

XERIUM TECHNOLOGIES INC
Form SC 13D
May 03, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

XERIUM TECHNOLOGIES, INC.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

98416J118

(CUSIP Number)

Wynnefield Partners Small Cap Value, L.P I

450 Seventh Avenue, Suite 509

Edgar Filing: XERIUM TECHNOLOGIES INC - Form SC 13D

New York, New York 10123

Attention: Mr. Nelson Obus

Copy to:

Jeffrey S. Tullman, Esq.

Kane Kessler, P.C.

666 Third Avenue, 22nd Floor

New York, New York 10017

(212) 541-6222

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

May 1, 2017

(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 which 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 "

CUSIP No. 98416J118 13DPage 2 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,
L.P. I 13-3953291
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF 7
SHARES 442,099 (See Item 5)
SHARED VOTING POWER
BENEFICIALLY 8
OWNED BY 0 (See Item 5)
EACH SOLE DISPOSITIVE POWER
REPORTING 9
PERSON 442,099 (See Item 5)
SHARED DISPOSITIVE POWER
WITH 10

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

442,099 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

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

2.76%
TYPE OF REPORTING PERSON*
14

PN

CUSIP No. 98416J118 13DPage 3 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Partners Small Cap Value,
L.P. 13-3688497
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 279,837 (See Item 5)
 SHARED VOTING POWER
8
 0 (See Item 5)
 SOLE DISPOSITIVE POWER
9
 279,837 (See Item 5)
10 SHARED DISPOSITIVE POWER

11 0 (See Item 5)
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 279,837 (See Item 5)
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES*

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

14 1.75%
 TYPE OF REPORTING PERSON*

PN

CUSIP No. 98416J118 13DPage 4 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Small Cap Value Offshore
Fund, Ltd. (No IRS Identification No.)
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

WC
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Cayman Islands

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 174,664 (See Item 5)
 SHARED VOTING POWER
8
 0 (See Item 5)
 SOLE DISPOSITIVE POWER
9
 174,664 (See Item 5)
10 SHARED DISPOSITIVE POWER

11 0 (See Item 5)
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 174,664 (See Item 5)
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES*

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

14 1.09%
 TYPE OF REPORTING PERSON*

CO

CUSIP No. 98416J118 13DPage 5 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital, Inc. Profit Sharing &
Money Purchase Plan
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 50,500 (See Item 5)
 SHARED VOTING POWER
8
 0 (See Item 5)
 SOLE DISPOSITIVE POWER
9
 50,500 (See Item 5)
10 SHARED DISPOSITIVE POWER

11 0 (See Item 5)
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 50,500 (See Item 5)
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES*

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

14 .32%
 TYPE OF REPORTING PERSON*

EP

CUSIP No. 98416J118 13DPage 6 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital Management, LLC
13-4018186
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

New York

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 721,936 (See Item 5)
SHARED VOTING POWER
8
0 (See Item 5)
SOLE DISPOSITIVE POWER
9
721,936 (See Item 5)
10 SHARED DISPOSITIVE POWER

0 (See Item 5)
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON
11

721,936 (See Item 5)
CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (11) EXCLUDES
CERTAIN SHARES*
12

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

4.51%
TYPE OF REPORTING PERSON*
14

OO

CUSIP No. 98416J118 13DPage 7 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Wynnefield Capital, Inc. 13-3688495
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

Delaware

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 174,664 (See Item 5)
 SHARED VOTING POWER
8
 0 (See Item 5)
 SOLE DISPOSITIVE POWER
9
 174,664 (See Item 5)
10 SHARED DISPOSITIVE POWER

11 0 (See Item 5)
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 REPORTING PERSON

12 174,664 (See Item 5)
 CHECK BOX IF THE AGGREGATE
 AMOUNT IN ROW (11) EXCLUDES
 CERTAIN SHARES*

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

14 1.09%
 TYPE OF REPORTING PERSON*

CO

CUSIP No. 98416J118 13DPage 8 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Nelson Obus
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 (See Item 5)
SHARED VOTING POWER
8
947,100 (See Item 5)
SOLE DISPOSITIVE POWER
9
0 (See Item 5)
10 SHARED DISPOSITIVE POWER

947,100 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

947,100 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
12

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

5.92%
TYPE OF REPORTING PERSON*
14

IN

CUSIP No. 98416J118 13DPage 9 of 15

NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO.
OF ABOVE PERSON

1

Joshua Landes
CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (See
Instructions)

2

(a) ..

(b) x
SEC USE ONLY

3

SOURCE OF FUNDS*

4

N/A
CHECK BOX IF DISCLOSURE OF
LEGAL PROCEEDINGS IS REQUIRED
PURSUANT TO ITEMS 2(d) or 2(e)

5

..
CITIZENSHIP OR PLACE OF
ORGANIZATION

6

United States

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0 (See Item 5)
SHARED VOTING POWER
8
947,100 (See Item 5)
SOLE DISPOSITIVE POWER
9
0 (See Item 5)
10 SHARED DISPOSITIVE POWER

947,100 (See Item 5)
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
11

947,100 (See Item 5)
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
12

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

5.92%
TYPE OF REPORTING PERSON*
14

IN

CUSIP No. 98416J118 13DPage 10 of 15

Item 1. Security and Issuer.

This Statement of Beneficial Ownership on Schedule 13D (the “Schedule 13D”) relates to the shares of common stock, \$0.001 par value per share (the “Common Stock”) of Xerium Technologies, Inc., a Delaware corporation (the “Issuer”). The Issuer maintains its principal executive office at 14101 Capital Boulevard, Youngsville, North Carolina 27596.

Item 2. Identity and Background.

This Schedule 13D is filed by the Wynnefield Reporting Persons.

(a), (b), (c) and (f). The “Wynnefield Reporting Persons” are Wynnefield Partners Small Cap Value, L.P. (“Wynnefield Partners”), Wynnefield Partners Small Cap Value, L.P. I (“Wynnefield Partners I”), Wynnefield Small Cap Value Offshore Fund, Ltd. (“Wynnefield Offshore”), Wynnefield Capital, Inc. Profit Sharing & Money Purchase Plan (“Plan”), Wynnefield Capital Management, LLC (“WCM”), Wynnefield Capital, Inc. (“WCI”), Nelson Obus and Joshua H. Landes. The Wynnefield Reporting Persons that are entities, are each separate and distinct entities with different beneficial owners (whether designated as limited partners or stockholders).

WCM, a New York limited liability company, is the general partner of Wynnefield Partners I and Wynnefield Partners, each a private investment company organized as limited partnerships under the laws of the State of Delaware. Nelson Obus and Joshua H. Landes are the managing members of WCM and the principal executive officers of WCI, the investment manager of Wynnefield Offshore, a private investment company organized under the laws of the Cayman Islands. The Plan is an employee profit sharing plan organized under the laws of the State of Delaware. Messrs. Obus and Landes are the co-trustees of the Plan. Messrs. Obus and Landes are citizens of the United States of America.

The business address of the Wynnefield Reporting Persons is 450 Seventh Avenue, Suite 509, New York, New York 10123.

(d) and (e). During the last five years, none of the Wynnefield Reporting Persons had been (i) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration.

The securities reported in this Schedule 13D as directly beneficially owned by the Wynnefield Reporting Persons were acquired with funds of approximately \$7,009,740.00 (including brokerage commissions). All such funds were provided from the working capital or personal funds of the Wynnefield Reporting Persons who directly beneficially own such securities.

Item 4. Purpose of the Transaction

The Wynnefield Reporting Persons are compelled to file a 13D following an astounding chain of events that included the release of first quarter 2017 earnings which evidenced clear signs that the challenging turnaround of the Issuer's operations had begun to take hold. This upbeat news was accompanied by the firing WITHOUT CAUSE of the architect of the turnaround effort, Harold Bevis, and the installation of his replacement, Mark Staton, an individual with no apparent experience managing a highly leveraged small capitalization industrial company. The Wynnefield Reporting Persons strongly feel that the Issuer's shareholders are entitled to a much more substantive explanation of this unexpected and, in the Wynnefield Reporting Persons' view, extremely untimely action. Channeling Bert Lance, Jimmy Carter's head of the OMB, "[I]f it ain't broke, don't fix it."

This abrupt action was compounded by the Issuer's Board of Director's unethical decision to prohibit shareholders from participating in the Q&A session on the first quarter conference call held the afternoon of May 1st. During the Q&A session following the conference call, only sell-side analysts, interested mostly in details relating to their own earnings models, were permitted to participate. The shareholders, the Issuer's true owners, who have their own questions, including what was the cost to the Issuer of the WITHOUT CAUSE termination of Mr. Bevis, were left on hold. The Wynnefield Reporting Persons regard such a policy to be an egregious violation of shareholder rights. Such restrictions deprive Xerium's shareholders/owners from the collective probing of the actions of the Issuer's management, whom are employed by these shareholders. While providing exclusive access to sell-side analysts to ask questions during the public conference calls, Xerium then allows selective post-call access to large shareholders through "one-on-one" conversations. The dubious approach Xerium has chosen regarding its conference call and selective shareholder communications policy is one, in our opinion, that deserves SEC scrutiny.

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The Wynnefield Reporting Persons will carefully examine and evaluate the behavior and performance of Xerium and its management as it determines a future course of action.

Other than as set forth in this Item 4, the Wynnefield Reporting Persons do not have any current plans, proposals or negotiations that relate to or would result in any of the matters referred to in paragraphs (a) through (j) of Item 4 of Schedule 13D. The Wynnefield Reporting Persons intend to review their investment in the Issuer on a continuing basis, and to the extent permitted by law, may seek to engage in discussions with other stockholders and/or with management and the Board of the Issuer concerning the business, operations or future plans of the Issuer. Depending on various factors including, without limitation, the Issuer's financial position, the price levels of the shares of Common Stock, conditions in the securities markets and general economic and industry conditions, the Wynnefield Reporting Persons may, in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock, selling shares of Common Stock, engaging in short selling of or any hedging or similar transaction with respect to the Common Stock, taking any other action with respect to the Issuer or any of its securities in any manner permitted by law or changing its intention with respect to any and all matters referred to in paragraphs (a) through (j) of Item 4.

Item 5. Interest in Securities of the Issuer.

(a), (b) and (c) As of May 1, 2017, the Wynnefield Reporting Persons beneficially owned in the aggregate 947,100 shares of Common Stock, constituting approximately 5.92% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 16,010,059 shares outstanding as of June 30, 2016, as set forth in the Issuer's Annual Report on Form 10-K for the period ended December 31, 2016, filed with the Securities and Exchange Commission (the "Commission") on March 1, 2017.

The following table sets forth certain information with respect to shares of Common Stock directly beneficially owned by the Wynnefield Reporting Persons listed below:

| <u>Name</u> | <u>Number of Common Stock</u> | <u>Percentage of Outstanding Common Stock</u> |
|------------------------|-------------------------------|---|
| Wynnenfield Partners I | 442,099 | 2.76% |
| Wynnefield Partners | 279,837 | 1.75% |

| | | |
|---------------------|---------|-------|
| Wynnefield Offshore | 174,664 | 1.09% |
| Plan | 50,500 | 0.32% |

WCM is the sole general partner of Wynnefield Partners and Wynnefield Partners I and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. WCM, as the sole general partner of Wynnefield Partners and Wynnefield Partners I, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Partners and Wynnefield Partners I beneficially own. Messrs. Obus and Landes are the co-managing members of WCM and, accordingly, each of Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCM may be deemed to beneficially own. Each of Messrs. Obus and Landes, as co-managing members of WCM, share the power to direct the voting and disposition of the shares of Common Stock that WCM may be deemed to beneficially own.

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WCI is the sole investment manager of Wynnefield Offshore and, accordingly, may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that Wynnefield Offshore beneficially owns. WCI, as the sole investment manager of Wynnefield Offshore, has the sole power to direct the voting and disposition of the Common Stock that Wynnefield Offshore beneficially owns. Messrs. Obus and Landes are executive officers of WCI and, accordingly, each may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the Common Stock that WCI may be deemed to beneficially own. Messrs. Obus and Landes, as executive officers of WCI, share the power to direct the voting and disposition of the shares of Common Stock that WCI may be deemed to beneficially own.

The Plan is an employee profit sharing plan. Messrs. Obus and Landes are the co-trustees of the Plan and accordingly, Messrs. Obus and Landes may be deemed to be the indirect beneficial owner (as that term is defined under Rule 13d-3 under the Exchange Act) of the shares of Common Stock that the Plan may be deemed to beneficially own. Each of Messrs. Obus and Landes, as the trustees of the Plan, shares with the other the power to direct the voting and disposition of the shares of Common Stock beneficially owned by the Plan.

Beneficial ownership of the Common Stock shown on the cover pages of and set forth elsewhere in this Schedule 13D for each member of the Wynnefield Reporting Persons assumes that they have not formed a group for purposes of Section 13(d)(3) under the Exchange Act, and Rule 13d-5(b)(1) promulgated thereunder. If the members of the Wynnefield Reporting Persons were deemed to have formed a group for purposes of Section 13(d)(3) and Rule 13d-5(b)(1), the group would be deemed to own beneficially (and may be deemed to have shared voting and dispositive power over) in the aggregate 1,600,000 shares of Common Stock, constituting approximately 5.92% of the outstanding shares of Common Stock. The percentage of shares of Common Stock reported as being beneficially owned by the Wynnefield Reporting Persons is based upon 16,010,059 shares outstanding as of June 30, 2016, set forth in the Issuer's Annual Report on Form 10-K for the period ended December 31, 2016 filed with the Commission on March 1, 2017.

The filing of this Schedule 13D and any future amendment by the Wynnefield Reporting Persons, and the inclusion of information herein and therein with respect to WCM, WCI and Messrs. Obus and Landes, shall not be considered an admission that any of such persons, for the purpose of Section 16(b) of the Exchange Act, are the beneficial owners of any shares in which such persons do not have a pecuniary interest. Each of WCM, WCI and Messrs. Obus and Landes disclaims any beneficial ownership of the shares covered by this Schedule 13D.

The Wynnefield Reporting Persons have acquired shares of Common Stock during the last 60 days as follows:

CUSIP No. 98416J118 13D Page 13 of 15

| Name | Date | Transaction | Number of Shares | Price |
|-----------------------|-------------|--------------------|-------------------------|--------------|
| Wynnefield Partners I | 3/7/17 | Purchase | 2,412 | \$5.09 |
| Wynnefield Partners I | 3/8/17 | Purchase | 946 | \$5.10 |
| Wynnefield Partners I | 3/9/17 | Purchase | 749 | \$5.10 |
| Wynnefield Partners I | 3/10/17 | Purchase | 2,196 | \$5.10 |
| Wynnefield Partners I | 3/13/17 | Purchase | 3,528 | \$5.10 |
| Wynnefield Partners I | 3/14/17 | Purchase | 1,280 | \$5.10 |
| Wynnefield Partners I | 3/15/17 | Purchase | 892 | \$5.10 |
| Wynnefield Partners I | 3/16/17 | Purchase | 475 | \$5.10 |
| Wynnefield Partners I | 3/20/17 | Purchase | 3,094 | \$4.96 |
| Wynnefield Partners I | 3/21/17 | Purchase | 528 | \$5.00 |
| Wynnefield Partners I | 3/22/17 | Purchase | 1,367 | \$5.00 |
| Wynnefield Partners I | 5/1/17 | Purchase | 5,791 | \$6.79 |
| Wynnefield Partners | 3/7/17 | Purchase | 1,527 | \$5.09 |
| Wynnefield Partners | 3/8/17 | Purchase | 599 | \$5.10 |
| Wynnefield Partners | 3/9/17 | Purchase | 474 | \$5.10 |
| Wynnefield Partners | 3/10/17 | Purchase | 1,391 | \$5.10 |
| Wynnefield Partners | 3/13/17 | Purchase | 2,235 | \$5.10 |
| Wynnefield Partners | 3/14/17 | Purchase | 811 | \$5.10 |
| Wynnefield Partners | 3/15/17 | Purchase | 565 | \$5.10 |
| Wynnefield Partners | 3/16/17 | Purchase | 301 | \$5.10 |
| Wynnefield Partners | 3/20/17 | Purchase | 1,960 | \$4.96 |
| Wynnefield Partners | 3/21/17 | Purchase | 335 | \$5.00 |
| Wynnefield Partners | 3/22/17 | Purchase | 868 | \$5.00 |
| Wynnefield Partners | 5/1/17 | Purchase | 3,660 | \$6.79 |
| Wynnefield Offshore | 3/7/17 | Purchase | 893 | \$5.09 |
| Wynnefield Offshore | 3/8/17 | Purchase | 350 | \$5.10 |
| Wynnefield Offshore | 3/9/17 | Purchase | 277 | \$5.10 |
| Wynnefield Offshore | 3/10/17 | Purchase | 813 | \$5.10 |
| Wynnefield Offshore | 3/13/17 | Purchase | 1,306 | \$5.10 |
| Wynnefield Offshore | 3/14/17 | Purchase | 474 | \$5.10 |
| Wynnefield Offshore | 3/15/17 | Purchase | 330 | \$5.10 |
| Wynnefield Offshore | 3/16/17 | Purchase | 176 | \$5.10 |
| Wynnefield Offshore | 3/20/17 | Purchase | 1,146 | \$4.96 |
| Wynnefield Offshore | 3/21/17 | Purchase | 195 | \$5.00 |
| Wynnefield Offshore | 3/22/17 | Purchase | 507 | \$5.00 |
| Wynnefield Offshore | 5/1/17 | Purchase | 2,149 | \$6.79 |

(d) and (e). Not Applicable.

Item 7. Material to be Filed as Exhibits.

Exhibit 1 Joint Filing Agreement, dated as of May 3, 2017

CUSIP No. 98416J118 13DPage 14 of 15

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this Schedule 13D is true, complete and correct.

Dated: May 3, 2017

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P. I

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD PARTNERS SMALL CAP VALUE, L.P.

By: Wynnefield Capital Management, LLC,
its General Partner

By: /s/ Nelson Obus

Nelson Obus, Co-Managing Member

WYNNEFIELD SMALL CAP VALUE OFFSHORE FUND, LTD.

By: Wynnefield Capital, Inc.,
its Investment Manager

By: /s/ Nelson Obus
Nelson Obus, President

WYNNEFIELD CAPITAL INC. PROFIT SHARING &
MONEY PURCHASE PLAN

By: /s/ Nelson Obus
Nelson Obus, Co-Trustee

WYNNEFIELD CAPITAL MANAGEMENT, LLC

By: /s/ Nelson Obus
Nelson Obus, Co-Managing Member

WYNNEFIELD CAPITAL, INC.

By: /s/ Nelson Obus
Nelson Obus, President

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/s/ Nelson Obus

Nelson Obus, Individually

/s/ Joshua Landes

Joshua Landes, Individually