

ENERGEN CORP  
Form SC 13D/A  
June 20, 2018

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

**SCHEDULE 13D**  
**Under the Securities Exchange Act of 1934**  
**(Amendment No. 14)\***

**ENERGEN CORPORATION**

**(Name of Issuer)**

**COMMON STOCK, \$0.01 PAR VALUE**

**(Title of Class of Securities)**

**29265N108**

**(CUSIP Number)**

**Keith Meister**

**Patrick J. Dooley, Esq.**

**Corvex Management LP**

**667 Madison Avenue**

**New York, NY 10065**

**(212) 474-6700**

**Jesse Lynn**

**Icahn Capital LP**

**767 Fifth Avenue, 47th Floor**

**New York, New York 10153**

**(212) 702-4300**

***COPIES TO:***

**Jeffrey L. Kochian**

**Akin Gump Strauss Hauer & Feld LLP**

**One Bryant Park**

**New York, NY 10036**

**(212) 872-8069**

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

**June 20, 2018**

**(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.

**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).

CUSIP No. 29265N108

1. Name of Reporting Person:

CORVEX MANAGEMENT LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

DELAWARE

Number of    7. Sole Voting Power:

Shares

Beneficially    7,710,474\*

8. Shared Voting Power:

Owned by

Each

0

Reporting    9. Sole Dispositive Power:

Person

With    5,710,474\*

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

7,710,474\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

7.9%

14. Type of Reporting Person (See Instructions):

PN, IA

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

KEITH MEISTER

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

AF

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

United States

Number of    7. Sole Voting Power:

Shares

Beneficially    7,710,474\*

8. Shared Voting Power:

Owned by

Each

0

Reporting    9. Sole Dispositive Power:

Person

With            5,710,474\*

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

7,710,474\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

7.9%

14. Type of Reporting Person (See Instructions):

IN, HC

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

HIGH RIVER LIMITED PARTNERSHIP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 600,000\*

8. Shared Voting Power:

Owned by

Each

0

Reporting 9. Sole Dispositive Power:

Person

With 1,000,000\*

10. Shared Dispositive Power:



0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

1.0%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

HOPPER INVESTMENTS, LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of        7. Sole Voting Power:

Shares

Beneficially        0

8. Shared Voting Power:

Owned by

Each

Reporting        600,000\*  
9. Sole Dispositive Power:

Person

With                0

10. Shared Dispositive Power:

1,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

1.0%

14. Type of Reporting Person (See Instructions):

OO

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

BARBERRY CORP.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

Reporting 600,000\* 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:

1,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

1.0%

14. Type of Reporting Person (See Instructions):

CO

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN PARTNERS MASTER FUND LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 976,885\*

8. Shared Voting Power:

Owned by

Each

0

Reporting 9. Sole Dispositive Power:

Person

With 1,628,022\*

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,628,022\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

1.7%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN OFFSHORE LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of    7. Sole Voting Power:

Shares

Beneficially    0

8. Shared Voting Power:

Owned by

Each

976,885\*

Reporting    9. Sole Dispositive Power:

Person

With    0

10. Shared Dispositive Power:



1,628,022\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

1,628,022\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

1.7%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN PARTNERS LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of    7. Sole Voting Power:

Shares

Beneficially    1,423,115\*

8. Shared Voting Power:

Owned by

Each

0

Reporting    9. Sole Dispositive Power:

Person

With            2,371,978\*

10. Shared Dispositive Power:

0

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,371,978\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

2.4%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN ONSHORE LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

Reporting 9. Sole Dispositive Power:  
1,423,115\*

Person

With 0

10. Shared Dispositive Power:

2,371,978\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

2,371,978\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

2.4%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN CAPITAL LP

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

2,400,000\*

Reporting 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:

4,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.1%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

IPH GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

2,400,000\*

Reporting 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:



4,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.1%

14. Type of Reporting Person (See Instructions):

OO

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN ENTERPRISES HOLDINGS L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

2,400,000\*

Reporting 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:

4,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.1%

14. Type of Reporting Person (See Instructions):

PN

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

ICAHN ENTERPRISES GP INC.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

2,400,000\*

Reporting 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:

4,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.1%

14. Type of Reporting Person (See Instructions):

CO

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

BECKTON CORP.

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

Delaware

Number of 7. Sole Voting Power:

Shares

Beneficially 0

8. Shared Voting Power:

Owned by

Each

2,400,000\*

Reporting 9. Sole Dispositive Power:

Person

With 0

10. Shared Dispositive Power:

4,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

4,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

4.1%

14. Type of Reporting Person (See Instructions):

CO

\* See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:

CARL C. ICAHN

2. Check the Appropriate Box if a Member of a Group (See Instructions):

(a)            (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):

OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization:

United States

Number of    7. Sole Voting Power:

Shares

Beneficially    0

8. Shared Voting Power:

Owned by

Each

3,000,000\*

Reporting    9. Sole Dispositive Power:

Person

With    0

10. Shared Dispositive Power:



5,000,000\*

11. Aggregate Amount Beneficially Owned by Each Reporting Person:

5,000,000\*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11):

5.1%

14. Type of Reporting Person (See Instructions):

IN

\* See Items 4 and 5.

This Amendment No. 14 supplements the information set forth in the Schedule 13D filed by Corvex Management LP and Keith Meister with the United States Securities and Exchange Commission (the SEC) on May 31, 2017, as previously amended (the Schedule 13D), relating to the shares of common stock, par value \$0.01 per share (the Shares), of Energen Corporation, an Alabama corporation (the Issuer). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant. The Schedule 13D is supplementally amended as follows.

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

Corvex used the working capital of the Corvex Funds to purchase the 7,710,474 Shares reported herein. The total purchase price for the Shares reported as beneficially owned by the Corvex Persons was approximately \$408,520,352.50.

Corvex may effect purchases of securities through margin accounts maintained for the Corvex Funds with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in Shares may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts.

The Icahn Persons may be deemed to be the beneficial owner of, in the aggregate, 5,000,000 Shares (including 2,000,000 Shares underlying the Option described in Item 4). Of such Shares, 3,000,000 Shares were purchased by the Icahn Persons collectively for an aggregate purchase price of \$193,395,176. The exercise price for the Icahn Persons to acquire the Shares underlying the Option will be \$134,740,000.

The source of funding for the Shares beneficially owned by the Icahn Persons (including Shares underlying the Option) was the general working capital of the respective purchasers. The Shares held by the Icahn Persons are held in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of such Shares was obtained through margin borrowing.

### **Item 4. Purpose of Transaction**

As previously disclosed, on May 20, 2018, the Corvex Parties and the Icahn Group entered into the Purchase Agreement pursuant to which the Icahn Group agreed to purchase 750,000 Shares of the Issuer at a price of \$64.84 per Share from the Corvex Parties, with the transaction to settle on the earlier of (x) July 18, 2018 or (y) one business day following the receipt by the Icahn Group of clearance under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR). On June 19, 2018, the Icahn Group received HSR clearance and the transaction pursuant to the Purchase Agreement settled on June 20, 2018.

The Reporting Persons intend to review their investment in the Issuer on a continuing basis and may from time to time and at any time in the future depending on various factors, including, without limitation, the Issuer's financial position and strategic direction, actions taken by the Board, price levels of the Shares, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, take such actions with respect to their investments in the Issuer as they deem appropriate, which may include further discussions with the Issuer regarding matters previously disclosed in this Schedule 13D, as well as seeking direct discussions with, and changes or additions to, the Board. These actions may include, without limitation: (i) acquiring additional Shares and/or other equity, debt, notes, other securities, or derivative or other instruments that are convertible into Shares, or are based upon or relate to the value of the Shares or the Issuer (collectively, Securities) in the open market or otherwise; (ii) disposing of any or all of their Securities in the open market or otherwise; (iii) engaging in any hedging

or similar transactions with respect to the Securities; or (iv) proposing or considering one or more of the actions described in subsections (a) through (j) of Item 4 of Schedule 13D.

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**Item 5. Interest in Securities of the Issuer**

(a)-(b) The Corvex Persons may be deemed to be the beneficial owner of 7,710,474 Shares, which represent approximately 7.9% of the Issuer's outstanding Shares. By virtue of his position as control person of the general partner of Corvex, Mr. Meister may be considered to beneficially own such Shares. The Corvex Persons may be deemed to have sole power to vote 7,710,474 Shares and sole power to dispose of 5,710,474 Shares.

The Icahn Persons may be deemed to beneficially own, in the aggregate, 5,000,000 Shares (including Shares underlying the Option), representing approximately 5.1% of the Issuer's outstanding Shares.

High River has sole voting power with regard to 600,000 Shares and sole dispositive power with regard to 1,000,000 Shares (including Shares underlying the Option). Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting power with regard to 976,885 Shares and sole dispositive power with regard to 1,628,022 Shares (including Shares underlying the Option). Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting power with regard to 1,423,115 Shares and sole dispositive power with regard to 2,371,978 Shares (including Shares underlying the Option). Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended, the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

The Corvex Persons and Icahn Persons collectively beneficially own approximately 11.0% of the Issuer's outstanding Shares.

The percentages in the foregoing paragraphs are calculated based on a total of 97,429,584 Shares outstanding as of May 2, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on May 9, 2018.

(c) Except as set forth in Exhibit 18 attached hereto or previously disclosed in the Schedule 13D, there have been no transactions in the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) The limited partners of (or investors in) each of the private investment funds for which Corvex or its affiliates acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) Not applicable.

**Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer**

Forward Contracts

On June 19, 2018, the Icahn Persons exercised all forward contracts held by the Icahn Persons as of that date and thereby acquired 1,000,000 Shares in the aggregate.

**Item 7. Material to be Filed as Exhibits**

Exhibit 18 Transactions in the Shares effected in the past 60 days.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: June 20, 2018

CORVEX MANAGEMENT LP

By: /s/ Keith Meister  
Keith Meister  
Managing Partner

KEITH MEISTER

By: /s/ Keith Meister  
Keith Meister  
ICAHN PARTNERS MASTER FUND LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

HOPPER INVESTMENTS LLC

BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general  
partner

By: Barberrry Corp.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its  
sole member

By: Icahn Enterprises G.P. Inc., its general  
partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P.,  
its sole member

By: Icahn Enterprises G.P. Inc.,  
its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc.,  
its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
CARL C. ICAHN