

FOSTER L B CO
Form 4
May 27, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Vizi Bradley

(Last) (First) (Middle)

9401 WILSHIRE
BOULEVARD, 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)

05/25/2016

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	05/25/2016		A	6,516 A 4	6,916	D	
Common Stock					318,861	I (3)	By: Legion Partners Special Opportunities, L.P. II
Common Stock					559,919	I (1)	By: Legion Partners, L.P. I
Common Stock					108,856	I (2)	By: Legion Partners, L.P.

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 (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vizi Bradley 9401 WILSHIRE BOULEVARD SUITE 705 BEVERLY HILLS, CA 90212	X			

Signatures

/s/ Bradley S. Vizi
05/27/2016
Date

**Signature of Reporting Person

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) Legion Partners, L.P. I ("Legion Partners I") directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). Legion Partners, LLC is the general partner of Legion Partners I, Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), is the investment advisor of Legion Partners I and Legion Partners Holdings, LLC ("Legion Partners Holdings") is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own

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the shares of common stock owned directly by Legion Partners I. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (2) Legion Partners, L.P. II ("Legion Partners II") directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II and Legion Partners Holdings is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own the shares of common stock owned directly by Legion Partners II. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (3) Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II and Legion Partners Holdings is the sole member of each of Legion Partners Asset Management and Legion Partners, LLC. As a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, Mr. Vizi may be deemed to beneficially own the shares of common stock owned directly by Legion Partners Special II. Mr. Vizi expressly disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

- (4) Not applicable, as the share amount represents a Director Equity Award granted by the Issuer to Mr. Vizi in his capacity as a director of the Issuer.

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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