**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Securities Acquired (A) or Disposed (D) Of (Instr. 3, 4 and 5)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>02/19/2020</td>
<td></td>
<td>(A)</td>
<td>$15,834[^1]</td>
<td>D</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Amount</td>
<td>Price</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

[^1]: 15,834 shares acquired.

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
</table>

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**Explanation of Responses:**

1. Time-based restricted stock units vesting (i) in February 2023 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (ii) in the event of her earlier disability or death; or (iii) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

2. Reflects the award of restricted stock units ("RSUs") under the Issuer's Long-Term Incentive Plan (the "Plan"). Includes (i) 12,500 time-based RSUs vesting on the first anniversary of the grant date and (ii) 12,500 time-based RSUs vesting on the second anniversary of the grant date. Reporting Person must continue to be an employee of Issuer from the grant date through the applicable vesting date. Additionally, includes 10,045 time-based RSUs vesting (a) in February 2022 if the Reporting Person continues to be an employee of Issuer from the grant date through the vesting date; (b) in the event of her earlier disability or death; or (c) on a pro-rata basis upon her earlier retirement unless she satisfies various conditions for full vesting.

**Remarks:**

/s/ Vincent A. Mercaldi  
Attorney-in-Fact  
02/21/2020

**Signature of Reporting Person**

**Date**

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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.