

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)<sup>1</sup>

Mercury Systems, Inc.  
(Name of Issuer)

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

589378108  
(CUSIP Number)

JEFFREY C. SMITH  
STARBOARD VALUE LP  
777 Third Avenue, 18th Floor  
New York, New York 10017  
(212) 845-7977

ANDREW FREEDMAN, ESQ.  
MEAGAN REDA, ESQ.  
OLSHAN FROME WOLOSKY LLP  
1325 Avenue of the Americas  
New York, New York 10019  
(212) 451-2300  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

June 13, 2023  
(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.

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<sup>1</sup> 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*).

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1	NAME OF REPORTING PERSON  STARBOARD VALUE LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,660,258
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,660,258
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  1,518,803
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  1,518,803
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,518,803	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  2.6%	
14	TYPE OF REPORTING PERSON  CO	

1	NAME OF REPORTING PERSON  STARBOARD VALUE AND OPPORTUNITY S LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  194,038
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  194,038
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  194,038	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  STARBOARD VALUE AND OPPORTUNITY C LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  144,322
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  144,322
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  144,322	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STARBOARD VALUE R LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  144,322
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  144,322
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  144,322	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  100,784
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  100,784
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  100,784	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STARBOARD VALUE L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  100,784
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  100,784
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  100,784	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  PN	



1	NAME OF REPORTING PERSON  STARBOARD VALUE R GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  245,106
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  245,106
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  245,106	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  STARBOARD X MASTER FUND LTD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
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) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  CAYMAN ISLANDS	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  381,415
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  381,415
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  381,415	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  Less than 1%	
14	TYPE OF REPORTING PERSON  CO	

1	NAME OF REPORTING PERSON  STARBOARD VALUE GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,660,258
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,660,258
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  STARBOARD PRINCIPAL CO LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,660,258
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,660,258
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  PN	

1	NAME OF REPORTING PERSON  STARBOARD PRINCIPAL CO GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  2,660,258
	8	SHARED VOTING POWER  - 0 -
	9	SOLE DISPOSITIVE POWER  2,660,258
	10	SHARED DISPOSITIVE POWER  - 0 -
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  OO	

1	NAME OF REPORTING PERSON  JEFFREY C. SMITH	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  2,660,258
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  2,660,258
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  IN	

1	NAME OF REPORTING PERSON  PETER A. FELD	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3	SEC USE ONLY	
4	SOURCE OF FUNDS  OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) <input type="checkbox"/>	
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER  - 0 -
	8	SHARED VOTING POWER  2,660,258
	9	SOLE DISPOSITIVE POWER  - 0 -
	10	SHARED DISPOSITIVE POWER  2,660,258
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  2,660,258	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  4.6%	
14	TYPE OF REPORTING PERSON  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 Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and held in the Starboard Value LP 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) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein.

The aggregate purchase price of the 1,518,803 Shares beneficially owned by Starboard V&O Fund is approximately \$77,471,862, excluding brokerage commissions. The aggregate purchase price of the 194,038 Shares beneficially owned by Starboard S LLC is approximately \$9,819,972, excluding brokerage commissions. The aggregate purchase price of the 144,322 Shares beneficially owned by Starboard C LP is approximately \$7,303,386, excluding brokerage commissions. The aggregate purchase price of the 100,784 Shares beneficially owned by Starboard L Master is approximately \$5,099,741, excluding brokerage commissions. The aggregate purchase price of the 381,415 Shares beneficially owned by Starboard X Master is approximately \$19,335,681, excluding brokerage commissions. The aggregate purchase price of the 320,896 Shares held in the Starboard Value LP Account is approximately \$16,738,179, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 58,190,096 Shares outstanding, as of April 30, 2023, 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, 2023.

A. Starboard V&O Fund

- (a) As of the close of business on June 14, 2023 Starboard V&O Fund beneficially owned 1,518,803 Shares.

Percentage: Approximately 2.6%

- (b) 1. Sole power to vote or direct vote: 1,518,803  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 1,518,803  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule A and are incorporated herein by reference.



B. Starboard S LLC

- (a) As of the close of business on June 14, 2023, Starboard S LLC beneficially owned 194,038 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 194,038  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 194,038  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

C. Starboard C LP

- (a) As of the close of business on June 14, 2023, Starboard C LP beneficially owned 144,322 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 144,322  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 144,322  
4. Shared power to dispose or direct the disposition: 0

- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

D. Starboard R LP

- (a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 144,322 Shares owned by Starboard C LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 144,322  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 144,322  
4. Shared power to dispose or direct the disposition: 0

- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

E. Starboard L Master

- (a) As of the close of business on June 14, 2023, Starboard L Master beneficially owned 100,784 Shares.

Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 100,784
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 100,784
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

F. Starboard L GP

- (a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 100,784 Shares owned by Starboard L Master.  
  
Percentage: Less than 1%
- (b)
  - 1. Sole power to vote or direct vote: 100,784
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 100,784
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

G. Starboard R GP

- (a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 144,322 Shares owned by Starboard C LP, and (ii) 100,784 Shares owned by Starboard L Master.  
  
Percentage: Less than 1%
- (b)
  - 1. Sole power to vote or direct vote: 245,106
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 245,106
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard C LP and Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

H. Starboard X Master

- (a) As of the close of business on June 14, 2023, Starboard X Master beneficially owned 381,415 Shares.  
  
Percentage: Less than 1%

- (b)
  - 1. Sole power to vote or direct vote: 381,415
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 381,415
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

I. Starboard Value LP

- (a) As of the close of business on June 14, 2023, 320,896 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 1,518,803 Shares owned by Starboard V&O Fund, (ii) 194,038 Shares owned by Starboard S LLC, (iii) 144,322 Shares owned by Starboard C LP, (iv) 100,784 Shares owned by Starboard L Master, (v) 381,415 Shares owned by Starboard X Master, and (vi) 320,896 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.6%

- (b)
  - 1. Sole power to vote or direct vote: 2,660,258
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,660,258
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

J. Starboard Value GP

- (a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 1,518,803 Shares owned by Starboard V&O Fund, (ii) 194,038 Shares owned by Starboard S LLC, (iii) 144,322 Shares owned by Starboard C LP, (iv) 100,784 Shares owned by Starboard L Master, (v) 381,415 Shares owned by Starboard X Master, and (vi) 320,896 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.6%

- (b)
  - 1. Sole power to vote or direct vote: 2,660,258
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,660,258
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

K. Principal Co

- (a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 1,518,803 Shares owned by Starboard V&O Fund, (ii) 194,038 Shares owned by Starboard S LLC, (iii) 144,322 Shares owned by Starboard C LP, (iv) 100,784 Shares owned by Starboard L Master, (v) 381,415 Shares owned by Starboard X Master, and (vi) 320,896 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.6%

- (b) 1. Sole power to vote or direct vote: 2,660,258  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,660,258  
4. Shared power to dispose or direct the disposition: 0

- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

L. Principal GP

- (a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 1,518,803 Shares owned by Starboard V&O Fund, (ii) 194,038 Shares owned by Starboard S LLC, (iii) 144,322 Shares owned by Starboard C LP, (iv) 100,784 Shares owned by Starboard L Master, (v) 381,415 Shares owned by Starboard X Master, and (vi) 320,896 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.6%

- (b) 1. Sole power to vote or direct vote: 2,660,258  
2. Shared power to vote or direct vote: 0  
3. Sole power to dispose or direct the disposition: 2,660,258  
4. Shared power to dispose or direct the disposition: 0

- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

M. Messrs. Smith and Feld

- (a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 1,518,803 Shares owned by Starboard V&O Fund, (ii) 194,038 Shares owned by Starboard S LLC, (iii) 144,322 Shares owned by Starboard C LP, (iv) 100,784 Shares owned by Starboard L Master, (v) 381,415 Shares owned by Starboard X Master, and (vi) 320,896 Shares held in the Starboard Value LP Account.

Percentage: Approximately 4.6%

- (b)
  - 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 2,660,258
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 2,660,258
  
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed 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 securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

- (d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.
  
- (e) As of June 13, 2023, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares of the Issuer.

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, complete and correct.

Dated: June 15, 2023

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

STARBOARD VALUE L LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP,  
its manager

STARBOARD X MASTER FUND LTD

By: Starboard Value LP,  
its investment manager

STARBOARD VALUE AND OPPORTUNITY C LP

By: Starboard Value R LP,  
its general partner

STARBOARD VALUE LP

By: Starboard Value GP LLC,  
its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,  
its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,  
its member

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP,  
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,  
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith  
Name: Jeffrey C. Smith  
Title: Authorized Signatory

/s/ Jeffrey C. Smith  
JEFFREY C. SMITH  
Individually and as attorney-in-fact for Peter A. Feld

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

<u>Nature of the Transaction</u>	<u>Amount of Securities (Sold)</u>	<u>Price (\$)</u>	<u>Date of Sale</u>
<b><u>STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD</u></b>			
Sale of Common Stock	(3,974)	42.2785	06/06/2023
Sale of Common Stock	(14,273)	42.0076	06/06/2023
Sale of Common Stock	(188)	42.1306	06/07/2023
Sale of Common Stock	(38,823)	42.2080	06/07/2023
Sale of Common Stock	(30,224)	43.1949	06/12/2023
Sale of Common Stock	(16,622)	42.4916	06/13/2023
Sale of Common Stock	(399,646)	41.5000	06/13/2023
Sale of Common Stock	(41,599)	42.1349	06/13/2023
Sale of Common Stock	(51,923)	40.9466	06/14/2023
Sale of Common Stock	(15,929)	40.9157	06/14/2023
Sale of Common Stock	(21,685)	40.7831	06/14/2023

**STARBOARD VALUE AND OPPORTUNITY S LLC**

Sale of Common Stock	(508)	42.2785	06/06/2023
Sale of Common Stock	(1,824)	42.0076	06/06/2023
Sale of Common Stock	(24)	42.1306	06/07/2023
Sale of Common Stock	(4,959)	42.2080	06/07/2023
Sale of Common Stock	(3,861)	43.1949	06/12/2023
Sale of Common Stock	(2,124)	42.4916	06/13/2023
Sale of Common Stock	(51,058)	41.5000	06/13/2023
Sale of Common Stock	(5,314)	42.1349	06/13/2023
Sale of Common Stock	(6,633)	40.9466	06/14/2023
Sale of Common Stock	(2,035)	40.9157	06/14/2023
Sale of Common Stock	(2,770)	40.7831	06/14/2023

**STARBOARD VALUE AND OPPORTUNITY C LP**

Sale of Common Stock	(377)	42.2785	06/06/2023
Sale of Common Stock	(1,356)	42.0076	06/06/2023
Sale of Common Stock	(18)	42.1306	06/07/2023
Sale of Common Stock	(3,690)	42.2080	06/07/2023
Sale of Common Stock	(2,872)	43.1949	06/12/2023
Sale of Common Stock	(1,580)	42.4916	06/13/2023
Sale of Common Stock	(37,976)	41.5000	06/13/2023
Sale of Common Stock	(3,953)	42.1349	06/13/2023
Sale of Common Stock	(4,934)	40.9466	06/14/2023
Sale of Common Stock	(1,514)	40.9157	06/14/2023
Sale of Common Stock	(2,060)	40.7831	06/14/2023

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**STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP**

Sale of Common Stock	(264)	42.2785	06/06/2023
Sale of Common Stock	(947)	42.0076	06/06/2023
Sale of Common Stock	(13)	42.1306	06/07/2023
Sale of Common Stock	(2,576)	42.2080	06/07/2023
Sale of Common Stock	(2,005)	43.1949	06/12/2023
Sale of Common Stock	(1,103)	42.4916	06/13/2023
Sale of Common Stock	(26,519)	41.5000	06/13/2023
Sale of Common Stock	(2,760)	42.1349	06/13/2023
Sale of Common Stock	(3,446)	40.9466	06/14/2023
Sale of Common Stock	(1,057)	40.9157	06/14/2023
Sale of Common Stock	(1,439)	40.7831	06/14/2023

**STARBOARD X MASTER FUND LTD**

Sale of Common Stock	(998)	42.2785	06/06/2023
Sale of Common Stock	(3,584)	42.0076	06/06/2023
Sale of Common Stock	(47)	42.1306	06/07/2023
Sale of Common Stock	(9,750)	42.2080	06/07/2023
Sale of Common Stock	(7,590)	43.1949	06/12/2023
Sale of Common Stock	(4,174)	42.4916	06/13/2023
Sale of Common Stock	(100,363)	41.5000	06/13/2023
Sale of Common Stock	(10,447)	42.1349	06/13/2023
Sale of Common Stock	(13,039)	40.9466	06/14/2023
Sale of Common Stock	(4,000)	40.9157	06/14/2023
Sale of Common Stock	(5,446)	40.7831	06/14/2023

**STARBOARD VALUE LP****(Through the Starboard Value LP Account)**

Sale of Common Stock	(840)	42.2785	06/06/2023
Sale of Common Stock	(3,016)	42.0076	06/06/2023
Sale of Common Stock	(40)	42.1306	06/07/2023
Sale of Common Stock	(8,202)	42.2080	06/07/2023
Sale of Common Stock	(6,386)	43.1949	06/12/2023
Sale of Common Stock	(3,512)	42.4916	06/13/2023
Sale of Common Stock	(84,438)	41.5000	06/13/2023
Sale of Common Stock	(8,789)	42.1349	06/13/2023
Sale of Common Stock	(10,970)	40.9466	06/14/2023
Sale of Common Stock	(3,365)	40.9157	06/14/2023
Sale of Common Stock	(4,582)	40.7831	06/14/2023