FOSTER L B CO Form 4 February 17, 2016

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

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**OMB APPROVAL** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

Name and Address of Reporting Person * Vizi Bradley	Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	FOSTER L B CO [FSTR]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction				
9401 WILSHIRE BOULEVARD, SUITE 705	(Month/Day/Year) 02/12/2016	X Director 10% Owner Other (specify below)			
(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
DDVDDV VVVV V G G V 00010	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			

Person

#### BEVERLY HILLS, CA 90212

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) of (D) 4 and (A) or	<b>)</b> )	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)
Common Stock	02/12/2016		A	400	A	<u>(4)</u>	400	D	
Common Stock							559,919	I (1)	By: Legion Partners, L.P. I
Common Stock							108,856	I (2)	By: Legion Partners, L.P. II
Common Stock							317,361	I (3)	By: Legion Partners Special Opportunities,

L.P. II

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

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

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transaction	5.	6. Date Exerc Expiration D		7. Title Amoun		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monus Day/Tear)	(Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underly Securit	ying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title I	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
1 0	Director	10% Owner	Officer	Other			
Vizi Bradley 9401 WILSHIRE BOULEVARD SUITE 705 BEVERLY HILLS, CA 90212	X						
Signatures							

/s/ Bradley S. 02/17/2016 Vizi \*\*Signature of Date 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, Legion Partners Holdings, LLC ("Legion Partners Holdings"), is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Bradley S. Vizi, Christopher S. Kiper and Raymond White are managing directors of Legion Partners Asset Management and managing

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members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, 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.

- 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, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, 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, LLC, 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.
  - 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, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion
- (3) Partners, LLC, 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, LLC, 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.
- (4) Not applicable, as the share amount represents a pro-rated 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.