

FOSTER L B CO  
Form 4  
October 14, 2016

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Vizi Bradley

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE  
705

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

FOSTER L B CO [FSTR]

3. Date of Earliest Transaction  
(Month/Day/Year)

10/12/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☒ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☐ Form filed by One Reporting Person  
☒ Form filed by More than One Reporting  
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock <sup>(1)</sup>	10/12/2016		P		499 <sup>(3)</sup>	A \$ 12	801,708 I Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>	10/13/2016		P		7,559 <sup>(3)</sup>	A \$ 11.99	809,267 I Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>	10/14/2016		P		5,339 <sup>(3)</sup>	A \$ 11.98	814,606 I Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>							108,856 I Legion Partners, L.P.

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Common Stock <sup>(1)</sup>	318,861	I	II <sup>(4)</sup> Legion Partners Special Opportunities L.P. II <sup>(5)</sup>
Common Stock <sup>(1)</sup>	8,179	I	Legion Partners Asset Management, LLC <sup>(6)</sup>
Common Stock	1,145	D <sup>(7)</sup>	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Code	V	(A)	(D)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vizi Bradley 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	X	X		
Legion Partners, L.P. I 9401 WILSHIRE BLVD.	X	X		

SUITE 705  
BEVERLY HILLS, CA 90212

Legion Partners, L.P. II		
9401 WILSHIRE BLVD.		
SUITE 705	X	X
BEVERLY HILLS, CA 90212		

Legion Partners Special Opportunities, L.P. II		
9401 WILSHIRE BLVD.		
SUITE 705	X	X
BEVERLY HILLS, CA 90212		

Legion Partners, LLC		
9401 WILSHIRE BLVD., SUITE 705	X	X
BEVERLY HILLS, CA 90212		

Legion Partners Asset Management, LLC		
9401 WILSHIRE BLVD.		
SUITE 705	X	X
BEVERLY HILLS, CA 90212		

Legion Partners Holdings, LLC		
9401 WILSHIRE BLVD., SUITE 705	X	X
BEVERLY HILLS, CA 90212		

Kiper Christopher S		
9401 WILSHIRE BLVD.		
SUITE 705	X	X
BEVERLY HILLS, CA 90212		

White Raymond T.		
9401 WILSHIRE BLVD.		
SUITE 705	X	X
BEVERLY HILLS, CA 90212		

## Signatures

/s/ Bradley S. Vizi	10/14/2016
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\_\_Signature of Reporting Person

Date

Legion Partners, L.P. I, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	10/14/2016
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\_\_Signature of Reporting Person

Date

Legion Partners, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	10/14/2016
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\_\_Signature of Reporting Person

Date

Legion Partners Special Opportunities, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	10/14/2016
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\_\_Signature of Reporting Person

Date

Legion Partners, LLC, By: Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member	10/14/2016
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\_\_Signature of Reporting Person

Date

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Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Director	10/14/2016
__Signature of Reporting Person	Date
Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member	10/14/2016
__Signature of Reporting Person	Date
/s/ Christopher S. Kiper	10/14/2016
__Signature of Reporting Person	Date
/s/ Raymond T. White	10/14/2016
__Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This Form 4 is filed jointly by Legion Partners, L.P. I ("Legion Partners I"), Legion Partners, L.P. II ("Legion Partners II"), Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), Legion Partners, LLC ("General Partner"), Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC ("Legion Partners Holdings"), Bradley S. Vizi, Christopher S. Kiper and Raymond T. White (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

(2) Legion Partners I directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.

(3) The transactions reported were effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Persons on August 18, 2016. Accordingly, the Reporting Persons had no discretion with regard to the timing of the transactions.

(4) Legion Partners II directly owns these shares of Common Stock. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.

(5) Legion Partners Special II directly owns these shares of Common Stock. General Partner is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.

(6) Legion Partners Asset Management directly owns these shares of Common Stock. Legion Partners Holdings is the sole member of Legion Partners Asset Management and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Asset Management.

(7) Represents quarterly director cash retainer fees elected to be paid in stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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