98004.

Information given in response to each item shall be deemed incorporated by reference in all other items, as applicable.

**ITEM 2. IDENTITY AND BACKGROUND**

(a) The persons filing this Schedule 13D (collectively, the Reporting Persons ) are:

1. First Pacific Advisors, LLC, a Delaware limited liability company ( FPA )
2. FPA Crescent Fund, a series of FPA Funds Trust, a Delaware trust ( FPA Crescent Fund )
3. FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC, a Delaware limited liability company ( FPA Global Opportunity )
4. FPA Select Drawdown Fund, L.P., a Delaware limited partnership ( FPA Select Drawdown )
5. FPA Select Fund, a series of FPA Hawkeye Fund, LLC, a Delaware limited liability company ( FPA Select )
6. FPA Value Partners Fund, a series of FPA Hawkeye Fund, LLC, a Delaware limited liability company ( FPA Value Partners )
7. FPA Hawkeye Fund, a series of FPA Hawkeye Fund, LLC, a Delaware limited liability company ( FPA Hawkeye )
8. FPA Hawkeye-7 Fund, a series of FPA Hawkeye Fund, LLC, a Delaware limited liability company ( FPA Hawkeye-7 )
9. J. Richard Atwood

10. Steven T. Romick

11. Brian A. Selmo

12. Mark Landecker

The trustees of FPA Funds Trust are listed on Appendix A hereto. Appendix A is incorporated herein by reference.

(b) The business address or address of the principal office, as applicable, of the Reporting Persons is:

11601 Wilshire Blvd.

Suite 1200

Los Angeles, CA 90025

(c) Each of the Reporting Persons is engaged in the business of investing. FPA's principal business is serving as an investment adviser to certain investment companies, including FPA Crescent, certain private investment funds, including FPA Global Opportunity, FPA Select Drawdown, FPA Select, FPA Value Partners, FPA Hawkeye Fund and FPA Hawkeye-7 (collectively, the Private Investment Funds), and certain unaffiliated separately managed accounts (the Managed Accounts). FPA also serves as the general partner of FPA Select Drawdown and Manager of FPA Global Opportunity, FPA Select, FPA Value Partners, FPA Hawkeye Fund, and FPA Hawkeye-7. The principal occupation of Mr. Atwood is serving as a Managing Partner of FPA. The principal occupation of Mr. Romick is serving as a Portfolio Manager of certain advisory clients for which FPA serves as investment adviser and as a Managing Partner of FPA. The principal occupation of each of Messrs. Selmo and Landecker is serving as a Portfolio Manager of certain advisory clients for which FPA serves as investment adviser and as a Partner of FPA.

(d) and (e) During the past five years, none of the Reporting Persons (nor any of the persons listed on Appendix A) has been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship with respect to a natural person or state of organization with respect to an entity, as applicable, of the Reporting Persons is as follows:

1. FPA Delaware
  2. FPA Crescent Fund Delaware
  3. FPA Global Opportunity Delaware
  4. FPA Select Drawdown Delaware
  5. FPA Select Delaware
  6. FPA Value Partners Delaware
  7. FPA Hawkeye Delaware
  8. FPA Hawkeye-7 Delaware
  9. J. Richard Atwood United States
  10. Steven T. Romick United States
  11. Brian A. Selmo United States
  12. Mark Landecker Canada
- The persons listed on Appendix A are all United States citizens.

### **ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

The aggregate purchase price (inclusive of commissions) of the securities of the Issuer reported herein was \$304,002,621.26. The securities of the Issuer reported herein were purchased with the working capital of investment advisory clients of FPA, including the working capital of FPA Crescent Fund, FPA Global Opportunity, FPA Select Drawdown, FPA Select, FPA Value Partners, FPA Hawkeye, FPA Hawkeye-7, and the Managed Accounts.

**ITEM 4. PURPOSE OF TRANSACTION**

The Reporting Persons acquired the securities of the Issuer reported herein for investment purposes in the belief that the securities of the Issuer were undervalued and represented an attractive investment opportunity.

Going forward, the Reporting Persons may have conversations with members of the Issuer's management team and members of the Issuer's Board of Directors (the Board) regarding multiple topics, including, but not limited to, corporate governance and the composition of the Board, general business operations and strategic alternatives to promote long-term value for the benefit of all shareholders. The Reporting Persons may engage in communications with one or more officers, members of the Board, representatives, shareholders of the Issuer and other relevant parties regarding the Issuer's business and certain initiatives, which could include one or more of the items in subsections (a) through (j) of Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

The Reporting Persons continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, other developments and additional investment opportunities. Depending on such assessments, the Reporting Persons may acquire additional securities of the Issuer or new securities of the Issuer, engage in any hedging or similar transactions with respect to the Issuer's securities, or may determine to sell or otherwise dispose of all or some of the Issuer's securities in the open market, as applicable, in privately negotiated transactions, in transactions directly with the Issuer or otherwise. Such actions will depend upon a variety of factors, including, without limitation, current and anticipated future trading prices, the financial condition, results of operations and prospects of the Issuer, alternative investment opportunities, general economic, financial market and industry conditions and other factors that the Reporting Persons may deem material to their investment decision.

#### ITEM 5. INTEREST IN SECURITIES OF THE ISSUER

(a) and (b) Items 7 through 11 and 13 of each of the cover pages of this Schedule 13D are incorporated herein by reference.

Set forth below is the aggregate number of shares of Common Stock directly held, as of the date hereof, by each of the following FPA investment advisory clients.

| Holder                 | Total Number of Shares           |
|------------------------|----------------------------------|
| FPA Crescent Fund      | 2,863,871 shares of Common Stock |
| Managed Accounts       | 266,529 shares of Common Stock   |
| FPA Global Opportunity | 125,459 shares of Common Stock   |
| FPA Select Drawdown    | 200,340 shares of Common Stock   |
| FPA Select             | 13,325 shares of Common Stock    |
| FPA Value Partners     | 20,054 shares of Common Stock    |
| FPA Hawkeye            | 83,561 shares of Common Stock    |
| FPA Hawkeye-7          | 117,415 shares of Common Stock   |

As the investment adviser of FPA Crescent Fund, the Managed Accounts and the Private Investment Funds (collectively, the FPA Clients), FPA may be deemed to share voting and/or investment power over the securities of the Issuer held by the FPA Clients and therefore may be deemed to beneficially own such securities.

(c) Except as disclosed in Exhibit 99.2, there have been no transactions in securities of the Issuer during the 60 days prior to the date hereof by any of the Reporting Persons. Exhibit 99.2 is incorporated herein by reference.

(d) The disclosure regarding the relationship between the Reporting Persons in Item 2(c) of this Schedule 13D is incorporated by reference herein. The limited partners of (or investors in) each of the FPA Clients for which FPA acts as general partner, managing member and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) Not applicable.

**ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER**

None.

**ITEM 7. MATERIAL TO BE FILED AS EXHIBITS**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| 99.1           | Agreement Regarding the Joint Filing of Schedule 13D by and among the Reporting Persons. |
| 99.2           | Transactions in securities of the Issuer effected in the past 60 days.                   |



**SIGNATURE**

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

Dated as of June 27, 2016

**First Pacific Advisors, LLC**

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Crescent Fund, a series of FPA Funds Trust**

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: President

**FPA Global Opportunity Fund, a series of FPA Hawkeye Fund, LLC**

By: First Pacific Advisors, LLC, its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Select Drawdown Fund, L.P.**

By: First Pacific Advisors, LLC, its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Select Fund, a series of FPA Hawkeye Fund, LLC**

By: First Pacific Advisors, LLC, its investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Value Partners Fund, a series of FPA  
Hawkeye Fund, LLC**

By: First Pacific Advisors, LLC, its  
investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Hawkeye Fund, a series of FPA  
Hawkeye Fund, LLC**

By: First Pacific Advisors, LLC, its  
investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**FPA Hawkeye-7 Fund, a series of FPA  
Hawkeye Fund, LLC**

By: First Pacific Advisors, LLC, its  
investment adviser

By: /s/ J. Richard Atwood  
Name: J. Richard Atwood  
Title: Managing Partner

**J. Richard Atwood**

By: /s/ J. Richard Atwood

**Steven T. Romick**

By: /s/ Steven T. Romick

**Brian A. Selmo**

By: /s/ Brian A. Selmo

**Mark Landecker**

By: /s/ Mark Landecker

**Appendix A****Trustees of FPA Funds Trust**

| Name                   | Position           | Address  |
|------------------------|--------------------|--|
| Mark L. Lipson         | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| Alfred E. Osborne, Jr. | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| A. Robert Pisano       | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| Patrick B. Purcell     | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| Allan M. Rudnick       | Trustee & Chairman | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| Steven T. Romick       | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |
| J. Richard Atwood      | Trustee            | c/o FPA Funds Trust<br>11601 Wilshire Blvd., Suite 1200<br>Los Angeles, CA 90025 |