FOSTER L B CO Form SC 13D/A March 14, 2018 UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO Sec. 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO Sec. 240.13d-2(a)

(Amendment No. 8)1

L.B. Foster Company (Name of Issuer)

Common Stock, Par Value \$.01 (Title of Class of Securities)

350060109 (CUSIP Number)

Christopher S. Kiper
LEGION PARTNERS ASSET MANAGEMENT, LLC
9401 Wilshire Blvd, Suite 705
Beverly Hills, CA 90212
(424) 253-1775
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

March 14, 2018 (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 Sec.Sec. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Sec. 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

¹ 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.

but shall be subject to all other provisions of the Act (however, see the Notes).

1	NAME OF REPORTING PERSON				
2	Legion Partners, L.P. I CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) o SEC USE ONLY				
4	SOURCE OF FUND WC	OS			
5			E OF LEGAL PROCEEDINGS IS CEM 2(d) OR 2(e)	S	
6	CITIZENSHIP OR I				
NUMBER OF	Delaware		COLE VOTING POWER		
NUMBER OF SHARES	7		SOLE VOTING POWER		
BENEFICIALLY			- 0 -		
OWNED BY EACH	8		SHARED VOTING POWER		
REPORTING PERSON WITH	9		1,141,750 SOLE DISPOSITIVE POWER		
	10		- 0 - SHARED DISPOSITIVE POWI	ER	
11	AGGREGATE AMO	OUNT BENI	1,141,750 EFICIALLY OWNED BY EACH	H REPORTING PERSON	
12			GATE AMOUNT IN ROW (11)	0	
13	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
14	11.04% TYPE OF REPORT	ING PERSO	N		
	PN				

1	NAME OF REPORTING PERSON				
2	Legion Partners, L.P. II CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o				
3	SEC USE ONLY				
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO IT	E OF LEGAL PROCEEDINGS IS FEM 2(d) OR 2(e)	S		
6	CITIZENSHIP OR PLACE OF				
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY	•	- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		108,856			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	- 0 - SHARED DISPOSITIVE POWI	ER		
11	AGGREGATE AMOUNT BEN	108,856 EFICIALLY OWNED BY EACH	H REPORTING PERSON		
	108,856				
12	CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARE	GATE AMOUNT IN ROW (11) ES	0		
13		SENTED BY AMOUNT IN ROW	V (11)		
	1.05%				
14	TYPE OF REPORTING PERSO	ON			
	PN				

1	NAME OF REPORTING PERSON				
2	Legion Partners Special Opportunities, L.P. II CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o SEC USE ONLY				
3 4					
4	SOURCE OF FUNDS WC				
5	CHECK BOX IF DISCLOS	URE OF LEGAL PROCEEDINGS I	S		
	REQUIRED PURSUANT T	TO ITEM 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		222 617			
PERSON WITH	9	333,617 SOLE DISPOSITIVE POWER			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POW	FR		
	10	SIT INCES BIST OSTITVE TOW	LIC		
		333,617			
11	AGGREGATE AMOUNT I	BENEFICIALLY OWNED BY EAC	H REPORTING PERSON		
	333,617				
12		GREGATE AMOUNT IN ROW (11)	0		
	EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS REP	PRESENTED BY AMOUNT IN ROV	W (11)		
	2 22 01				
	3.22%	T COLV			
14	TYPE OF REPORTING PE	KSUN			
	PN				

1	NAME OF REPORTING PERSON			
2	Legion Partners, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS OO			
5	CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO I	E OF LEGAL PROCEEDINGS IS	S.,	
6	CITIZENSHIP OR PLACE OF			
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY	•	- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		1,584,223		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POWI	ER	
11	AGGREGATE AMOUNT BEN	1,584,223 EFICIALLY OWNED BY EACH	H REPORTING PERSON	
10	1,584,223			
12	EXCLUDES CERTAIN SHARI	GATE AMOUNT IN ROW (11)	0	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
14	15.31% TYPE OF REPORTING PERSO	ON		
	00			

1	NAME OF REPORTING PERSON			
2	Legion Partners Asset Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLO	OSURE OF LEGAL PROCEEDI	NGS IS"	
	REQUIRED PURSUANT	TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLAC	CE OF ORGANIZATION		
	Delaware			
NUMBER OF	7	SOLE VOTING POWER	₹	
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POV	VER	
EACH				
REPORTING		1,595,621		
PERSON WITH	9	SOLE DISPOSITIVE PO	OWER	
	10	- 0 -	POWER	
	10	SHARED DISPOSITIVE	E POWER	
		1 505 621		
11	ACCDECATE AMOUNT	1,595,621	Y EACH REPORTING PERSON	
11	AUGREGATE AMOUN	I BENEFICIALLI OWNED BI	EACH REFORTING FERSON	
	1,595,621			
12		GGREGATE AMOUNT IN ROY	W (11) o	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
10			(11)	
	15.42%			
14	TYPE OF REPORTING	PERSON		
	00			

1	NAME OF REPORTING PERSON				
2	Legion Partners Holdings, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) o SEC USE ONLY				
4	SOURCE OF FU				
т	00	TID5			
5		DISCLOSURE	OF LEGAL PROCEEDINGS IS	 S	
			TEM 2(d) OR 2(e)		
6	•		ORGANIZATION		
	Delaware				
NUMBER OF	7	1	SOLE VOTING POWER		
SHARES	_		_		
BENEFICIALLY			- 0 -		
OWNED BY	8	}	SHARED VOTING POWER		
EACH			1 505 (21		
REPORTING	9		1,595,621		
PERSON WITH	9		SOLE DISPOSITIVE POWER		
			- 0 -		
	10		SHARED DISPOSITIVE POWE	ΞR	
	10	O	SIL RED DIST OSTITUE TO WI		
			1,595,621		
11	AGGREGATE A	AMOUNT BENI	EFICIALLY OWNED BY EACH	H REPORTING PERSON	
	1,595,621				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o				
	EXCLUDES CERTAIN SHARES				
13	PERCENT OF C	LASS REPRES	ENTED BY AMOUNT IN ROW	V (11)	
	15.42%				
14	TYPE OF REPO	DTING DEDGO	N		
14	TIPE OF KEPO	KIING FERSO	11		
	OO				

1	NAME OF REPORTING PERSON		
2	Christopher S. Kiper CHECK THE APPROPRIAT GROUP*	E BOX IF A MEMBER OF A	(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSU REQUIRED PURSUANT TO	RE OF LEGAL PROCEEDINGS IS O ITEM 2(d) OR 2(e)	S
6	CITIZENSHIP OR PLACE C		
	USA		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY	•	- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		1,595,621	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		- 0 -	
	10	SHARED DISPOSITIVE POW	ER
		1,595,621	
11	AGGREGATE AMOUNT BI	ENEFICIALLY OWNED BY EAC	H REPORTING PERSON
	1,595,621		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o		
	EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPR	RESENTED BY AMOUNT IN ROV	V (11)
	15.42%		
14	TYPE OF REPORTING PER	SON	
	IN		

1	NAME OF REPORTING PERSON			
2	Raymond White CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o			
3	SEC USE ONLY			
4	SOURCE OF FUNDS OO			
5		RE OF LEGAL PROCEEDINGS IS	S	
6	CITIZENSHIP OR PLACE O	* * * * * * * * * * * * * * * * * * * *		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		1,595,621		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	- 0 - SHARED DISPOSITIVE POW	ER	
11	AGGREGATE AMOUNT BE	1,595,621 ENEFICIALLY OWNED BY EAC	H REPORTING PERSON	
11	TIGGREGITE THIOCIVI DI	ENERGE TOWNED BY EACH	TREFORTING LENGON	
12	1,595,621 CHECK BOX IF THE AGGR	REGATE AMOUNT IN ROW (11)	0	
10	EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPR	RESENTED BY AMOUNT IN ROV	V (11)	
1.4	15.42%	gov		
14	TYPE OF REPORTING PER	SUN		
	IN			

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned ("Amendment No. 8"). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated in its entirety as follows:

The disclosure set forth in Item 6 is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

Item 6 is hereby amended and restated in its entirety as follows:

On March 14, 2018, Legion Partners Asset Management entered into an Automatic Share Sale Plan Agreement (the "Agreement") with Cantor Fitzgerald & Co. ("Cantor Fitzgerald") for the purpose of establishing a trading plan to effect sales of Shares of the Issuer in compliance with all applicable laws, including, without limitation, Section 10(b) of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including but not limited to, Rule 10b5-1. The Agreement allows for the sale of up to 103,000 Shares by Cantor Fitzgerald on behalf of Legion Partners Asset Management. The Shares sold pursuant to the Agreement may only be sold in accordance with trading requirements adopted by Legion Partners Asset Management, and there can be no assurance as to how many Shares, if any, will be sold pursuant to the Agreement or at what price any such Shares will be sold. A copy of the Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended and restated in its entirety as follows:

99.1 Joint Filing Agreement by and among Legion Partners, L.P. I, Legion Partners, L.P. II, Legion Partners Special Opportunities, L.P. II, Legion Partners, LLC, Legion Partners Asset Management, LLC, Legion Partners Holdings, LLC, Christopher S. Kiper and Raymond White, dated March 14, 2018.

99.2 Agreement dated March 14, 2018 by and between Legion Partners Asset Management and Cantor Fitzgerald.

SIGNATURES

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

Dated: March 14, 2018

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

Legion Partners Special Opportunities, L.P. II,

By: Legion Partners Asset Management, LLC

Investment Advisor

By: /s/ Christopher S. Kiper

Name: Christopher S. Kiper Title: Managing Member

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

/s/ Raymond White Raymond White