

ENANTA PHARMACEUTICALS INC
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1) *

Enanta Pharmaceuticals, Inc.
(Name of Issuer)

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

29251M106
(Cusip Number)

December 31, 2018
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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).

(Continued on following pages)

Page 1 of 33 Pages

Exhibit Index Found on Page 31

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital Partners, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

**** The reporting persons making
this filing hold an aggregate of 925,000
Shares, which is 4.8% of the class of
securities. The reporting person on this
cover page, however, is a beneficial
owner only of the securities reported by
it on this cover page.
SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

California

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**182,172
7SOLE DISPOSITIVE POWER**

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital Institutional Partners,
L.P.**

**CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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this filing hold an aggregate of
925,000 Shares, which is 4.8% of the
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SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

California

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**222,200
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

**REPORTING
PERSON WITH**

222,200

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

222,200

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

1.1%

**TYPE OF REPORTING PERSON (See
Instructions)**

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital Institutional Partners
II, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

California

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**37,700
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

**REPORTING
PERSON WITH**

37,700

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

37,700

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON (See
Instructions)**

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital Institutional Partners
III, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**29,300
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

**REPORTING
PERSON WITH**

29,300

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

29,300

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON (See
Instructions)**

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Four Crossings Institutional Partners V,
L.P.**

**CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**31,800
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

**REPORTING
PERSON WITH**

31,800

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

31,800

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

0.2%

**TYPE OF REPORTING PERSON (See
Instructions)**

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital Offshore Investors II,
L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Cayman Islands

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**380,928
7SOLE DISPOSITIVE POWER**

EACH

-0-

8 SHARED DISPOSITIVE POWER

**REPORTING
PERSON WITH**

380,928

**AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON**

9

380,928

**CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES**

10

**CERTAIN SHARES (See
Instructions)**

**PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)**

11

2.0%

**TYPE OF REPORTING PERSON (See
Instructions)**

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital (AM) Investors, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**16,600
7SOLE DISPOSITIVE POWER**

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Capital F5 Master I, L.P.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**24,300
7SOLE DISPOSITIVE POWER**

EACH

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER **-0-**

24,300
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

24,300
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See
Instructions)

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.1%
TYPE OF REPORTING PERSON (See
Instructions)

12

PN

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Farallon Partners, L.L.C.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

Delaware

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

900,700
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon Institutional (GP) V, L.L.C.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**31,800
7SOLE DISPOSITIVE POWER**

EACH

REPORTING PERSON WITH 8 SHARED DISPOSITIVE POWER **-0-**

31,800
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

31,800
CHECK IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES

10

CERTAIN SHARES (See
Instructions)

11

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

0.2%
TYPE OF REPORTING PERSON (See
Instructions)

12

OO

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

**Farallon F5 (GP), L.L.C.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)**

(a)

(b) **

2

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SEC USE ONLY**

3

**CITIZENSHIP OR PLACE OF
ORGANIZATION**

4

Delaware

NUMBER OF SOLE VOTING POWER

5

**SHARES -0-
BENEFICIALLY SHARED VOTING POWER**

OWNED BY 6

**24,300
7SOLE DISPOSITIVE POWER**

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Philip D. Dreyfuss
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Michael B. Fisch
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Richard B. Fried
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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SEC USE ONLY

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

David T. Kim
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Monica R. Landry
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Michael G. Linn
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Rajiv A. Patel
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Thomas G. Roberts, Jr.
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

William Seybold
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Andrew J. M. Spokes
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United Kingdom

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

John R. Warren
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

13G

CUSIP No. 29251M106

NAMES OF REPORTING PERSONS

1

Mark C. Wehrly
CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP (See
Instructions)

(a)

(b) **

2

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CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

NUMBER OF SOLE VOTING POWER

5

SHARES -0-
BENEFICIALLY SHARED VOTING POWER

OWNED BY 6

925,000
7SOLE DISPOSITIVE POWER

EACH

This Amendment No. 1 to Schedule 13G amends and restates in its entirety the Schedule 13G initially filed on May 10, 2018 (together with all prior and current amendments thereto, this "Schedule 13G").

Item 1. Issuer

(a) Name of Issuer:

Enanta Pharmaceuticals, Inc. (the "Company")

(b) Address of Issuer's Principal Executive Offices:

500 Arsenal Street

Watertown, MA 02472

Item 2. Identity and Background

Title of Class of Securities and CUSIP Number (Items 2(d) and (e))

This statement relates to shares of Common Stock, par value \$0.01 per share (the "Shares"), of the Company. The CUSIP number of the Shares is 29251M106.

Name of Persons Filing, Address of Principal Business Office and Citizenship (Items 2(a), (b) and (c))

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons".

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership ("FCP"), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership ("FCIP"), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership ("FCIP II"), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership ("FCIP III"), with respect to the Shares held by it;
- (v) Four Crossings Institutional Partners V, L.P., a Delaware limited partnership ("FCIP V"), with respect to the Shares held by it;
- (vi) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership ("FCOLII"), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership ("FCAMI"), with respect to the Shares held by it; and
- (viii) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership ("F5MI"), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCIP V, FCOI II, FCAMI and F5MI are together referred to herein as the “Farallon Funds.”

The Farallon General Partner

(ix) Farallon Partners, L.L.C., a Delaware limited liability company (the “Farallon General Partner”), which is (i) the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and (ii) the sole member of the FCIP V General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds other than F5MI.

The FCIP V General Partner

(x) Farallon Institutional (GP) V, L.L.C., a Delaware limited liability company (the “FCIP V General Partner”), which is the general partner of FCIP V, with respect to the Shares held by FCIP V.

The F5MI General Partner

(xi) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the “F5MI General Partner”), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The Farallon Individual Reporting Persons

(xii) The following persons, each of whom is a managing member of the Farallon General Partner, a manager or senior manager, as the case may be, of the FCIP V General Partner, and an authorized signatory of the F5MI General Partner, with respect to the Shares held by the Farallon Funds: Philip D. Dreyfuss (“Dreyfuss”), Michael B. Fisch (“Fisch”), Richard B. Fried (“Fried”), David T. Kim (“Kim”), Monica R. Landry (“Landry”), Michael G. Linn (“Linn”), Rajiv A. Patel (“Patel”), Thomas G. Roberts, Jr. (“Roberts”), William Seybold (“Seybold”), Andrew J. M. Spokes (“Spokes”), John R. Warren (“Warren”) and Mark C. Wehrly (“Wehrly”).

Dreyfuss, Fisch, Fried, Kim, Landry, Linn, Patel, Roberts, Seybold, Spokes, Warren and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.”

The citizenship of each of the Farallon Funds, the Farallon General Partner, the FCIP V General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom. The address of the principal business office of each of the Reporting Persons is c/o Farallon Capital Management, L.L.C., One Maritime Plaza, Suite 2100, San Francisco, California 94111.

Item 3. If This Statement Is Filed Pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), Check Whether the Person Filing Is an Entity Specified in (a) - (k):

Not applicable.

Item 4. Ownership

The information required by Items 4(a) - (c) and set forth in Rows 5 through 11 of the cover page for each Reporting Person is incorporated herein by reference for each such Reporting Person.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds. The Farallon General Partner, as general partner of the Farallon Funds other than F5MI and the sole member of the FCIP V General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds other than F5MI. The FCIP V General Partner, as general partner of FCIP V, may be deemed to be a beneficial owner of all such Shares owned by FCIP V. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member of the Farallon General Partner and a manager or senior manager, as the case may be, of the FCIP V General Partner, and an authorized signatory of the F5MI General Partner, in each case with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds. **Each of the Farallon General Partner, the FCIP V General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.**

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof each of the Reporting Persons has ceased to be a beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not applicable.

Item 8. Identification and Classification of Members of the Group

The Reporting Persons are filing this Schedule 13G pursuant to Section 240.13d-1(c). Consistent with Item 2 of the cover page for each Reporting Person above, the Reporting Persons neither disclaim nor affirm the existence of a group among them.

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Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURES

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

Dated: February 13, 2019

/s/ Monica R. Landry
FARALLON PARTNERS, L.L.C.,
On its own behalf and
As the General Partner of
FARALLON CAPITAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,
Farallon Capital Offshore Investors II, L.P. and
FARALLON CAPITAL (AM) INVESTORS, L.P.
By Monica R. Landry, Managing Member

/s/ Monica R. Landry
FARALLON INSTITUTIONAL (GP) V, L.L.C.
On its own behalf and
As the General Partner of
FOUR CROSSINGS INSTITUTIONAL PARTNERS V, L.P.
By Monica R. Landry, Manager

/s/ Monica R. Landry
FARALLON F5 (GP), L.L.C.
On its own behalf and
As the General Partner of
FARALLON CAPITAL F5 MASTER I, L.P.
By Monica R. Landry, Manager

/s/ Monica R. Landry

Monica R. Landry, individually and as attorney-in-fact for each of Philip D. Dreyfuss, Michael B. Fisch, Richard B. Fried, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., William Seybold, Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

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The Powers of Attorney executed by each of Fisch, Fried, Kim, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., are hereby incorporated by reference. The Powers of Attorney executed by each of Dreyfuss and Seybold authorizing Landry to sign and file this Schedule 13G on his behalf, which were filed as exhibits to the Schedule 13G filed with the SEC on January 11, 2017 by such Reporting Persons with respect to the Common Stock of Sky Solar Holdings, Ltd., are hereby incorporated by reference.

EXHIBIT INDEX

EXHIBIT 1 Joint Acquisition Statement Pursuant to Section 240.13d-1(k)

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