

FARMER BROTHERS CO  
Form SC 13D/A  
August 22, 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 § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
§ 240.13d-2(a)

(Amendment No. 1)<sup>1</sup>

Farmer Bros. Co.

(Name of Issuer)

Common Stock, \$1.00 par value per share

(Title of Class of Securities)

307675108

(CUSIP Number)

John A. Levin

Levin Capital Strategies, L.P.

595 Madison Avenue, 17th Floor

New York, NY 10022

(212) 259-0800

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

August 9, 2018

Edgar Filing: FARMER BROTHERS CO - Form SC 13D/A

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box “

*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.

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.

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*).

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Levin Capital Strategies, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC, AF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 NUMBER OF SOLE VOTING POWER

SHARES BENEFICIALLY 0

8 OWNED BY SHARED VOTING POWER

EACH REPORTING 897,046

9 PERSON WITH SOLE DISPOSITIVE POWER

10 0 SHARED DISPOSITIVE POWER

1,223,864

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,223,864

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING  
PERSON

IA

CUSIP NO. 307675108

1 NAME OF REPORTING PERSON

Levin Capital Strategies GP, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF 7 SOLE VOTING SHARES BENEFICIALLY POWER

0

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 897,046

PERSON WITH 9 SOLE DISPOSITIVE POWER

0

10 SHARED DISPOSITIVE POWER

1,223,864

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

1,430,020

12 CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

7.2%

14 TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 307675108

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | Bi-Directional<br>Disequilibrium Fund, L.P.  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | WC   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  |
|   | SOLE VOTING POWER  |
|   | 0  |
|   | SHARED VOTING POWER  |
|   | 4,018  |
| PERSON WITH   | 9  |
|   | SOLE DISPOSITIVE POWER   |
|   | 0  |
|   | SHARED DISPOSITIVE   |
|   | 10   |

POWER

11 4,018  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,018  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

CO



CUSIP NO. 307675108

|    |  |
|----|--|
| 1  | NAME OF REPORTING PERSON   |
|    | LCS, LLC   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3  | SEC USE ONLY   |
| 4  | SOURCE OF FUNDS  |
|    | AF   |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|    | Delaware   |
| 7  | SOLE VOTING POWER  |
| 8  | SHARED VOTING POWER  |
| 9  | SOLE DISPOSITIVE POWER   |
| 10 | SHARED DISPOSITIVE POWER   |

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

0

4,018

0

11 4,018  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,018  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 307675108

|    |  |  |
|----|--|--|
| 1  | NAME OF REPORTING PERSON   |  |
|    | Levcap Alternative Fund,<br>L.P.   |  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a)<br><br>(b)   |
| 3  | SEC USE ONLY   |  |
| 4  | SOURCE OF FUNDS  |  |
| 5  | WC<br>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |  |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |  |
| 7  | Delaware<br>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                | SOLE VOTING POWER<br><br>0<br>SHARED VOTING POWER<br><br>4,417<br>SOLE DISPOSITIVE POWER |
| 8  | OWNED BY EACH REPORTING PERSON WITH  | SHARED VOTING POWER<br><br>0<br>SHARED DISPOSITIVE                                       |
| 9  | EACH REPORTING PERSON WITH   | 4,417<br>SOLE DISPOSITIVE POWER  |
| 10 | EACH REPORTING PERSON WITH   | 0<br>SHARED DISPOSITIVE  |

POWER

11 4,417  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,417  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN

CUSIP NO. 307675108

|                     |  |                          |
|---------------------|--|--------------------------|
| 1                   | NAME OF REPORTING PERSON   |                          |
|                     | LCS Event Partners, LLC  |                          |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)<br><br>(b)           |
| 3                   | SEC USE ONLY   |                          |
| 4                   | SOURCE OF FUNDS  |                          |
|                     | AF   |                          |
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT 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      |  | 4,417                    |
| PERSON WITH         | 9  | SOLE DISPOSITIVE POWER   |
|                     |  | 0                        |
|                     | 10   | SHARED DISPOSITIVE POWER |

11 4,417  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,417  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 307675108

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | Safinia Partners, L.P.   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | WC   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  |
|   | 9  |
|   | 10   |
|   | 0  |
|   | 4,502  |
|   | 0  |
|   | 0  |

11 4,502  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,502  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

PN



CUSIP NO. 307675108

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | LCS L/S, LLC   |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 3   | SEC USE ONLY   |
| 4   | SOURCE OF FUNDS  |
|   | AF   |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |
|   | Delaware   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  |
| 9   | 10   |
|   | SOLE VOTING POWER  |
|   | 0  |
|   | SHARED VOTING POWER  |
|   | 4,502  |
|   | SOLE DISPOSITIVE POWER   |
|   | 0  |
|   | SHARED DISPOSITIVE POWER   |

11 4,502  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 4,502  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 307675108

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | John A. Levin  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|   |  | (b)                      |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | AF   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | United States of America   |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 0                        |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | 897,046                  |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 0                        |
|   | 10   | SHARED DISPOSITIVE POWER |

11 1,223,864  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

12 1,223,864  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 7.2%  
TYPE OF REPORTING  
PERSON

IN

10

CUSIP NO. 307675108

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

ITEM 2. IDENTITY AND BACKGROUND.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by:

- (i) Levin Capital Strategies, L.P., a Delaware limited partnership ("LCS"),
- (ii) Levin Capital Strategies GP, LLC, a Delaware limited liability company ("LCS GP"),
- (iii) Bi-Directional Disequilibrium Fund, L.P., a Delaware limited partnership ("BiDD Fund")\*,
- (iv) LCS, LLC, a Delaware limited liability company ("LCSL")
- (v) Levcap Alternative Fund, L.P., a Delaware limited partnership ("Levcap"),
- (vi) LCS Event Partners, LLC, a Delaware limited liability company ("LCSEP"),
- (vii) Safinia Partners, L.P., a Delaware limited partnership ("Safinia"),
- (viii) LCS L/S, LLC, a Delaware limited liability company ("LCSLS"),
- (ix) John A. Levin, a U.S. citizen ("Mr. Levin"),

\* Former Reporting Person Bi-Directional Disequilibrium Master Fund, LTD ("BiDD") operated under a master/feeder structure. Effective August 1, 2018, BiDD dissolved and all Shares previously held by BiDD were distributed to its limited partner BiDD Fund as an in-kind distribution.

Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal executive office of each of the Reporting Persons is: 595 Madison Avenue, 17th Floor, New York, New York 10022.

(c) The principal business of LCS is acting as the investment advisor to BiDD Fund, Levcap, Safinia and certain managed accounts and as a sub-investment advisor to certain other investment companies, as further described in Item 5. The principal business of LCS GP is acting as the general partner of LCS. The principal business of BiDD Fund, Levcap and Safinia is investing in securities. The principal business of LCSL is acting as the general partner to BiDD Fund. The principal business of LCSEP is acting as the general partner to Levcap. The principal business of LCSLS is acting as the general partner to Safinia. The principal business of Mr. Levin is acting as the Chief Executive Officer of LCS and the managing member of each of LCSL, LCSEP and LCSLS.

CUSIP NO. 307675108

(d) During the last five years, no Reporting Person, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, no Reporting Person has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in such Reporting Person being 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) Mr. Levin is a citizen of the United States of America.

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

Item 3 is hereby amended and restated as follows:

The Shares purchased by LCS were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 1,430,020 Shares owned directly by LCS is approximately \$36,409,954, including brokerage commissions.

BiDD Fund received the Shares through an in-kind distribution from BiDD. The Shares were previously purchased by BiDD with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 4,018 Shares owned directly by BiDD Fund is approximately \$119,535, including brokerage commissions.

The Shares purchased by Levcap were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 4,417 Shares owned directly by Levcap is approximately \$131,406, including brokerage commissions.

The Shares purchased by Safinia were purchased with general investment funds in open market purchases, except as otherwise noted. The aggregate purchase price of the 4,502 Shares owned directly by Safinia is approximately \$124,911, including brokerage commissions.

ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.

Items 5(a)-(d) are hereby amended and restated as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 16,927,988 Shares outstanding as of May 8, 2018, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2018.

A. LCS

(a)As of the close of business on August 21, 2018, LCS beneficially owned 1,223,864 Shares.

Percentage: Approximately 7.2%

12

CUSIP NO. 307675108

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 897,046\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,223,864\*

\* See Item 5(d) for further discussion.

(c)The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

#### B. LCS GP

(a)As the General Partner of LCS, LCS GP is deemed to beneficially own the 1,223,864 Shares beneficially owned by LCS.

Percentage: Approximately 7.2%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 897,046\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,223,864\*

\* See Item 5(d) for further discussion.

(c)LCS GP has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

#### C. BiDD Fund

(a)As of the close of business on August 21, 2018, BiDD Fund beneficially owned 4,018 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,018\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,018\*

\* As the general partner to BiDD Fund, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to BiDD Fund, LCS has shared voting and dispositive power over these Shares.

(c)The transactions in the Shares by BiDD Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.



CUSIP NO. 307675108

D. LCSL

(a)As the General Partner of BiDD Fund, LCSL is deemed to beneficially own the 4,018 Shares beneficially owned by BiDD Fund.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,018\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,018\*

\* As the general partner to BiDD Fund, LCSL has shared voting and dispositive power over these Shares. As the investment advisor to BiDD Fund, LCS has shared voting and dispositive power over these Shares.

(c)LCSL has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by BiDD Fund during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Levcap

(a)As of the close of business on August 21, 2018, Levcap beneficially owned 4,417 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,417\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,417\*

\* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c)The transactions in the Shares by Levcap during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

F. LCSEP

(a)As the General Partner of Levcap, LCSEP is deemed to beneficially own the 4,417 Shares beneficially owned by Levcap.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,417\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,417\*

\* As the general partner to Levcap, LCSEP has shared voting and dispositive power over these Shares. As the investment advisor to Levcap, LCS has shared voting and dispositive power over these Shares.

(c)LCSEP has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by Levcap during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 307675108

G. Safinia

(a)As of the close of business on August 21, 2018, Safinia beneficially owned 4,502 Shares.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,502\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,502\*

\* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c)The transactions in the Shares by Safinia during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

H. LCSLS

(a)As the General Partner of Safinia, LCSLS is deemed to beneficially own the 4,502 Shares beneficially owned by Safinia.

Percentage: Less than 1.0%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 4,502\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 4,502\*

\* As the general partner to Safinia, LCSLS has shared voting and dispositive power over these Shares. As the investment advisor to Safinia, LCS has shared voting and dispositive power over these Shares.

(c)LCSLS has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by Safinia during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

I. John Levin

(a)As the Chief Executive Officer of LCS and the Managing Member of each of LCSL, LCSEP and LCSLS, Mr. Levin is deemed to beneficially own 1,223,864 Shares beneficially owned by LCS.

Percentage: Approximately 7.2%.

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 897,046\*
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 1,223,864\*

\* See Item 5(d) for further discussion.

(c)Mr. Levin has not undertaken any transactions in the Shares during the past 60 days. The transactions in the Shares by LCS during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

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CUSIP NO. 307675108

The filing of this Schedule 13D shall not be construed as an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

(d) Various separately managed accounts for whom LCS acts as investment manager have the right to receive dividends from, and the proceeds from the sale of 1,223,864 Shares. Dispositive power over such Shares is shared. Voting power over such Shares is deemed shared between such managed accounts and LCS with respect to 897,046 Shares.

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

Item 6 is hereby amended to add the following:

On August 21, 2018, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 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 hereby amended to add the following exhibit:

Exhibit 99.1: Joint Filing Agreement

CUSIP NO. 307675108

SIGNATURES

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

Dated: August 21, 2018

Levin Capital Strategies, L.P.

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Chief Executive Officer

Levin Capital Strategies  
GP, LLC

By: John A. Levin 2005  
GRAT Separation  
Trust, as Managing  
Member

By: /s/ Elisabeth Levin  
Name: Elisabeth Levin  
Title: Trustee

Bi-Directional Disequilibrium  
Fund, L.P.

By: LCS, LLC, its General  
Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

LCS, LLC

By: /s/ John A. Levin

Name: John A. Levin  
Title: Managing Member

Levcap Alternative Fund, L.P

By: LCS Event Partners, LLC,  
its General Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

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LCS Event Partners, LLC

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

Safinia Partners, L.P.

By: LCS L/S, LLC, its  
General Partner

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

LCS L/S, LLC

By: /s/ John A. Levin  
Name: John A. Levin  
Title: Managing Member

/s/ John A. Levin  
John A. Levin



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**Schedule A****Transactions in the Shares During the Past Sixty Days**

| Date      | Buy or Sell | Quantity | Price Per Share (before commission) | Reporting Person                          |
|-----------|-------------|----------|-------------------------------------|---|
| 8/9/2018  | n/a         | 32,692   | Account termination                 | Levin Capital Strategies, L.P.            |
| 8/2/2018  | Sell        | 990      | 28.2601                             | Levin Capital Strategies, L.P.            |
| 8/1/2018  | n/a         | 4,018    | n/a                                 | Bi-Directional Disequilibrium Fund, L.P.* |
| 7/25/2018 | Sell        | 3,888    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 5,684    | 27.4                                | Levcap Alternative Fund, L.P.             |
| 7/25/2018 | Sell        | 1,688    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 9,510    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 735      | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 3,060    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 300      | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 1,612    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 7,500    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 2,662    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 1,000    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 2,882    | 27.4                                | Bi-Directional Master Fund, LTD.*         |
| 7/25/2018 | Sell        | 1,300    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 7,679    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 2,500    | 27.4                                | Levin Capital Strategies, L.P.            |
| 7/25/2018 | Sell        | 1,404    | 27.4                                | Levin Capital Strategies, L.P.            |

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7/25/2018 Sell 1,596 27.4 Levin Capital Strategies, L.P.  
 7/25/2018 Sell 3,971 27.4 Levin Capital Strategies, L.P.  
 7/25/2018 Sell 6,812 27.4 Levin Capital Strategies, L.P.  
 7/25/2018 Sell 843 27.4 Levin Capital Strategies, L.P.  
 7/25/2018 Sell 2,925 27.4 Levin Capital Strategies, L.P.  
 7/25/2018 Sell 449 27.4 Levin Capital Strategies, L.P.  
 7/23/2018 Sell 978 27.8234 Levin Capital Strategies, L.P.  
 7/23/2018 Sell 3,465 27.8234 Levin Capital Strategies, L.P.  
 7/17/2018 Sell 282 29.1167 Levin Capital Strategies, L.P.  
 7/17/2018 Sell 361 29.2 Levin Capital Strategies, L.P.  
 7/16/2018 Buy 3,000 29.2466 Levin Capital Strategies, L.P.  
 7/16/2018 Sell 100 29.55 Bi-Directional Master Fund, LTD.\*  
 7/6/2018 Sell 1,235 31.1 Levin Capital Strategies, L.P.  
 7/6/2018 Sell 70 31.05 Levin Capital Strategies, L.P.  
 7/6/2018 Sell 110 31.05 Levin Capital Strategies, L.P.  
 7/6/2018 Sell 405 31.05 Levin Capital Strategies, L.P.  
 7/6/2018 Sell 1,248 31.14 Levin Capital Strategies, L.P.  
 7/5/2018 Buy 3,000 30.9408 Bi-Directional Master Fund, LTD.\*  
 7/5/2018 Sell 4,100 31.3427 Levin Capital Strategies, L.P.  
 7/3/2018 Sell 1,698 31.0799 Levin Capital Strategies, L.P.  
 7/3/2018 Sell 3,224 31.0799 Levin Capital Strategies, L.P.

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7/3/2018 Sell3,77831.0799Levin Capital Strategies, L.P.  
 6/29/2018Sell200 31.05 Levin Capital Strategies, L.P.  
 6/26/2018Sell6,82230.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell1,51530.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell4,90630.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell156 30.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell990 30.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell603 30.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell2,43130.804 Levin Capital Strategies, L.P.  
 6/26/2018Sell493 31.0051Levin Capital Strategies, L.P.  
 6/26/2018Sell790 30.804 Levin Capital Strategies, L.P.  
 6/25/2018Sell339 30.8398Levin Capital Strategies, L.P.  
 6/25/2018Sell471 30.8398Levin Capital Strategies, L.P.  
 6/25/2018Sell274 30.8 Levin Capital Strategies, L.P.  
 6/25/2018Sell293 30.8398Levin Capital Strategies, L.P.  
 6/25/2018Sell153 30.8398Levin Capital Strategies, L.P.  
 6/25/2018Sell2,27230.8398Levin Capital Strategies, L.P.  
 6/22/2018Sell348 30.3579Levin Capital Strategies, L.P.  
 6/22/2018Sell6 30.4333Levin Capital Strategies, L.P.  
 6/22/2018Sell30 30.3577Levin Capital Strategies, L.P.  
 6/22/2018Sell27 30.3578Levin Capital Strategies, L.P.

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6/22/2018 Sell 243 30.3579 Bi-Directional Master Fund, LTD.\*  
6/22/2018 Sell 163 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 497 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 782 30.4335 Bi-Directional Master Fund, LTD.\*  
6/22/2018 Sell 1,000 30.3579 Bi-Directional Master Fund, LTD.\*  
6/22/2018 Sell 617 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 58 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 2,566 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 630 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 73 30.4336 Levin Capital Strategies, L.P.  
6/22/2018 Sell 4,087 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 3,123 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 12 30.4333 Levin Capital Strategies, L.P.  
6/22/2018 Sell 9 30.4333 Levin Capital Strategies, L.P.  
6/22/2018 Sell 32 30.4334 Levin Capital Strategies, L.P.  
6/22/2018 Sell 458 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 54 30.4335 Levin Capital Strategies, L.P.  
6/22/2018 Sell 265 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 143 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 269 30.3579 Levin Capital Strategies, L.P.  
6/22/2018 Sell 4,974 30.3579 Levin Capital Strategies, L.P.

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6/21/2018 Sell 159 30.3646 Levin Capital Strategies, L.P.  
 6/21/2018 Sell 4,258 30.3646 Levin Capital Strategies, L.P.  
 6/21/2018 Sell 975 30.3646 Bi-Directional Master Fund, LTD.\*  
 6/21/2018 Sell 320 30.3646 Bi-Directional Master Fund, LTD.\*  
 6/21/2018 Sell 5,181 30.3646 Levin Capital Strategies, L.P.  
 6/21/2018 Sell 200 30.3646 Levin Capital Strategies, L.P.  
 6/21/2018 Sell 104 30.3645 Levin Capital Strategies, L.P.  
 6/21/2018 Sell 359 30.3646 Levin Capital Strategies, L.P.  
 6/20/2018 Sell 97 30.5007 Levin Capital Strategies, L.P.  
 6/20/2018 Sell 51 30.5008 Levin Capital Strategies, L.P.  
 6/20/2018 Sell 1,361 30.5007 Levin Capital Strategies, L.P.  
 6/20/2018 Sell 414 30.5007 Bi-Directional Master Fund, LTD.\*  
 6/20/2018 Sell 115 30.5007 Levin Capital Strategies, L.P.  
 6/20/2018 Sell 1,656 30.5007 Levin Capital Strategies, L.P.  
 6/19/2018 Sell 847 30.5174 Levin Capital Strategies, L.P.  
 6/19/2018 Sell 61 30.5174 Levin Capital Strategies, L.P.  
 6/19/2018 Sell 258 30.5174 Bi-Directional Master Fund, LTD.\*  
 6/19/2018 Sell 32 30.5175 Levin Capital Strategies, L.P.  
 6/19/2018 Sell 71 30.5175 Levin Capital Strategies, L.P.  
 6/19/2018 Sell 1,031 30.5174 Levin Capital Strategies, L.P.  
 6/18/2018 Sell 56 30.51 Bi-Directional Master Fund, LTD.\*

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6/18/2018 Sell 184 30.51 Levin Capital Strategies, L.P.  
 6/18/2018 Sell 16 30.51 Levin Capital Strategies, L.P.  
 6/18/2018 Sell 7 30.51 Levin Capital Strategies, L.P.  
 6/18/2018 Sell 13 30.51 Levin Capital Strategies, L.P.  
 6/18/2018 Sell 224 30.51 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 261 30.5344 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 221 30.5344 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 116 30.5344 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 1,616 30.5344 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 941 30.5344 Bi-Directional Master Fund, LTD.\*  
 6/15/2018 Sell 3,095 30.5344 Levin Capital Strategies, L.P.  
 6/15/2018 Sell 2,150 30.5344 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 37 30.6251 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 11 30.6255 Bi-Directional Master Fund, LTD.\*  
 6/14/2018 Sell 395 30.6 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 1 30.63 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 3 30.6267 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 45 30.6251 Levin Capital Strategies, L.P.  
 6/14/2018 Sell 3 30.6267 Levin Capital Strategies, L.P.  
 6/11/2018 Buy 9,400 29.4965 Levin Capital Strategies, L.P.

\* Former Reporting Person Bi-Directional Disequilibrium Master Fund, LTD (“BiDD”) operated under a master/feeder structure. Effective August 1, 2018, BiDD dissolved and all Shares previously held by BiDD were distributed to its limited partner Bi-Directional Disequilibrium Fund, L.P. as an in-kind distribution.