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

#### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 2)1

Green Dot Corporation (Name of Issuer)

<u>Class A Common Stock, \$0.001 par value</u> (Title of Class of Securities)

> 39304D102 (CUSIP Number)

JEFFREY C. SMITH STARBOARD VALUE LP 777 Third Avenue, 18th Floor New York, New York 10017 (212) 845-7977

STEVE WOLOSKY, ESQ. ANDREW FREEDMAN, ESQ. OLSHAN FROME WOLOSKY LLP 1325 Avenue of the Americas New York, New York 10019 (212) 451-2300

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

<u>January 27, 2021</u>
(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 that 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  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see* the *Notes*).

1	NAME OF REPORTING PERSON			
	STARBOARD	VALUE LP		
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
	(b)			
3	SEC USE ONLY			
4	SOURCE OF FUND	S		
	00			
	00	TO COURT OF LEGAL PROCEEDINGS IS REQUIRED BURGLIANT TO ITTEL (A/ I) OR		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
o o	GITIZEIVOIIII OIVI	ENGL OF ORGINIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		5,294,110*		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		F 204 110*		
	10	5,294,110* SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	7100KEG/HE7HVIO	ON BENEFICIALED OWNED BY ENGINEE ON INVOICE ROOM		
	5,294,110*			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
		<b>,</b> ,		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	0.007			
	9.9%			
14	TYPE OF REPORTI	NG PERSON		
	DNI			

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF REPORT	ING PERSON	
	CTADDOADD	VALUE AND OPPORTUNITY MASTER FUND LTD	
2			(a) 🗆
2	CHECK THE AFFR		(a) □ (b) □
			(5)
3	SEC USE ONLY		
	COLUD CE CE EL DID		
4	SOURCE OF FUND	5	
	WC		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
	CIERTENCHID OD D	A CE OF ODG AND ATTON	
6	CITIZENSHIP OR P	LACE OF ORGANIZATION	
	CAYMAN ISL	ANDS	
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		2,793,657*	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	J	SOLD BISTOSTITY DI CHILLE	
		2,793,657*	
	10	SHARED DISPOSITIVE POWER	
11	ACCDECATE AMO	- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGILLIGATE AMO	JOINT DENEFICIALLY OWNED DI EACH REFORTING FERSON	
	2,793,657*		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	DEDCENT OF CLAS	CC DEDDECENTED DV AMOUNT IN DOM (11)	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	5.2%		
14	TYPE OF REPORTI	NG PERSON	
	CO		

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF REPORTING PERSON			
	STARBOARD VALUE AND OPPORTUNITY S LLC			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
4	SOURCE OF FUND WC	S		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		521,283		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
TERSON WITH	9	SOLE DISPOSITIVE POWER		
		521,283		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	521,283			
12	-	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	-	
	Less than 1%			
14	TYPE OF REPORTI	NG PERSON		
	00			

1	NAME OF REPORT	TING PERSON		
	STARROARI	O VALUE AND OPPORTUNITY C LP		
2	I .	COPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) □	
3	SEC USE ONLY			
4	SOURCE OF FUND	OS .		
	WC			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING FOWER		
BENEFICIALLY		303,570		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		000 550		
	10	303,570 SHARED DISPOSITIVE POWER		
	10	SIMILED DISTOSTITVE TOWER		
		- 0 -		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	303,570			
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT	ING PERSON		
	DNI			
	PN			

1	NAME OF REPORTING PERSON				
	STARBOARD	STARBOARD VALUE R LP			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a) □  (b) □				
3	SEC USE ONLY				
4	SOURCE OF FUND	SOURCE OF FUNDS			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY OWNED BY	0	303,570 SHARED VOTING POWER			
EACH	8	SHARED VOTING POWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		303,570			
	10	SHARED DISPOSITIVE POWER			
11	ACCDECATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGALE AMO	ONI DENERGIALLI OWNED DI EACH REPORTING PERSON			
	303,570				
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%				
14	TYPE OF REPORTI	NG PERSON			
	PN				

1	NAME OF REPORT	TING PERSON	
	CTADDOADI	O VALUE R GP LLC	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
_			(b) □
3	SEC USE ONLY		
3	SEC USE ONLY		
4	SOURCE OF FUNI	OS .	
	00		
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(e)		
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	DELAWARE		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		588,015	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		F00.04F	
	10	588,015 SHARED DISPOSITIVE POWER	
11	ACCRECATE AM	- 0 - DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGILLOTTE TIME	SONT BENEFICIALLY OWNED BY EACH REPORTING LEASON	
- 10	588,015	VE A CODE OF A MOUNT BY DOLLY (44) FINGLY UP TO CEPTANY CHAPTER	
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	
	1.1%		
14	TYPE OF REPORT	ING PERSON	
	00		
14		ING PERSON	

1	NAME OF REPORTING PERSON			
	STARBOARD	VALUE AND OPPORTUNITY MASTER FUND L LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
4	SOURCE OF FUND WC	SOURCE OF FUNDS  WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	CAYMAN ISL	ANIDS		
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY	0	284,445		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		284,445		
	10	SHARED DISPOSITIVE POWER		
11	ACCDECATE AMO	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMU	JUNI DENEFICIALLI UWNED DI EACH REPORTING PERSON		
	284,445			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTI	NG PERSON		
	PN			

1	NAME OF REPORTING PERSON			
	STARBOARD VALUE L LP			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
4	SOURCE OF FUND OO	SOURCE OF FUNDS		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY	0	284,445		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		284,445		
	10	SHARED DISPOSITIVE POWER		
11	ACCRECATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGKEGALE AMU	ONI DENEFICIALLY OWNED BY EACH REPUBLING PERSON		
	284,445			
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTI	NG PERSON		
	PN			

1	NAME OF REPOR	TING PERSON	
	STADB∩ADI	D X MASTER FUND LTD	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
3	SEC OSE ONE!		
	COLIDGE OF FLINI		
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR	
	2(€)		
<i>C</i>	CITIZENCIUD OD	DI ACE OF ODG ANIZATION	
6	CITIZENSHIP OR	PLACE OF ORGANIZATION	
	CAYMAN IS		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		505,643	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		505,643	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	505.640		
12	505,643 CHECK BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
			_
13	DERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
13	TERCENT OF CLA	NOTICE RESERVED DT AMOUNT IN NOW (II)	
1.4	Less than 1%		
14	TYPE OF REPORT	ING PERSON	
	CO		

1	NAME OF REPORT	ING PERSON		
	STARBOARD	VALUE GP LLC		
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUNDS	S		
	00			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR P.	LACE OF ORGANIZATION		
NIII (DED OF	DELAWARE	COLE MOTING POLITIP		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		5,294,110*		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		5,294,110*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,294,110*			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
		• •		
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)		
	9.9%			
14	TYPE OF REPORTII	NG PERSON		
	00			

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF REPORT	ING PERSON				
	STARBOARD	PRINCIPAL CO LP				
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆			
			(b) 🗆			
	2001100001111	CHO LICE ONLY				
3	SEC USE ONLY					
4	SOURCE OF FUNDS	S				
	00					
5	2(e)	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
	2(e)					
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	DEL ALVADE					
NUMBER OF	DELAWARE 7	SOLE VOTING POWER				
SHARES	/	SOLE VOTING POWER				
BENEFICIALLY		5,294,110*				
OWNED BY	8	SHARED VOTING POWER				
EACH						
REPORTING		- 0 -				
PERSON WITH	9	SOLE DISPOSITIVE POWER				
		5,294,110*				
	10	SHARED DISPOSITIVE POWER				
11	ACCDECATE AMO	- 0 - UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	AGGREGALE AMO	UNI BENEFICIALLY UWNED BY EACH KEPUKIING PEKSUN				
	5,294,110*					
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES				
12	DEDCENT OF CLAS	CO DEDDECEMTED DV AMOUNT IN DOW (44)				
13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)				
	9.9%					
14	TYPE OF REPORTI	NG PERSON				
	PN					

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF REPORT	ING PERSON			
	STARBOARD	PRINCIPAL CO GP LLC			
2		OPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆		
			(b) □		
3	SEC USE ONLY	SEC USE ONLY			
4	SOURCE OF FUNDS	S			
	00				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY		5,294,110*			
OWNED BY	8	SHARED VOTING POWER			
EACH	o o	SIRILED VOINGTOWER			
REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		5 00 / 440 ii			
	10	5,294,110* SHARED DISPOSITIVE POWER			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
- 10	5,294,110*	E A CODEC ATE AMOUNT IN DOLL (AA) THICK LIDES CEDITAIN SWADES			
12	CHECK BOX IF TH.	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	_		
		• •			
	9.9%				
14	TYPE OF REPORTII	NG PERSON			
	00				

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF DEDODT	INC DEDCON	-		
1	NAME OF REPORTING PERSON				
	JEFFREY C. SMITH				
2					
۷.					
	(b) □				
3	SEC USE ONLY				
J	SEC USE ONLI				
4	SOURCE OF FUND	ς			
7	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR				
J	2(e)	7525001E 01 2201E 110 6222E1100 10 1EQ011E2 1 010 01111 10 11211 =(u) 011	_		
	(-)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
	USA				
NUMBER OF	7	SOLE VOTING POWER			
SHARES					
BENEFICIALLY		- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		5,294,110*			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWER			
		5,294,110*			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	F 204 110*				
10	5,294,110*				
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	9.9%				
14	TYPE OF REPORTI	NG PERSON			
± ·	TILD OF RELOCITIO FEROOM				
	IN				

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

1	NAME OF DEDODT	INC DEDSON	-	
1	NAME OF REPORTING PERSON			
	PETER A. FELD			
2				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
			(0) 🗆	
3	SEC USE ONLY			
5	SEC OSE OIVEI			
4	SOURCE OF FUND	ς		
•	SOURCE OF FORE			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
_	2(e)	(*)	_	
	(-)			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		5,294,110*		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		5,294,110*		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	E 204 440#			
40	5,294,110*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	DEDCENT OF CLASS DEDDESENTED BY AMOUNT IN DOM (44)			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.9%			
14	TYPE OF REPORTI	NG PERSON		
17	TITE OF REPORTING PERSON			
	IN			
	IN			

 $<sup>^{*}</sup>$  Includes 459,735 Shares underlying certain forward purchase contracts exercisable within sixty days hereof.

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned ("Amendment No. 2"). This Amendment No. 2 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 to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master, and held in the Starboard Value LP Account 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, as set forth in Schedule A, which is incorporated by reference herein.

The aggregate purchase price of the entered into over-the-counter forward purchase contracts providing for the purchase of 459,735 Shares by Starboard V&O Fund is approximately \$24,047,199, excluding brokerage commissions. The aggregate purchase price of the 2,333,922 Shares beneficially owned by Starboard V&O Fund is approximately \$59,551,362, excluding brokerage commissions. The aggregate purchase price of the 521,283 Shares beneficially owned by Starboard S LLC is approximately \$15,857,908, excluding brokerage commissions. The aggregate purchase price of the 303,570 Shares beneficially owned by Starboard C LP is approximately \$9,262,015, excluding brokerage commissions. The aggregate purchase price of the 284,445 Shares beneficially owned by Starboard L Master is approximately \$8,490,176, excluding brokerage commissions. The aggregate purchase price of the 505,643 Shares beneficially owned by Starboard X Master is approximately \$26,061,038, excluding brokerage commissions. The aggregate purchase price of the 885,512 Shares held in the Starboard Value LP Account is approximately \$27,501,239, excluding brokerage commissions.

#### Item 5. <u>Interest in Securities of the Issuer</u>.

Items 5(a) - (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 53,479,785 Shares outstanding, as of October 31, 2020, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 6, 2020.

#### A. Starboard V&O Fund

(a) As of the close of business on January 29, 2021, Starboard V&O Fund beneficially owned 2,793,657 Shares, including 459,735 Shares underlying certain forward purchase contracts.

Percentage: Approximately 5.2%

- (b) 1. Sole power to vote or direct vote: 2,793,657
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 2,793,657
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

## B. Starboard S LLC

(a) As of the close of business on January 29, 2021, Starboard S LLC beneficially owned 521,283 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 521,283
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 521,283
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### C. Starboard C LP

(a) As of the close of business on January 29, 2021, Starboard C LP beneficially owned 303,570 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 303,570
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 303,570
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 303,570 Shares owned by Starboard C LP

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 303,570
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 303,570
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 303,570 Shares owned by Starboard C LP and (ii) 284,445 Shares owned by Starboard L Master.

Percentage: Approximately 1.1%

- (b) 1. Sole power to vote or direct vote: 588,015
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 588,015
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard C LP and Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### F. Starboard L Master

(a) As of the close of business on January 29, 2021, Starboard L Master beneficially owned 284,445 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 284,445
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 284,445
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### G. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 284,445 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 284,445
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 284,445
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### H. Starboard X Master

(a) As of the close of business on January 29, 2021, Starboard X Master beneficially owned 505,643 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 505,643
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 505,643
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### I. Starboard Value LP

(a) As of the close of business on January 29, 2021, 885,512 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master, and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 2,793,657 Shares owned by Starboard V&O Fund, (ii) 521,283 Shares owned by Starboard S LLC, (iii) 303,570 Shares owned by Starboard C LP, (iv) 284,445 Shares owned by Starboard L Master, (v) 505,643 Shares owned by Starboard X Master, and (vi) 885,512 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 5,294,110
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,294,110
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master and Starboard X Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### J. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 2,793,657 Shares owned by Starboard V&O Fund, (ii) 521,283 Shares owned by Starboard S LLC, (iii) 303,570 Shares owned by Starboard C LP, (iv) 284,445 Shares owned by Starboard L Master, (v) 505,643 Shares owned by Starboard X Master, and (vi) 885,512 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 5,294,110
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,294,110
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### K. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 2,793,657 Shares owned by Starboard V&O Fund, (ii) 521,283 Shares owned by Starboard S LLC, (iii) 303,570 Shares owned by Starboard C LP, (iv) 284,445 Shares owned by Starboard L Master, (v) 505,643 Shares owned by Starboard X Master, and (vi) 885,512 Shares held in the Starboard Value LP

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 5,294,110
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,294,110
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### L. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 2,793,657 Shares owned by Starboard V&O Fund, (ii) 521,283 Shares owned by Starboard S LLC, (iii) 303,570 Shares owned by Starboard C LP, (iv) 284,445 Shares owned by Starboard L Master, (v) 505,643 Shares owned by Starboard X Master, and (vi) 885,512 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 5,294,110
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,294,110
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### M. Messrs. Smith and Feld

(a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of (i) 2,793,657 Shares owned by Starboard V&O Fund, (ii) 521,283 Shares owned by Starboard S LLC, (iii) 303,570 Shares owned by Starboard C LP, (iv) 284,445 Shares owned by Starboard L Master, (v) 505,643 Shares owned by Starboard X Master, and (vi) 885,512 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 5,294,110
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 5,294,110
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard X Master and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

The filing of this Schedule 13D shall not be deemed 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 securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

Item 6. <u>Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.</u>

Item 6 is hereby amended to add the following:

Starboard V&O Fund entered into forward purchase contracts with UBS as the counterparty on the dates referenced in Schedule A providing for the purchase of an aggregate of 459,735 Shares having a purchase price of approximately \$24,047,199 (each a "UBS Forward Contract"). Each UBS Forward Contract has a final valuation date of June 29, 2022, however, Starboard V&O Fund has the ability to elect early settlement after serving notice to the counter-party of such intention at least two scheduled trading days in advance of the desired early final valuation date. Each UBS Forward Contract provides for physical settlement. Until the settlement date, none of the UBS Forward Contracts give the Reporting Persons voting and dispositive control over the Shares to which such contracts relates.

#### **SIGNATURES**

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

Dated: January 29, 2021

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP, its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP, its manager

STARBOARD VALUE AND OPPORTUNITY C LP

By: Starboard Value R LP, its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,

its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP, its general partner

STARBOARD VALUE L LP By: Starboard Value R GP LLC,

its general partner

STARBOARD X MASTER FUND LTD

By: Starboard Value LP, its investment manager

STARBOARD VALUE LP By: Starboard Value GP LLC, its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,

its member

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,

its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith

Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

Individually and as attorney-in-fact for Peter A. Feld

## SCHEDULE A

# **Transactions in the Shares During the Past Sixty Days**

	Amount of Securities		Date of
Nature of the Transaction	Purchased/(Sold)	<u>Price (\$)</u>	Purchase/Sale
	STARBOARD VALUE AND OPPOR	RTUNITY MASTER FUND LTD	
Purchase of Forward Contract	13,575	52.9866	12/29/2020
Disposition of Common Stock	$(81,867)^1$	55.8000	01/01/2021
Purchase of Forward Contract	52,800	55.2369	01/14/2021
Purchase of Forward Contract	39,600	54.1141	01/15/2021
Purchase of Forward Contract	13,200	54.6254	01/22/2021
Purchase of Forward Contract	66,000	52.2476	01/25/2021
Purchase of Forward Contract	79,200	51.8443	01/26/2021
Purchase of Forward Contract	105,600	51.0786	01/27/2021
Purchase of Forward Contract	52,800	51.6875	01/28/2021
Purchase of Forward Contract	36,960	50.5956	01/29/2021
	STARBOARD VALUE AND	OPPORTUNITY S LLC	
Purchase of Common Stock	2,475	52.9866	12/29/2020
Purchase of Common Stock	10,100	55.2369	01/14/2021
Purchase of Common Stock	7,575	54.1141	01/15/2021
Purchase of Common Stock	2,525	54.6254	01/22/2021
Purchase of Common Stock	12,625	52.2476	01/25/2021
Purchase of Common Stock	15,150	51.8443	01/26/2021
Purchase of Common Stock	20,200	51.0786	01/27/2021
Purchase of Common Stock	10,100	51.6875	01/28/2021
Purchase of Common Stock	7,070	50.5956	01/29/2021

 $<sup>^{\</sup>rm 1}$  Represents an internal transfer of Shares to Starboard X Master Fund Ltd.

## STARBOARD VALUE AND OPPORTUNITY C LP

Purchase of Common Stock	1,475	52.9866	12/29/2020
Purchase of Common Stock	6,000	55.2369	01/14/2021
Purchase of Common Stock	4,500	54.1141	01/15/2021
Purchase of Common Stock	1,500	54.6254	01/22/2021
Purchase of Common Stock	7,500	52.2476	01/25/2021
Purchase of Common Stock	9,000	51.8443	01/26/2021
Purchase of Common Stock	12,000	51.0786	01/27/2021
Purchase of Common Stock	6,000	51.6875	01/28/2021
Purchase of Common Stock	4,200	50.5956	01/29/2021

# STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

Purchase of Common Stock	1,175	52.9866	12/29/2020
Purchase of Common Stock	4,800	55.2369	01/14/2021
Purchase of Common Stock	3,600	54.1141	01/15/2021
Purchase of Common Stock	1,200	54.6254	01/22/2021
Purchase of Common Stock	6,000	52.2476	01/25/2021
Purchase of Common Stock	7,200	51.8443	01/26/2021
Purchase of Common Stock	9,600	51.0786	01/27/2021
Purchase of Common Stock	4,800	51.6875	01/28/2021
Purchase of Common Stock	3,360	50.5956	01/29/2021

## STARBOARD X MASTER FUND LTD

Purchase of Common Stock	2,050	52.9866	12/29/2020
Acquisition of Common Stock	81,867 <sup>2</sup>	55.8000	01/01/2021
Purchase of Common Stock	27,289	57.0365	01/04/2021
Purchase of Common Stock	10,900	55.2369	01/14/2021
Purchase of Common Stock	8,175	54.1141	01/15/2021
Purchase of Common Stock	2,725	54.6254	01/22/2021
Purchase of Common Stock	13,625	52.2476	01/25/2021
Purchase of Common Stock	16,350	51.8443	01/26/2021
Purchase of Common Stock	21,800	51.0786	01/27/2021
Purchase of Common Stock	10,900	51.6875	01/28/2021
Purchase of Common Stock	7,630	50.5956	01/29/2021

 $<sup>^{2}</sup>$  Represents an internal transfer of Shares from Starboard Value and Opportunity Master Fund Ltd.

# STARBOARD VALUE LP (Through the Starboard Value LP Account)

Purchase of Common Stock	4,250	52.9866	12/29/2020
Purchase of Common Stock	15,400	55.2369	01/14/2021
Purchase of Common Stock	11,550	54.1141	01/15/2021
Purchase of Common Stock	3,850	54.6254	01/22/2021
Purchase of Common Stock	19,250	52.2476	01/25/2021
Purchase of Common Stock	23,100	51.8443	01/26/2021
Purchase of Common Stock	30,800	51.0786	01/27/2021
Purchase of Common Stock	15,400	51.6875	01/28/2021
Purchase of Common Stock	10,780	50.5956	01/29/2021