

FOSTER L B CO

Form 3

August 15, 2016

**FORM 3****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting  
Person \*

Legion Partners, L.P. I

(Last) (First) (Middle)

9401 WILSHIRE  
BLVD., SUITE 705

(Street)

BEVERLY  
HILLS, CA 90212

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/12/2016

3. Issuer Name and Ticker or Trading Symbol  
FOSTER L B CO [FSTR]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)6. Individual or Joint/Group  
Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting  
Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One  
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)Common Stock <sup>(1)</sup>

604,931

I

By: Legion Partners, L.P. I <sup>(2)</sup>Common Stock <sup>(1)</sup>

108,856

I

By: Legion Partners, L.P. II <sup>(3)</sup>Common Stock <sup>(1)</sup>

318,861

I

By: Legion Partners Special  
Opportunities, L.P. II <sup>(4)</sup>Common Stock <sup>(1)</sup>

8,179

I

By: Legion Partners Asset  
Management, LLC <sup>(5)</sup>Reminder: Report on a separate line for each class of securities beneficially  
owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Legion Partners, L.P. I 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	Â	Â X	Â	Â
Legion Partners, L.P. II 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	Â	Â X	Â	Â
Legion Partners Special Opportunities, L.P. II 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	Â	Â X	Â	Â
Legion Partners Asset Management, LLC 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	Â	Â X	Â	Â
Kiper Christopher S 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212	Â	Â X	Â	Â

## Signatures

Legion Partners, L.P. I, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	08/15/2016
__Signature of Reporting Person	Date
Legion Partners, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	08/15/2016
__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	08/15/2016
__Signature of Reporting Person	Date
Legion Partners, LLC, By: Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing	08/15/2016

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Member

\_\_Signature of Reporting Person

Date

Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Director

08/15/2016

\_\_Signature of Reporting Person

Date

Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member

08/15/2016

\_\_Signature of Reporting Person

Date

/s/ Christopher S. Kiper

08/15/2016

\_\_Signature of Reporting Person

Date

/s/ Raymond White

08/15/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 3 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 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) 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.

(4) 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.

(5) 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.

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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