

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) The reported shares were withheld by the issuer as payment by the reporting person of his tax liability upon vesting of 71,601 shares of restricted stock.

(2) The reported shares underlying a portion of the restricted stock units granted in 2016 were forfeited by the reporting person.

(3) Restricted shares were issued in consideration for future services.

(4) Restricted stock units were issued in consideration for future services.

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.