

MINDBODY, Inc.
Form S-8
March 02, 2018

As filed with the Securities and Exchange Commission on March 1, 2018
Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
Under
The Securities Act of 1933

MINDBODY, Inc.
(Exact name of registrant as specified in its charter)

Delaware 20-1898451
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

4051 Broad Street, Suite 220
San Luis Obispo, California 93401
(Address of Principal Executive Offices)(Zip Code)

2015 Equity Incentive Plan
2015 Employee Stock Purchase Plan
(Full title of the plan)

Richard Stollmeyer
Chief Executive Officer
MINDBODY, Inc.
4051 Broad Street, Suite 220
San Luis Obispo, California 93401
(877) 755-4279
(Name, address and telephone number, including area code, of agent for service)

Copy to:
Kimberly Lytikainen
Chief Legal Officer and Secretary
MINDBODY, Inc.
4051 Broad Street, Suite 220
San Luis Obispo, California 93401
(877) 755-4279

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Registered Class A common stock, \$0.000004 par value per share, reserved for issuance pursuant to the 2015 Equity Incentive Plan Class A common stock, \$0.000004 par value per share, reserved for issuance pursuant to the 2015 Employee Stock Purchase Plan	2,347,168 ⁽²⁾	\$37.42 ⁽³⁾	\$87,831,026.56	\$10,934.97
	469,433 ⁽⁴⁾	\$31.81 ⁽⁵⁾	\$14,932,663.73	\$1,859.12
Total	2,816,601		\$102,763,690.29	\$12,794.09

Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of the Registrant’s Class A common stock (“Class A common stock”) that become issuable under the Registrant’s 2015 Equity Incentive Plan (“2015 EIP”) and the Registrant’s 2015 Employee Stock Purchase Plan (“2015 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of the Registrant’s outstanding shares of Class A common stock.

(1) Represents shares of the Registrant’s Class A common stock that were automatically added to the shares reserved for issuance under the 2015 EIP on January 1, 2018 pursuant to an “evergreen” provision contained in the 2015 EIP. Pursuant to such provision, on January 1 of each fiscal year, the number of shares reserved for issuance under the 2015 EIP is automatically increased by a number equal to the least of: (i) 3,915,682 shares of the Registrant’s Class A common stock; (ii) 5% of the outstanding shares of all classes of the Registrant’s common stock on the last day of the immediately preceding fiscal year; or (iii) an amount as the Registrant’s board of directors may determine.

Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the total registration fee. Computation based on the average of the high and low prices of the Registrant’s Class A common stock as reported on the NASDAQ Global Market on February 26, 2018.

(3) Represents shares of the Registrant’s Class A common stock that were automatically added to the shares authorized for issuance under the 2015 ESPP on January 1, 2018 pursuant to an “evergreen” provision contained in the 2015 ESPP. Pursuant to such provision, on January 1 of each year, the number of shares reserved for issuance under the 2015 ESPP is automatically increased by a number equal to the least of: (i) 783,136 shares of the Registrant’s Class A common stock; (ii) 1% of the outstanding shares of all classes of the Registrant’s common stock on the last day of immediately preceding fiscal year; or (iii) an amount as the Registrant’s board of directors may determine.

Estimated in accordance with Rule 457(c) and (h) of the Securities Act solely for the purpose of calculating the total registration fee. Computation based upon 85% (see explanation in following sentence) of \$37.42 per share, which is the average of the high and low prices of the Registrant’s Class A common stock as reported on the NASDAQ Global Market on February 26,

(5) 2018. Pursuant to the 2015 ESPP, the purchase price of the shares of Class A common stock reserved for issuance thereunder will be at least 85% of the lower of the fair market value of a share of Class A common stock on the first trading day of the offering period or on the exercise date.



INCORPORATION BY REFERENCE OF CONTENTS OF
REGISTRATION STATEMENTS ON FORM S-8 NOS. 333-205125, 333-209957, AND 333-216348

This Registration Statement is being filed for the purpose of increasing the number of securities of the same class for which Registration Statements on Form S-8 relating to the same benefit plans are effective. The Registrant previously registered shares of its Class A common stock for issuance under the 2015 Equity Incentive Plan and the 2015 Employee Stock Purchase Plan under Registration Statements on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on June 19, 2015 (File No. 333-205125), on March 4, 2016 (File No. 333-209957), and on March 1, 2017 (File No. 333-216348). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

MINDBODY, Inc. (the “Registrant”) hereby incorporates by reference in this Registration Statement the following documents and information previously filed with the Commission:

- (1) The Registrant’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (File No. 001-37453), filed with the Commission on March 1, 2018;

All other reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) since the end of the fiscal year covered by the Registrant’s Annual Report referred to in (a) above (other than the portions of these documents not deemed to be filed); and

- (2) The description of the Registrant’s Class A Common Stock contained in the Registrant’s Registration Statement on Form 8-A (File No. 001-37453) filed with the Commission on June 16, 2015, pursuant to Section 12(b) of the Exchange Act, including any amendment or report filed for the purpose of updating such description.

All documents filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act on or after the date of this Registration Statement and prior to the filing of a post-effective amendment to this Registration Statement that indicates that all securities offered have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with the rules of the Commission shall not be deemed incorporated by reference into this Registration Statement.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits

Exhibit Number	Description
4.1 ⁽¹⁾	<u>Form of common stock certificate of Registrant.</u>
5.1	<u>Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.</u>
23.1	<u>Consent of Independent Registered Public Accounting Firm.</u>
23.2	<u>Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (contained in Exhibit 5.1 hereto).</u>
24.1	<u>Power of Attorney (contained on signature page hereto).</u>
99.1 ⁽²⁾	<u>MINDBODY, Inc. 2015 Equity Incentive Plan and related form agreements.</u>
99.2 ⁽³⁾	<u>MINDBODY, Inc. 2015 Employee Stock Purchase Plan and related form agreements.</u>

(1) Incorporated by reference from Exhibit 4.1 filed with Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (Registration No. 333-204068), filed with the Commission on June 8, 2015.

(2) Incorporated by reference from Exhibit 10.2 filed with Amendment No. 2 to the Registrant’s Registration Statement on Form S-1 (Registration No. 333-204068), filed with the Commission on June 8, 2015.

(3) Incorporated by reference from Exhibit 10.3 filed with the Registrant’s Annual Report on Form 10-K (File No. 001-37453), filed with the Commission on March 1, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Luis Obispo, State of California, on March 1, 2018.

MINDBODY, INC.

By: /s/ Richard Stollmeyer
Richard Stollmeyer
Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Richard Stollmeyer and Brett White, and each of them, as his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact, proxy, and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact, proxy and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
/s/ Richard Stollmeyer Richard Stollmeyer	Chief Executive Officer and Director (Principal Executive Officer)	March 1, 2018
/s/ Brett White Brett White	Chief Financial Officer and Chief Operating Officer (Principal Financial Officer and Principal Accounting Officer)	March 1, 2018
/s/ Katherine Blair Christie Katherine Blair Christie	Director	March 1, 2018
/s/ Court Cunningham Court Cunningham	Director	March 1, 2018
/s/ Gail Goodman Gail Goodman	Director	March 1, 2018
/s/ Cipora Herman	Director	March 1, 2018

Cipora Herman

/s/ Eric Liaw

Director

March 1,
2018

Eric Liaw

/s/ Adam Miller

Director

March 1,
2018

Adam Miller

/s/ Graham Smith

Director

March 1,
2018

Graham Smith

INDEX TO EXHIBITS

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24.1	Power of Attorney (contained on signature page hereto).
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DENT: 0pt; DISPLAY: block; MARGIN-LEFT: 6pt; MARGIN-RIGHT: 0pt" align="left">(b) o	3
SEC USE ONLY	4
SOURCE OF FUNDS	5
OO	5
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	6
..	6
CITIZENSHIP OR PLACE OF ORGANIZATION	6
USA	6
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
SOLE VOTING POWER	7
- 0 -	8
SHARED VOTING POWER	8
1,523,061	9
SOLE DISPOSITIVE POWER	9

- 0 -

	10
SHARED DISPOSITIVE POWER	
1,523,061	
	11
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
1,523,061	
	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)	
14.76%	
	14
TYPE OF REPORTING PERSON	
IN	

1 NAME OF REPORTING PERSON

Christopher S. Kiper

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP* (b)

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)

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
		1,523,061
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		1,523,061

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,523,061

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.76%

14 TYPE OF REPORTING PERSON

IN

1 NAME OF REPORTING PERSON

Raymond White

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP* (b)

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)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		- 0 -
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		1,523,061
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	- 0 -
		SHARED DISPOSITIVE POWER

1,523,061

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,523,061

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

14.76%

14 TYPE OF REPORTING PERSON

IN

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned (“Amendment No. 6”). This Amendment No. 6 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 in its entirety as follows:

The Shares purchased by each of Legion Partners I, Legion Partners II and Legion Partners Special II 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 in Schedule A, which is incorporated herein by reference. The aggregate purchase price of the 1,085,009 Shares owned directly by Legion Partners I is approximately \$14,260,097, including brokerage commissions. The aggregate purchase price of the 108,856 Shares owned directly by Legion Partners II is approximately \$1,555,143, including brokerage commissions. The aggregate purchase price of the 318,861 Shares owned directly by Legion Partners Special II is approximately \$4,071,929, including brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated in its entirety as follows:

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 10,320,130 Shares outstanding as of February 17, 2017 as reported on the Issuer’s 10-K filed with the SEC on March 8, 2017.

A. Legion Partners I

(a) As of the close of business on March 31, 2017, Legion Partners I beneficially owned 1,085,009 Shares.

Percentage: Approximately 10.51%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 1,085,009
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 1,085,009

(c) The transactions in the Shares by Legion Partners I during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

B. Legion Partners II

(a) As of the close of business on March 31, 2017, Legion Partners II beneficially owned 108,856 Shares.

Percentage: Approximately 1.05%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 108,856
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 108,856

(c) Legion Partners II did not conduct transactions in the Shares during the past 60 days.

C. Legion Partners Special II

(a) As of the close of business on March 31, 2017, Legion Partners Special II beneficially owned 318,861 Shares.

Percentage: Approximately 3.09%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 318,861
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 318,861

(c) Legion Partners Special II did not conduct transactions in the Shares during the past 60 days.

D. Legion Partners, LLC

- (a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special II, Legion Partners, LLC may be deemed the beneficial owner of the (i) 1,085,009 Shares owned by Legion Partners I, (ii) 108,856 Shares owned by Legion Partners II, and (iii) 318,861 Shares owned by Legion Partners Special II.

Percentage: Approximately 14.66%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,512,726
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,512,726

- (c) Legion Partners, LLC has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

E. Legion Partners Asset Management

- (a) Legion Partners Asset Management, as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special II, may be deemed the beneficial owner of the (i) 1,085,009 Shares owned by Legion Partners I, (ii) 108,856 Shares owned by Legion Partners II, and (iii) 318,861 Shares owned by Legion Partners Special II. Legion Partners Asset Management directly owns 10,335 shares.

Percentage: Approximately 14.76%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,523,061
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,523,061

- (c) Legion Partners Asset Management has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

F. Legion Partners Holdings

- (a) Legion Partners Holdings, as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC, may be deemed the beneficial owner of the (i) 1,085,009 Shares owned by Legion Partners I, (ii) 108,856 Shares owned by Legion Partners II, (iii) 318,861 Shares owned by Legion Partners Special II, and (iv) 10,335 Shares owned by Legion Partners Asset Management.

Percentage: Approximately 14.76%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,523,061
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,523,061

(c) Legion Partners Holdings has not entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

G. Messrs. Vizi, Kiper and White

(a) Each of Messrs. Vizi, Kiper and White, as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings, may be deemed the beneficial owner of the (i) 1,085,009 Shares owned by Legion Partners I, (ii) 108,856 Shares owned by Legion Partners II, (iii) 318,861 Shares owned by Legion Partners Special II, and (iv) 10,335 Shares owned by Legion Partners Asset Management.

Percentage: Approximately 14.76%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 1,523,061
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 1,523,061

(c) None of Messrs. Vizi, Kiper or White has entered into any transactions in the Shares during the past 60 days. The transactions in the Shares by each of Legion Partners I, Legion Partners II and Legion Partners Special II during the past 60 days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be construed as 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 of the securities reported herein. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that are not directly owned by such Reporting Person, except to the extent of their pecuniary interest therein.

(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) Not applicable.

Item 7. Material to be Filed as Exhibits.

Item 7 is amended to add the following:

99.1 Joint Filing Agreement by and among Legion Partners, L.P. I, Legion Partners, L.P. II, Legion Partners Special Opportunities, L.P. II, Legion Partners, LLC, Legion Partners Asset Management, LLC, Legion Partners Holdings, LLC, Bradley S. Vizi, Christopher S. Kiper and Raymond White, dated March 31, 2017.

SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: March 31, 2017

Legion Partners, L.P. I

By: Legion Partners Asset Management, LLC
Investment Advisor

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Member

Legion Partners, L.P. II

By: Legion Partners Asset Management, LLC
Investment Advisor

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Member

Legion Partners Special Opportunities, L.P. II,

By: Legion Partners Asset Management, LLC
Investment Advisor

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Member

Legion Partners, LLC

By: Legion Partners Holdings, LLC
Managing Member

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Member

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Legion Partners Asset Management, LLC

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Director

Legion Partners Holdings, LLC

By: /s/ Bradley S. Vizi
Name: Bradley S. Vizi
Title: Managing Member

/s/ Bradley S. Vizi
Bradley S. Vizi

/s/ Christopher S. Kiper
Christopher S. Kiper

/s/ Raymond White
Raymond White

SCHEDULE A

Transactions in the Shares During the Past Sixty Days

LEGION PARTNERS, L.P. I

Ticker	Option	Buy/ Sell	Trade Date	# of Shares	# of Options	Price	Commission & Other Trading Fees	Purchase / Sale Total Cost	Notes
FSTR	FSTR	BUY	3/7/17	18,312		\$13.74	\$280	\$251,830	
FSTR	FSTR	BUY	3/8/17	16,243		\$13.78	\$249	\$224,050	
FSTR	FSTR	BUY	3/9/17	9,553		\$13.94	\$148	\$133,274	
FSTR	FSTR	BUY	3/15/17*	4,500		\$13.38	\$73	\$60,278	
FSTR	FSTR	BUY	3/16/17*	22,812		\$13.21	\$347	\$301,803	
FSTR	FSTR	BUY	3/17/17*	34,000		\$13.06	\$515	\$444,558	
FSTR	FSTR	BUY	3/22/17*	12,747		\$12.65	\$196	\$161,424	
FSTR	FSTR	BUY	3/23/17*	4,323		\$12.71	\$70	\$55,026	
FSTR	FSTR	BUY	3/24/17*	9,846		\$12.67	\$153	\$124,912	
FSTR	FSTR	BUY	3/29/17*	28,801		\$12.27	\$437	\$353,961	
FSTR	FSTR	BUY	3/30/17*	25,500		\$13.07	\$388	\$333,624	
FSTR	FSTR	BUY	3/31/17*	18,000		\$12.88	\$275	\$232,090	

*This transaction was effected pursuant to a Rule 10b5-1 plan adopted by the Reporting Persons on March 14, 2017. Accordingly, the Reporting Persons had no discretion with regard to the timing of the transaction.