## 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. 2)1

CONMED Corporation (Name of Issuer)

Common Stock, \$0.01 par value (Title of Class of Securities)

> 207410101 (CUSIP Number)

SAMANTHA NASELLO SCOPIA CAPITAL MANAGEMENT LP 152 West 57th Street, 33rd Floor New York, New York 10019 (212) 370-0303

STEVE WOLOSKY
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212)451-2300
(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

March 7, 2016

March 7, 2016
(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  $\S\S 240.13d-1(e)$ , 240.13d-1(g), check the following box  $\square$ .

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 DEPORT  | NIC DED CON  |  |  |  |
|--------------------------|---|--|--|--|--|
| 1                        | NAME OF REPORTI   | ING PERSON   |  |  |  |
|                          | SCOPIA PX LLC   |  |  |  |  |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)           |  |  |  |  |
| 2                        | (a) $\Box$  |  |  |  |  |
| 3                        | SEC USE ONLY  |  |  |  |  |
| J                        | 520 052 01121   |  |  |  |  |
| 4                        | SOURCE OF FUNDS   | }  |  |  |  |
|                          |   |  |  |  |  |
|                          | WC  |  |  |  |  |
| 5                        |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|                          | OR 2(e)   |  |  |  |  |
| 6                        | CITIZENSHID OD DI   | LACE OF ORGANIZATION   |  |  |  |
| O                        | CITIZENSIIII OKTE   | EACE OF ORGANIZATION   |  |  |  |
|                          | DELAWARE  |  |  |  |  |
| NUMBER OF                | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES                   |   |  |  |  |  |
| BENEFICIALLY             |   | 542,427  |  |  |  |
| OWNED BY EACH            | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING<br>PERSON WITH |   | -0-  |  |  |  |
| FERSON WITH              | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|                          | 9   | SOLE DISPOSITIVE FOWER   |  |  |  |
|                          |   | 542,427  |  |  |  |
|                          | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|                          |   |  |  |  |  |
|                          |   | -0-  |  |  |  |
| 11                       | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |  |  |  |
|                          | 542,427   |  |  |  |  |
| 12                       | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |  |  |  |
| 1-2                      | CHECK BOATI THE AGORDOATE AWOUNT IN NOW (11) EACEODES CERTAIN SHARES  |  |  |  |  |
| 13                       | PERCENT OF CLAS   | S REPRESENTED BY AMOUNT IN ROW (11)                            |  |  |  |
|                          |   |  |  |  |  |
|                          | 2.0%  |  |  |  |  |
| 14                       | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
|                          | 00  |  |  |  |  |
|                          | 00  |  |  |  |  |

| 1                        | NAME OF DEPODIT   | NIC DED CON  |  |  |  |
|--------------------------|---|--|--|--|--|
| 1                        | NAME OF REPORTI   | NG PERSON  |  |  |  |
|                          | SCOPIA PARTNERS LLC   |  |  |  |  |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)           |  |  |  |  |
| 2                        | (a) $\Box$  |  |  |  |  |
| 3                        | SEC USE ONLY  |  |  |  |  |
| J                        | 520 052 01.21   |  |  |  |  |
| 4                        | SOURCE OF FUNDS   |  |  |  |  |
|                          |   |  |  |  |  |
|                          | WC  |  |  |  |  |
| 5                        |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|                          | OR 2(e)   |  |  |  |  |
| 6                        | CITIZENSHIP OP DI   | ACE OF ORGANIZATION  |  |  |  |
| O                        | CITIZENSIIII OKTE   | EACE OF ORGANIZATION   |  |  |  |
|                          | DELAWARE  |  |  |  |  |
| NUMBER OF                | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES                   |   |  |  |  |  |
| BENEFICIALLY             |   | 15,099   |  |  |  |
| OWNED BY EACH            | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING<br>PERSON WITH |   | -0-  |  |  |  |
| FERSON WITH              | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|                          | 9   | SOLE DISPOSITIVE FOWER   |  |  |  |
|                          |   | 15,099   |  |  |  |
|                          | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|                          |   |  |  |  |  |
|                          |   | -0-  |  |  |  |
| 11                       | AGGREGATE AMOU  | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |  |  |  |
|                          | 15,099  |  |  |  |  |
| 12                       | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |  |  |  |
| 1-2                      | CHECK BOATI THE AGORDOATE AWOUNT IN NOW (11) EACEODES CERTAIN SHARES  |  |  |  |  |
| 13                       | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |  |  |  |  |
|                          |   |  |  |  |  |
|                          | Less than 1%  |  |  |  |  |
| 14                       | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
|                          | 00  |  |  |  |  |
|                          | 00  |  |  |  |  |

| ,             | NAME OF REPORTS   | ALC DED COM  |  |  |  |
|---------------|---|--|--|--|--|
| 1             | NAME OF REPORTI   | NG PERSON  |  |  |  |
|               | SCOPIA HEALTH CA  | ADELLO   |  |  |  |
| 2             | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)             |  |  |  |  |
| 2             | (a) $\Box$  |  |  |  |  |
| 3             | SEC USE ONLY  |  |  |  |  |
| 3             | SEC CSE CIVET   |  |  |  |  |
| 4             | SOURCE OF FUNDS   |  |  |  |  |
|               |   |  |  |  |  |
|               | WC  |  |  |  |  |
| 5             |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|               | OR 2(e)   |  |  |  |  |
|               | CITIZENGUID CD DI   | A CE OF OR CANIFFACTION  |  |  |  |
| 6             | CITIZENSHIP OR PL   | ACE OF ORGANIZATION  |  |  |  |
|               | DELAWARE  |  |  |  |  |
| NUMBER OF     | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES        | ,   | SOLE VOILIGIONER   |  |  |  |
| BENEFICIALLY  |   | 41,342   |  |  |  |
| OWNED BY EACH | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING     |   |  |  |  |  |
| PERSON WITH   |   | -0-  |  |  |  |
|               | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|               |   | 41.342   |  |  |  |
|               | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|               | 10  | SHAKED DISI OSHTVE FOWER                                       |  |  |  |
|               |   | -0-  |  |  |  |
| 11            | AGGREGATE AMOU  | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |  |  |  |
|               |   |  |  |  |  |
|               | 41,342  |  |  |  |  |
| 12            | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ |  |  |  |  |
| 12            | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                      |  |  |  |  |
| 13            | PERCENT OF CLASS  | S KEPKESENTED BY AMOUNT IN KOW (11)                            |  |  |  |
|               | Less than 1%  |  |  |  |  |
| 14            | TYPE OF REPORTIN  | JG PER SON   |  |  |  |
| ''            | THE OF REFORTER   |  |  |  |  |
|               | 00  |  |  |  |  |

|                     | NAME OF PEROPET   | DIG DED GOV  |  |  |  |
|---------------------|---|--|--|--|--|
| 1                   | NAME OF REPORTI   | ING PERSON   |  |  |  |
|                     | SCOPIA WINDMILL   | ELINID L D   |  |  |  |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)           |  |  |  |  |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$           |  |  |  |  |
| 3                   | SEC USE ONLY  |  |  |  |  |
| 3                   | SEC USE ONL I   |  |  |  |  |
| 4                   | SOURCE OF FUNDS   |  |  |  |  |
|                     | SOURCE OF FUNDS   |  |  |  |  |
|                     | WC  |  |  |  |  |
| 5                   | CHECK BOX IF DISC   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|                     | OR 2(e)   |  |  |  |  |
|                     |   |  |  |  |  |
| 6                   | CITIZENSHIP OR PL   | LACE OF ORGANIZATION   |  |  |  |
|                     |   |  |  |  |  |
| NII ADED OF         | DELAWARE  | COLE MOTERIO DOMER   |  |  |  |
| NUMBER OF<br>SHARES | 7   | SOLE VOTING POWER  |  |  |  |
| BENEFICIALLY        |   | 382,036  |  |  |  |
| OWNED BY EACH       | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING           | O   | SIMIKED VOTINGTOWER  |  |  |  |
| PERSON WITH         |   | -0-  |  |  |  |
|                     | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|                     |   |  |  |  |  |
|                     |   | 382,036  |  |  |  |
|                     | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|                     |   |  |  |  |  |
| 11                  | ACCDECATE AMO   | - 0 -<br>UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON       |  |  |  |
| 11                  | AGGREGATE AMO   | UNI DENEFICIALLI UWNED DI EACH KEPUKIINU PERSUN                |  |  |  |
|                     | 382,036   |  |  |  |  |
| 12                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |  |  |  |
|                     | CHECK DOA'L THE TOOKEGATE AWOON IN KOW (11) EACEODES CERTAIN SHARES   |  |  |  |  |
| 13                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |  |  |  |  |
|                     |   |  |  |  |  |
|                     | 1.4%  |  |  |  |  |
| 14                  | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
|                     | DNI   |  |  |  |  |
|                     | PN  |  |  |  |  |

| 1                          | NAME OF REPORTI   | INC DED CON  |  |  |  |
|----------------------------|---|--|--|--|--|
| 1                          | NAME OF KEPOK II  | ING PERSON   |  |  |  |
|                            | SCOPIA INTERNAT   | IONAL MASTER FUND LP   |  |  |  |
| 2                          | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □               |  |  |  |  |
| _                          |   | (a) = (b) =  |  |  |  |
| 3                          | SEC USE ONLY  |  |  |  |  |
|                            |   |  |  |  |  |
| 4                          | SOURCE OF FUNDS   |  |  |  |  |
|                            | ****  |  |  |  |  |
|                            | WC  | CLOSURE OF LEGAL BROOFFRIGGIS REQUIRER NURSULANT TO ITEL (A/I) |  |  |  |
| 5                          |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|                            | OR 2(e)   |  |  |  |  |
| 6                          | CITIZENSHIP OR PI   | ACE OF ORGANIZATION  |  |  |  |
|                            | orrada orra   |  |  |  |  |
|                            | BERMUDA   |  |  |  |  |
| NUMBER OF                  | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES                     |   |  |  |  |  |
| BENEFICIALLY               |   | 95,331   |  |  |  |
| OWNED BY EACH<br>REPORTING | 8   | SHARED VOTING POWER  |  |  |  |
| PERSON WITH                |   | -0-  |  |  |  |
| TERSOIT WITH               | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|                            |   | SOLD DISTOSTIVE TO WERE  |  |  |  |
|                            |   | 95,331   |  |  |  |
|                            | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|                            |   |  |  |  |  |
| 1.1                        | A CODECATE AND  | -0-  |  |  |  |
| 11                         | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |  |  |  |
|                            | 95,331  |  |  |  |  |
| 12                         | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |  |  |  |
|                            |   | 3                        |  |  |  |
| 13                         | PERCENT OF CLAS   | S REPRESENTED BY AMOUNT IN ROW (11)                            |  |  |  |
|                            |   |  |  |  |  |
|                            | Less than 1%  |  |  |  |  |
| 14                         | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
|                            | PN  |  |  |  |  |
|                            | 111   |  |  |  |  |

|                        | NAME OF PEROPE  | DIG DED GOV  |  |  |  |
|------------------------|---|--|--|--|--|
| 1                      | NAME OF REPORTI   | ING PERSON   |  |  |  |
|                        | SCODIA DV INTEDN  | IATIONAL MASTER FUND LP  |  |  |  |
| 2                      | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)           |  |  |  |  |
| 2                      | (a) $\Box$ (b) $\Box$   |  |  |  |  |
| 3                      | SEC USE ONLY  |  |  |  |  |
| 3                      | SEC USE ONL I   |  |  |  |  |
| 4                      | SOURCE OF FUNDS   |  |  |  |  |
|                        | SOURCE OF FUNDS   |  |  |  |  |
|                        | WC  |  |  |  |  |
| 5                      | CHECK BOX IF DISC   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |  |  |  |
|                        | OR 2(e)   |  |  |  |  |
|                        |   |  |  |  |  |
| 6                      | CITIZENSHIP OR PI   | LACE OF ORGANIZATION   |  |  |  |
|                        |   |  |  |  |  |
| )                      | BERMUDA   | L COVE VIOLENCE POWER  |  |  |  |
| NUMBER OF              | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES<br>BENEFICIALLY |   | 688,144  |  |  |  |
| OWNED BY EACH          | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING              | 0   | SHARED VOTING FOWER  |  |  |  |
| PERSON WITH            |   | -0-  |  |  |  |
|                        | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|                        |   |  |  |  |  |
|                        |   | 688,144  |  |  |  |
|                        | 10  | SHARED DISPOSITIVE POWER                                       |  |  |  |
|                        |   |  |  |  |  |
|                        | A GODEGAME 13 (S)   |  |  |  |  |
| 11                     | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |  |  |  |
|                        | 688,144   |  |  |  |  |
| 12                     |   | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES         |  |  |  |
| 12                     | CHECK BUX IF THE AUGKEGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHAKES |  |  |  |  |
| 13                     | PERCENT OF CLAS   | S REPRESENTED BY AMOUNT IN ROW (11)                            |  |  |  |
| 15                     |   |  |  |  |  |
|                        | 2.5%  |  |  |  |  |
| 14                     | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
|                        |   |  |  |  |  |
|                        | PN  |  |  |  |  |

|               | NAME OF BERORE   | NIG PERSON   | 1 |  |  |
|---------------|--|--|---|--|--|
| 1             | NAME OF REPORTI  | ING PERSON   |   |  |  |
|               | SCODIA HEALTH C  | ARE INTERNATIONAL MASTER FUND LP                               |   |  |  |
| 2             | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  |  |   |  |  |
| 2             | (a) $\Box$ (b) $\Box$  |  |   |  |  |
| 3             | SEC USE ONLY   |  |   |  |  |
| 3             | SEC CSE GIVET  |  |   |  |  |
| 4             | SOURCE OF FUNDS  |  |   |  |  |
|               |  |  |   |  |  |
|               | WC   |  |   |  |  |
| 5             |  | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |   |  |  |
|               | OR 2(e)  |  |   |  |  |
|               | CIEIZENGUID OD DI  | LOT OF OR CANTALTION   |   |  |  |
| 6             | CITIZENSHIP OR PL  | LACE OF ORGANIZATION   |   |  |  |
|               | BERMUDA  |  |   |  |  |
| NUMBER OF     | 7  | SOLE VOTING POWER  |   |  |  |
| SHARES        | ,  | SOLE VOINGTOWER  |   |  |  |
| BENEFICIALLY  |  | 300,900  |   |  |  |
| OWNED BY EACH | 8  | SHARED VOTING POWER  |   |  |  |
| REPORTING     |  |  |   |  |  |
| PERSON WITH   |  | -0-  |   |  |  |
|               | 9  | SOLE DISPOSITIVE POWER   |   |  |  |
|               |  | 300.900  |   |  |  |
|               | 10   | SHARED DISPOSITIVE POWER                                       |   |  |  |
|               | 10   | SHAKED DISI OSHTIVE FOWER                                      |   |  |  |
|               |  | -0-  |   |  |  |
| 11            | AGGREGATE AMO  | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |   |  |  |
|               |  |  |   |  |  |
|               | 300,900  |  |   |  |  |
| 12            | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □  |  |   |  |  |
| 12            | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)   |  |   |  |  |
| 13            | PERCENT OF CLAS  | S KELKEZENIED RA WMONI IN KOM (11)                             |   |  |  |
|               | 1.1%   |  |   |  |  |
| 14            | TYPE OF REPORTING PERSON   |  |   |  |  |
| 1.            | The state of the s |  |   |  |  |
|               | PN   |  |   |  |  |

|                        | NAME OF BERORE   | A LO DED GOV   |   |  |  |
|------------------------|--|--|---|--|--|
| 1                      | NAME OF REPORTI  | ING PERSON   |   |  |  |
|                        | CCODIA CADITAL C   | PDII C   |   |  |  |
| 2                      | SCOPIA CAPITAL GP LLC  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) |  |   |  |  |
| 2                      | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$       |  |   |  |  |
| 3                      | SEC USE ONLY   |  |   |  |  |
| 3                      | SEC USE ONL I  |  |   |  |  |
| 4                      | SOURCE OF FUNDS  | <u> </u>   |   |  |  |
| 7                      | booket of 1 chab   |  |   |  |  |
|                        | AF   |  |   |  |  |
| 5                      | CHECK BOX IF DISC  | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |   |  |  |
|                        | OR 2(e)  |  |   |  |  |
|                        | ` ,  |  |   |  |  |
| 6                      | CITIZENSHIP OR PL  | LACE OF ORGANIZATION   |   |  |  |
|                        |  |  |   |  |  |
|                        | DELAWARE   | T  |   |  |  |
| NUMBER OF              | 7  | SOLE VOTING POWER  |   |  |  |
| SHARES<br>BENEFICIALLY |  | 2,065,279  |   |  |  |
| OWNED BY EACH          | 8  | SHARED VOTING POWER  |   |  |  |
| REPORTING              | 0  | SHARED VOTING FOWER  |   |  |  |
| PERSON WITH            |  | -0-  |   |  |  |
|                        | 9  | SOLE DISPOSITIVE POWER   |   |  |  |
|                        |  |  |   |  |  |
|                        |  | 2,065,279  |   |  |  |
|                        | 10   | SHARED DISPOSITIVE POWER                                       |   |  |  |
|                        |  |  |   |  |  |
|                        | A CORECUEE AND   | -0-  |   |  |  |
| 11                     | AGGREGATE AMO  | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |   |  |  |
|                        | 2,065,279  |  |   |  |  |
| 12                     |  | E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES         |   |  |  |
| 12                     | CHECK DOA II' THE AGOREGATE AWOUNT IN KOW (11) EACLODES CERTAIN SHARES       |  |   |  |  |
| 13                     | PERCENT OF CLAS  | S REPRESENTED BY AMOUNT IN ROW (11)                            | _ |  |  |
|                        |  | <b>(</b> )   |   |  |  |
|                        | 7.5%   |  |   |  |  |
| 14                     | TYPE OF REPORTIN   | NG PERSON  |   |  |  |
|                        |  |  |   |  |  |
|                        | 00   |  |   |  |  |

| 1                        | NAME OF REPORTI   | ING DED SON  |       |  |  |
|--------------------------|---|--|-------|--|--|
| 1                        | NAME OF REPORT  | ING PERSON   |       |  |  |
|                          | SCOPIA CAPITAL M  | MANAGEMENT LP  |       |  |  |
| 2                        | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □               |  |       |  |  |
|                          |   |  | (b) 🗆 |  |  |
| 3                        | SEC USE ONLY  |  |       |  |  |
| 4                        | COLID CE OF FUNDO   | ,  |       |  |  |
| 4                        | SOURCE OF FUNDS   |  |       |  |  |
|                          | AF, OO  |  |       |  |  |
| 5                        |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |       |  |  |
|                          | OR 2(e)   | · · · · · · · · · · · · · · · · · · ·                          |       |  |  |
|                          |   |  |       |  |  |
| 6                        | CITIZENSHIP OR PL   | LACE OF ORGANIZATION   |       |  |  |
|                          | DELAWARE  |  |       |  |  |
| NUMBER OF                | 7   | SOLE VOTING POWER  |       |  |  |
| SHARES                   |   |  |       |  |  |
| BENEFICIALLY             |   | 2,093,148  |       |  |  |
| OWNED BY EACH            | 8   | SHARED VOTING POWER  |       |  |  |
| REPORTING<br>PERSON WITH |   | -0-  |       |  |  |
| FERSON WITH              | 9   | SOLE DISPOSITIVE POWER   |       |  |  |
|                          |   | SOLL DISTOSITIVE TOWER   |       |  |  |
|                          |   | 2,093,148  |       |  |  |
|                          | 10  | SHARED DISPOSITIVE POWER                                       |       |  |  |
|                          |   | -0-  |       |  |  |
| 11                       | AGGREGATE AMO   | 1 - U -<br>UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON     |       |  |  |
| 11                       | AGGINEGATE AMO  | ON I BENEFICIALLY OWNED BY EACH REPORTING LERSON               |       |  |  |
|                          | 2,093,148   |  |       |  |  |
| 12                       | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |       |  |  |
| 12                       |   |  |       |  |  |
| 13                       | PERCENT OF CLAS   | S REPRESENTED BY AMOUNT IN ROW (11)                            |       |  |  |
|                          | 7.6%  |  |       |  |  |
| 14                       | TYPE OF REPORTIN  | NG PERSON  |       |  |  |
|                          |   |  |       |  |  |
|                          | PN  |  |       |  |  |

|                               | NAME OF BERORE   | NO BED GOV   |   |  |  |
|-------------------------------|--|--|---|--|--|
| 1                             | NAME OF REPORTI  | NG PERSON  |   |  |  |
|                               | CCODIA MANACEM   | CENT INC   |   |  |  |
| 2                             | SCOPIA MANAGEMENT, INC.  CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a) |  |   |  |  |
| 2                             |  |  |   |  |  |
| 3                             | (b) [  |  |   |  |  |
| 3                             | SEC USE ONLY   | SEC USE ONLY   |   |  |  |
| 4                             | SOURCE OF FUNDS  |  |   |  |  |
| T                             | SOURCE OF TONDS  | SOURCE OF LONDS  |   |  |  |
|                               | AF   |  |   |  |  |
| 5                             | CHECK BOX IF DISC  | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |   |  |  |
|                               | OR 2(e)  |  |   |  |  |
|                               | . ,  |  |   |  |  |
| 6                             | CITIZENSHIP OR PL  | ACE OF ORGANIZATION  |   |  |  |
|                               |  |  |   |  |  |
|                               | NEW YORK   |  |   |  |  |
| NUMBER OF                     | 7  | SOLE VOTING POWER  |   |  |  |
| SHARES                        |  | 2 002 140  |   |  |  |
| BENEFICIALLY<br>OWNED BY EACH | 8  | 2,093,148<br>SHARED VOTING POWER                               |   |  |  |
| REPORTING                     | 8  | SHARED VOTING POWER  |   |  |  |
| PERSON WITH                   |  | -0-  |   |  |  |
| TERROUT WITH                  | 9  | SOLE DISPOSITIVE POWER   |   |  |  |
|                               | ,  | SOLL BISTOSITIVE TO WER  |   |  |  |
|                               |  | 2,093,148  |   |  |  |
|                               | 10   | SHARED DISPOSITIVE POWER                                       |   |  |  |
|                               |  |  |   |  |  |
|                               |  | -0-  |   |  |  |
| 11                            | AGGREGATE AMOU   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |   |  |  |
|                               | 2.002.149  |  |   |  |  |
| 12                            | 2,093,148  | ACCRECATE AMOUNT IN DOW (11) EVOLVIDES CERTAIN SUARES          |   |  |  |
| 1 2                           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □              |  |   |  |  |
| 13                            | PERCENT OF CLAS  | S REPRESENTED BY AMOUNT IN ROW (11)                            | _ |  |  |
| 15                            | I ERCEITI OF CEAS  | o REFREDERITED DI FEMODITI IN ROM (11)                         |   |  |  |
|                               | 7.6%   |  |   |  |  |
| 14                            | TYPE OF REPORTIN   | NG PERSON  |   |  |  |
|                               |  |  |   |  |  |
|                               | CO   |  |   |  |  |

| 1             | NAME OF DEPONIE   | ALC DED COM  | 1 |  |  |
|---------------|---|--|---|--|--|
| 1             | NAME OF REPORTI   | ING PERSON   |   |  |  |
|               | MATTHEW SIROVIO   | СП   |   |  |  |
| 2             | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)           |  |   |  |  |
| 2             | (a) $\Box$  |  |   |  |  |
| 3             | SEC USE ONLY  |  |   |  |  |
| 3             | SEC COL ONET  |  |   |  |  |
| 4             | SOURCE OF FUNDS   |  |   |  |  |
|               |   |  |   |  |  |
|               | AF  |  |   |  |  |
| 5             |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) |   |  |  |
|               | OR 2(e)   |  |   |  |  |
|               | CITIZEN CHIP OR DI  | A CIT OF OR CANUTA ATTOM                                       |   |  |  |
| 6             | CITIZENSHIP OR PL   | LACE OF ORGANIZATION   |   |  |  |
|               | USA   |  |   |  |  |
| NUMBER OF     | 7   | SOLE VOTING POWER  |   |  |  |
| SHARES        | ,   | SOLL VOIINGTOWER   |   |  |  |
| BENEFICIALLY  |   | -0-  |   |  |  |
| OWNED BY EACH | 8   | SHARED VOTING POWER  |   |  |  |
| REPORTING     |   |  |   |  |  |
| PERSON WITH   |   | 2,093,148  |   |  |  |
|               | 9   | SOLE DISPOSITIVE POWER   |   |  |  |
|               |   |  |   |  |  |
|               | 10  | -0-  |   |  |  |
|               | 10  | SHARED DISPOSITIVE POWER                                       |   |  |  |
|               |   | 2.093.148  |   |  |  |
| 11            | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON                |   |  |  |
|               | 110 312 3112 11110  |  |   |  |  |
|               | 2,093,148   |  |   |  |  |
| 12            | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES |  |   |  |  |
|               |   |  |   |  |  |
| 13            | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                    |  |   |  |  |
|               | 7.60/   |  |   |  |  |
| 1.4           | 7.6%  | IC DED COM   |   |  |  |
| 14            | TYPE OF REPORTIN  | NG PERSUN  |   |  |  |
|               | IN  |  |   |  |  |
|               | 11.4  |  |   |  |  |

| ,             | NAME OF BEDODE  | DIC DED COM  |  |  |  |
|---------------|---|--|--|--|--|
| 1             | NAME OF REPORTI   | ING PERSON   |  |  |  |
|               | JEREMY MINDICH  |  |  |  |  |
| 2             | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)   (a)             |  |  |  |  |
| 2             | (a) $\Box$  |  |  |  |  |
| 3             | SEC USE ONLY  |  |  |  |  |
| 3             | SEC CSE ONET  |  |  |  |  |
| 4             | SOURCE OF FUNDS   |  |  |  |  |
|               |   |  |  |  |  |
|               | AF  |  |  |  |  |
| 5             |   | CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d)   |  |  |  |
|               | OR 2(e)   |  |  |  |  |
|               | CITIZENCHID OD DI   | ACE OF OR CANIZATION   |  |  |  |
| 6             | CITIZENSHIP OR PL   | LACE OF ORGANIZATION   |  |  |  |
|               | USA   |  |  |  |  |
| NUMBER OF     | 7   | SOLE VOTING POWER  |  |  |  |
| SHARES        | ,   | SOLD TOTAL OF STATE O |  |  |  |
| BENEFICIALLY  |   | -0-  |  |  |  |
| OWNED BY EACH | 8   | SHARED VOTING POWER  |  |  |  |
| REPORTING     |   |  |  |  |  |
| PERSON WITH   |   | 2,093,148  |  |  |  |
|               | 9   | SOLE DISPOSITIVE POWER   |  |  |  |
|               |   | -0-  |  |  |  |
|               | 10  | SHARED DISPOSITIVE POWER   |  |  |  |
|               | 10  | SHARED DISI OSHTVE I OWER  |  |  |  |
|               |   | 2,093,148  |  |  |  |
| 11            | AGGREGATE AMO   | UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  |  |  |  |
|               |   |  |  |  |  |
|               | 2,093,148   |  |  |  |  |
| 12            | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □ |  |  |  |  |
| 12            | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                      |  |  |  |  |
| 13            | PERCENT OF CLAS   | S KELKEZENIED RA WMONI IN KOM (11)   |  |  |  |
|               | 7.6%  |  |  |  |  |
| 14            | TYPE OF REPORTIN  | NG PERSON  |  |  |  |
| '             | I II DOI NEI ORTH   |  |  |  |  |
|               | IN  |  |  |  |  |

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 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 Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International, Scopia Health International and held in the Managed Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price of the 542,427 Shares beneficially owned by Scopia PX is approximately \$20,963,723, excluding brokerage commissions.

The aggregate purchase price of the 15,099 Shares beneficially owned by Scopia Partners is approximately \$583,086, excluding brokerage commissions.

The aggregate purchase price of the 41,342 Shares beneficially owned by Scopia Health is approximately \$1,596,268, excluding brokerage commissions.

The aggregate purchase price of the 382,036 Shares beneficially owned by Scopia Windmill is approximately \$14,755,124, excluding brokerage commissions.

The aggregate purchase price of the 95,331 Shares beneficially owned by Scopia International is approximately \$3,681,489, excluding brokerage commissions.

The aggregate purchase price of the 688,144 Shares beneficially owned by Scopia PX International is approximately \$26,574,750, excluding brokerage commissions.

The aggregate purchase price of the 300,900 Shares beneficially owned by Scopia Health International is approximately \$11,618,096, excluding brokerage commissions.

The aggregate purchase price of the 27,869 Shares held in the Managed Account is approximately \$1,076,246, excluding brokerage commissions.

#### Item 5. <u>Interest in Securities of the Issuer.</u>

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 27,712,715 Shares outstanding as of February 15, 2016, 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 23, 2016.

# A. Scopia PX

(a) As of the close of business on March 8, 2016, Scopia PX beneficially owned 542,427 Shares.

Percentage: Approximately 2.0%

- (b) 1. Sole power to vote or direct vote: 542,427
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 542,427
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia PX since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### B. Scopia Partners

(a) As of the close of business on March 8, 2016, Scopia Partners beneficially owned 15,099 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 15,099
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 15,099
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia Partners since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### C. Scopia Health

(a) As of the close of business on March 8, 2016, Scopia Health beneficially owned 41,342 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 41,342
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 41,342
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia Health since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

## D. Scopia Windmill

(a) As of the close of business on March 8, 2016, Scopia Windmill beneficially owned 382,036 Shares.

Percentage: Approximately 1.4%

- (b) 1. Sole power to vote or direct vote: 382,036
  - 2. Shared power to vote or direct vote:  $\boldsymbol{0}$
  - 3. Sole power to dispose or direct the disposition: 382,036
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia Windmill since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### E. Scopia International

(a) As of the close of business on March 8, 2016, Scopia International beneficially owned 95,331 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 95,331
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 95,331
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

## F. Scopia PX International

(a) As of the close of business on March 8, 2016, Scopia PX International beneficially owned 688,144 Shares.

Percentage: Approximately 2.5%

- (b) 1. Sole power to vote or direct vote: 688,144
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 688,144
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia PX International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

## G. Scopia Health International

(a) As of the close of business on March 8, 2016, Scopia Health International beneficially owned 300,900 Shares.

Percentage: Approximately 1.1%

- (b) 1. Sole power to vote or direct vote: 300,900
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 300,900
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia Health International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### H. Scopia Capital

(a) Scopia Capital, as the Managing Member of each of Scopia PX, Scopia Partners and Scopia Health, and the general partner of each of Scopia Windmill, Scopia International, Scopia PX International and Scopia Health International, may be deemed the beneficial owner of the: (i) 542,427 Shares owned by Scopia PX; (ii) 15,099 Shares owned by Scopia Partners; (iii) 41,342 Shares owned by Scopia Health; (iv) 382,036 Shares owned by Scopia Windmill; (v) 95,331 Shares owned by Scopia International; (vi) 688,144 Shares owned by Scopia PX International; and (vii) 300,900 Shares owned by Scopia Health International.

Percentage: Approximately 7.5%

- (b) 1. Sole power to vote or direct vote: 2,065,279
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,065,279
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Scopia Capital has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the securities of the Issuer on behalf of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International and Scopia Health International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### I. Scopia Management

(a) As of the close of business on March 8, 2016, 27,869 Shares were held in the Managed Account. Scopia Management, as the Investment Manager of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International, Scopia Health International and the Managed Account, may be deemed the beneficial owner of the: (i) 542,427 Shares owned by Scopia PX; (ii) 15,099 Shares owned by Scopia Partners; (iii) 41,342 Shares owned by Scopia Health; (iv) 382,036 Shares owned by Scopia Windmill; (v) 95,331 Shares owned by Scopia International; (vi) 688,144 Shares owned by Scopia PX International; (vii) 300,900 Shares owned by Scopia Health International; and (viii) 27,869 Shares held in the Managed Account.

Percentage: Approximately 7.6%

- (b) 1. Sole power to vote or direct vote: 2,093,148
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,093,148
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the securities of the Issuer by Scopia Management through the Managed Account and on behalf of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International and Scopia Health International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### J. Scopia Inc.

(a) Scopia Inc., as the general partner of Scopia Management, may be deemed the beneficial owner of the: (i) 542,427 Shares owned by Scopia PX; (ii) 15,099 Shares owned by Scopia Partners; (iii) 41,342 Shares owned by Scopia Health; (iv) 382,036 Shares owned by Scopia Windmill; (v) 95,331 Shares owned by Scopia International; (vi) 688,144 Shares owned by Scopia PX International; (vii) 300,900 Shares owned by Scopia Health International; and (viii) 27,869 Shares held in the Managed Account.

Percentage: Approximately 7.6%

- (b) 1. Sole power to vote or direct vote: 2,093,148
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,093,148
  - 4. Shared power to dispose or direct the disposition: 0

(c) Scopia Inc. has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the securities of the Issuer on behalf of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International, Scopia Health International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### K. Mr. Sirovich

(a) Mr. Sirovich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the:
(i) 542,427 Shares owned by Scopia PX; (ii) 15,099 Shares owned by Scopia Partners; (iii) 41,342 Shares owned by Scopia Health;
(iv) 382,036 Shares owned by Scopia Windmill; (v) 95,331 Shares owned by Scopia International; (vi) 688,144 Shares owned by Scopia PX International; (vii) 300,900 Shares owned by Scopia Health International; and (viii) 27,869 Shares held in the Managed Account.

Percentage: Approximately 7.6%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,093,148
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,093,148
- (c) Mr. Sirovich has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the securities of the Issuer on behalf of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International, Scopia Health International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

#### L. Mr. Mindich

(a) Mr. Mindich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the:
(i) 542,427 Shares owned by Scopia PX; (ii) 15,099 Shares owned by Scopia Partners; (iii) 41,342 Shares owned by Scopia Health;
(iv) 382,036 Shares owned by Scopia Windmill; (v) 95,331 Shares owned by Scopia International; (vi) 688,144 Shares owned by Scopia PX International; (vii) 300,900 Shares owned by Scopia Health International; and (viii) 27,869 Shares held in the Managed Account.

Percentage: Approximately 7.6%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,093,148
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,093,148
- (c) Mr. Mindich has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the securities of the Issuer on behalf of each of Scopia PX, Scopia Partners, Scopia Health, Scopia Windmill, Scopia International, Scopia PX International, Scopia Health International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

The Reporting Persons, as members of a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

#### **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, | omplete and correct.   |

Dated: March 9, 2016

SCOPIA PX LLC SCOPIA INTERNATIONAL MASTER FUND LP

SCOPIA PARTNERS LLC SCOPIA PX INTERNATIONAL MASTER FUND LP

SCOPIA HEALTH CARE LLC SCOPIA HEALTH CARE INTERNATIONAL MASTER FUND LP

SCOPIA WINDMILL FUND LP

By: Scopia Capital Management LP

Investment Manager

By: Scopia Management, Inc.

General Partner

By: /s/ Matthew Sirovich

Name: Matthew Sirovich Title: Managing Director

SCOPIA CAPITAL MANAGEMENT LP

By: Scopia Management, Inc.

General Partner

By: /s/ Matthew Sirovich

Name: Matthew Sirovich Title: Managing Director

SCOPIA CAPITAL GP LLC SCOPIA MANAGEMENT, INC.

By: /s/ Matthew Sirovich By: /s/ Matthew Sirovich

Name:Matthew SirovichName:Matthew SirovichTitle:Managing MemberTitle:Managing Director

/s/ Matthew Sirovich

MATTHEW SIROVICH

/s/ Jeremy Mindich JEREMY MINDICH

19

SCHEDULE A

Transactions in the Securities of the Issuer Since the filing of Amendment No. 1 to the Schedule 13D

|                          |               | Price Per Share (\$) | Purchase/Sale |  |
|--------------------------|---------------|----------------------|---------------|--|
|                          | <u>SCOPIA</u> | <u>PX LLC</u>        |               |  |
| Purchase of Common Stock | 3,411         | 38.2598              | 02/23/2016    |  |
| Purchase of Common Stock | 8,213         | 38.8441              | 02/24/2016    |  |
| Purchase of Common Stock | 6,384         | 39.1596              | 02/25/2016    |  |
| Purchase of Common Stock | 2,055         | 39.3291              | 02/26/2016    |  |
| Purchase of Common Stock | 20,371        | 39.5723              | 02/29/2016    |  |
| Purchase of Common Stock | 5,011         | 39.4623              | 03/01/2016    |  |
| Purchase of Common Stock | 2,198         | 39.9804              | 03/02/2016    |  |
| Purchase of Common Stock | 8,942         | 40.0173              | 03/03/2016    |  |
| Purchase of Common Stock | 10,777        | 41.1780              | 03/04/2016    |  |
| Purchase of Common Stock | 5,908         | 41.1856              | 03/04/2016    |  |
| Purchase of Common Stock | 5,024         | 41.4086              | 03/07/2016    |  |
| Purchase of Common Stock | 11,224        | 41.4167              | 03/07/2016    |  |
| Purchase of Common Stock | 9,797         | 40.5850              | 03/08/2016    |  |
| Purchase of Common Stock | 4,982         | 40.7697              | 03/08/2016    |  |
| Purchase of Common Stock | 3,899         | 40.7986              | 03/08/2016    |  |
|                          | SCOPIA PAR    | TNERS LLC            |               |  |
| Purchase of Common Stock | 96            | 38.2598              | 02/23/2016    |  |
| Purchase of Common Stock | 232           | 38.8441              | 02/24/2016    |  |
| Purchase of Common Stock | 180           | 39.1596              | 02/25/2016    |  |
| Purchase of Common Stock | 58            | 39.3291              | 02/26/2016    |  |
| Purchase of Common Stock | 575           | 39.5723              | 02/29/2016    |  |
| Purchase of Common Stock | 125           | 39.4623              | 03/01/2016    |  |
| Purchase of Common Stock | 55            | 39.9804              | 03/02/2016    |  |
| Purchase of Common Stock | 224           | 40.0173              | 03/03/2016    |  |
| Purchase of Common Stock | 270           | 41.1780              | 03/04/2016    |  |
| Purchase of Common Stock | 148           | 41.1856              | 03/04/2016    |  |
| Purchase of Common Stock | 126           | 41.4086              | 03/07/2016    |  |
| Purchase of Common Stock | 281           | 41.4167              | 03/07/2016    |  |
| Purchase of Common Stock | 245           | 40.5850              | 03/08/2016    |  |
| Purchase of Common Stock | 125           | 40.7697              | 03/08/2016    |  |
| Purchase of Common Stock | 98            | 40.7986              | 03/08/2016    |  |
| SCOPIA HEALTH CARE LLC   |               |                      |               |  |
|                          |               |                      |               |  |
| Purchase of Common Stock | 264           | 38.2598              | 02/23/2016    |  |
| Purchase of Common Stock | 637           | 38.8441              | 02/24/2016    |  |
| Purchase of Common Stock | 495           | 39.1596              | 02/25/2016    |  |
| Purchase of Common Stock | 159           | 39.3291              | 02/26/2016    |  |
| Purchase of Common Stock | 1,580         | 39.5723              | 02/29/2016    |  |

| Purchase of Common Stock   | 336   | 39.4623  | 03/01/2016   |
|--|---|--|--|
| Purchase of Common Stock   | 147   | 39.9804  | 03/02/2016   |
| Purchase of Common Stock   | 599   | 40.0173  | 03/03/2016   |
| Purchase of Common Stock   | 722   | 41.1780  | 03/04/2016   |
| Purchase of Common Stock   | 396   | 41.1856  | 03/04/2016   |
| Purchase of Common Stock   | 337   | 41.4086  | 03/07/2016   |
| Purchase of Common Stock   | 752   | 41.4167  | 03/07/2016   |
| Purchase of Common Stock   | 657   | 40.5850  | 03/08/2016   |
| Purchase of Common Stock   | 334   | 40.7697  | 03/08/2016   |
| Purchase of Common Stock   | 261   | 40.7986  | 03/08/2016   |
|  | COOPL WIND  |  |  |
|  | <u>SCOPIA WIND</u>  | MILL FUND LP   |  |
| Purchase of Common Stock   | 2,432   | 38.2598  | 02/23/2016   |
| Purchase of Common Stock   | 5,856   | 38.8441  | 02/24/2016   |
| Purchase of Common Stock   | 4,551   | 39.1596  | 02/25/2016   |
| Purchase of Common Stock   | 1,465   | 39.3291  | 02/26/2016   |
| Purchase of Common Stock   | 14,524  | 39.5723  | 02/29/2016   |
| Purchase of Common Stock   | 3,231   | 39.4623  | 03/01/2016   |
| Purchase of Common Stock   | 1,417   | 39.9804  | 03/02/2016   |
| Purchase of Common Stock   | 5,766   | 40.0173  | 03/03/2016   |
| Purchase of Common Stock   | 6,949   | 41.1780  | 03/04/2016   |
| Purchase of Common Stock   | 3,810   | 41.1856  | 03/04/2016   |
| Purchase of Common Stock   | 3,240   | 41.4086  | 03/07/2016   |
| Purchase of Common Stock   | 7,238   | 41.4167  | 03/07/2016   |
| Purchase of Common Stock   | 6,318   | 40.5850  | 03/08/2016   |
| Purchase of Common Stock   | 3,213   | 40.7697  | 03/08/2016   |
| Purchase of Common Stock   | 2,514   | 40.7986  | 03/08/2016   |
|  | COODIA INTERNATIO   | NAL MACTED EUND I D  |  |
|  | SCOPIA INTERNATIO   | NAL MASTER FUND LP   |  |
| Purchase of Common Stock   | 608   | 38.2598  | 02/23/2016   |
| Purchase of Common Stock   | 1 464   |  | 00/04/0016   |
|  | 1,464   | 38.8441  | 02/24/2016   |
| Purchase of Common Stock   | 1,464<br>1,138  | 38.8441<br>39.1596   | 02/24/2016 02/25/2016  |
| Purchase of Common Stock<br>Purchase of Common Stock   | , -   |  |  |
|  | 1,138   | 39.1596  | 02/25/2016   |
| Purchase of Common Stock   | 1,138<br>366  | 39.1596<br>39.3291   | 02/25/2016<br>02/26/2016   |
| Purchase of Common Stock<br>Purchase of Common Stock   | 1,138<br>366<br>3,632   | 39.1596<br>39.3291<br>39.5723  | 02/25/2016<br>02/26/2016<br>02/29/2016   |
| Purchase of Common Stock Purchase of Common Stock Purchase of Common Stock   | 1,138<br>366<br>3,632<br>794  | 39.1596<br>39.3291<br>39.5723<br>39.4623   | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016   |
| Purchase of Common Stock Purchase of Common Stock Purchase of Common Stock Purchase of Common Stock  | 1,138<br>366<br>3,632<br>794<br>348                                 | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804  | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016   |
| Purchase of Common Stock   | 1,138<br>366<br>3,632<br>794<br>348<br>1,416                        | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804<br>40.0173   | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016<br>03/03/2016   |
| Purchase of Common Stock   | 1,138<br>366<br>3,632<br>794<br>348<br>1,416<br>1,707               | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804<br>40.0173<br>41.1780                                  | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016<br>03/03/2016<br>03/04/2016   |
| Purchase of Common Stock  | 1,138<br>366<br>3,632<br>794<br>348<br>1,416<br>1,707               | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804<br>40.0173<br>41.1780<br>41.1856                       | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016<br>03/03/2016<br>03/04/2016<br>03/04/2016                             |
| Purchase of Common Stock   | 1,138<br>366<br>3,632<br>794<br>348<br>1,416<br>1,707<br>936<br>796 | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804<br>40.0173<br>41.1780<br>41.1856<br>41.4086            | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016<br>03/03/2016<br>03/04/2016<br>03/04/2016<br>03/07/2016               |
| Purchase of Common Stock | 1,138<br>366<br>3,632<br>794<br>348<br>1,416<br>1,707<br>936<br>796 | 39.1596<br>39.3291<br>39.5723<br>39.4623<br>39.9804<br>40.0173<br>41.1780<br>41.1856<br>41.4086<br>41.4167 | 02/25/2016<br>02/26/2016<br>02/29/2016<br>03/01/2016<br>03/02/2016<br>03/03/2016<br>03/04/2016<br>03/04/2016<br>03/07/2016<br>03/07/2016 |

# SCOPIA PX INTERNATIONAL MASTER FUND LP

| Purchase of Common Stock | 4,389  | 38.2598 | 02/23/2016 |
|--------------------------|--------|---------|------------|
| Purchase of Common Stock | 10,568 | 38.8441 | 02/24/2016 |
| Purchase of Common Stock | 8,216  | 39.1596 | 02/25/2016 |
| Purchase of Common Stock | 2,644  | 39.3291 | 02/26/2016 |
| Purchase of Common Stock | 26,214 | 39.5723 | 02/29/2016 |
| Purchase of Common Stock | 5,730  | 39.4623 | 03/01/2016 |
| Purchase of Common Stock | 2,514  | 39.9804 | 03/02/2016 |
| Purchase of Common Stock | 10,225 | 40.0173 | 03/03/2016 |
| Purchase of Common Stock | 12,323 | 41.1780 | 03/04/2016 |
| Purchase of Common Stock | 6,754  | 41.1856 | 03/04/2016 |
| Purchase of Common Stock | 5,744  | 41.4086 | 03/07/2016 |
| Purchase of Common Stock | 12,835 | 41.4167 | 03/07/2016 |
| Purchase of Common Stock | 11,202 | 40.5850 | 03/08/2016 |
| Purchase of Common Stock | 5,697  | 40.7697 | 03/08/2016 |
| Purchase of Common Stock | 4,460  | 40.7986 | 03/08/2016 |
|                          |        |         |            |

# SCOPIA HEALTH CARE INTERNATIONAL MASTER FUND LP

| Purchase of Common Stock | 1,925  | 38.2598 | 02/23/2016 |
|--------------------------|--------|---------|------------|
| Purchase of Common Stock | 4,636  | 38.8441 | 02/24/2016 |
| Purchase of Common Stock | 3,603  | 39.1596 | 02/25/2016 |
| Purchase of Common Stock | 1,160  | 39.3291 | 02/26/2016 |
| Purchase of Common Stock | 11,499 | 39.5723 | 02/29/2016 |
| Purchase of Common Stock | 2,443  | 39.4623 | 03/01/2016 |
| Purchase of Common Stock | 1,072  | 39.9804 | 03/02/2016 |
| Purchase of Common Stock | 4,359  | 40.0173 | 03/03/2016 |
| Purchase of Common Stock | 5,253  | 41.1780 | 03/04/2016 |
| Purchase of Common Stock | 2,880  | 41.1856 | 03/04/2016 |
| Purchase of Common Stock | 2,449  | 41.4086 | 03/07/2016 |
| Purchase of Common Stock | 5,472  | 41.4167 | 03/07/2016 |
| Purchase of Common Stock | 4,776  | 40.5850 | 03/08/2016 |
| Purchase of Common Stock | 2,429  | 40.7697 | 03/08/2016 |
| Purchase of Common Stock | 1,901  | 40.7986 | 03/08/2016 |

# SCOPIA CAPITAL MANAGEMENT LP (Through the Managed Account)

| Purchase of Common Stock | 178   | 38.2598 | 02/23/2016 |
|--------------------------|-------|---------|------------|
| Purchase of Common Stock | 428   | 38.8441 | 02/24/2016 |
| Purchase of Common Stock | 333   | 39.1596 | 02/25/2016 |
| Purchase of Common Stock | 107   | 39.3291 | 02/26/2016 |
| Purchase of Common Stock | 1,062 | 39.5723 | 02/29/2016 |
| Purchase of Common Stock | 232   | 39.4623 | 03/01/2016 |
| Purchase of Common Stock | 102   | 39.9804 | 03/02/2016 |
| Purchase of Common Stock | 414   | 40.0173 | 03/03/2016 |
| Purchase of Common Stock | 499   | 41.1780 | 03/04/2016 |
| Purchase of Common Stock | 273   | 41.1856 | 03/04/2016 |
| Purchase of Common Stock | 233   | 41.4086 | 03/07/2016 |
| Purchase of Common Stock | 520   | 41.4167 | 03/07/2016 |
| Purchase of Common Stock | 454   | 40.5850 | 03/08/2016 |
| Purchase of Common Stock | 231   | 40.7697 | 03/08/2016 |
| Purchase of Common Stock | 180   | 40.7986 | 03/08/2016 |