

CIBER INC  
Form SC 13D/A  
June 21, 2016  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D  
(Rule 13d-101)

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

(Amendment No. 2)1

Ciber Inc.  
(Name of Issuer)

Common Stock, Par Value \$.01  
(Title of Class of Securities)

0000918581  
(CUSIP Number)

BRADLEY S. VIZI  
LEGION PARTNERS ASSET MANAGEMENT, LLC  
9401 Wilshire Blvd, Suite 705  
Beverly Hills, CA 90212  
(424) 253-1775

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

June 20, 2016  
(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 Sec. 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 Sec. 240.13d-7 for other parties to whom copies are to be sent.

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1 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).

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1 NAME OF REPORTING PERSON

Legion Partners, L.P. I

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

3 SEC USE ONLY

4 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 PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		5,034,856
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		5,034,856

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,034,856

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

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

6.24%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Legion Partners, L.P. II

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

3 SEC USE ONLY

4 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 PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		489,956
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		489,956

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

489,956

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

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

<1%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Legion Partners Special Opportunities, L.P. III

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

3 SEC USE ONLY

4 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 PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	2,535,195 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		2,535,195

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,535,195

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

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

3.14%

14 TYPE OF REPORTING PERSON

PN

1 NAME OF REPORTING PERSON

Legion Partners, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	8,060,007 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

Legion Partners Asset Management, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		8,060,007
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

14 TYPE OF REPORTING PERSON

OO

1 NAME OF REPORTING PERSON

Legion Partners Holdings, LLC

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

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	- 0 - SHARED VOTING POWER
	9	8,060,007 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

14 TYPE OF REPORTING PERSON

OO



1 NAME OF REPORTING PERSON

Bradley S. Vizi

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
		8,060,007
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

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
		8,060,007
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		- 0 -
	8	SHARED VOTING POWER
		8,060,007
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		8,060,007

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

8,060,007

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

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

9.99%

14 TYPE OF REPORTING PERSON

IN

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, \$0.01 par value per share (the “Shares”), of Ciber Inc, a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 6312 S Fiddler’s Green Circle, Suite 600E, Greenwood Village, Colorado 80111.

Item 2. Identity and Background.

(a) This statement is filed by:

- (i) Legion Partners, L.P. I, a Delaware limited partnership (“Legion Partners I”);
- (ii) Legion Partners, L.P. II, a Delaware limited partnership (“Legion Partners II”);
- (iii) Legion Partners Special Opportunities, L.P. III, a Delaware limited partnership (“Legion Partners Special III”);
- (iv) Legion Partners, LLC, a Delaware limited liability company, which serves as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special III;
- (v) Legion Partners Asset Management, LLC, a Delaware limited liability company (“Legion Partners Asset Management”), which serves as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special III;
- (vi) Legion Partners Holdings, LLC, a Delaware limited liability company (“Legion Partners Holdings”), which serves as the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC;
- (vii) Bradley S. Vizi, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings;
- (viii) Christopher S. Kiper, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings; and
- (ix) Raymond White, who serves as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings.

Each of the foregoing is referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of the Reporting Persons is 9401 Wilshire Boulevard, Suite 705, Beverly Hills, California 90212.

(c) The principal business of each of Legion Partners I, Legion Partners II and Legion Partners Special III is investing in securities. The principal business of Legion Partners, LLC is serving as the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special III. The principal business of Legion Partners Asset Management is managing investments in securities and serving as the investment advisor of each of Legion Partners I, Legion Partners II and Legion Partners Special III. The principal business of Legion Partners Holdings is serving as

the sole member of Legion Partners Asset Management and sole member of Legion Partners, LLC. The principal occupation of each of Messrs. Vizi, Kiper and White is serving as a managing director of Legion Partners Asset Management and a managing member of Legion Partners Holdings.

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(d) No Reporting Person has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) No Reporting Person has, during the last five years, been 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.

(f) Messrs. Vizi, Kiper and White are citizens of the United States of America.

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

The Shares purchased by each of Legion Partners I, Legion Partners II and Legion Partners Special III 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 5,034,856 Shares owned directly by Legion Partners I is approximately \$9,980,479, including brokerage commissions. The aggregate purchase price of the 489,956 Shares owned directly by Legion Partners II is approximately \$976,098, including brokerage commissions. The aggregate purchase price of the 2,535,195 Shares owned directly by Legion Partners Special III is approximately \$5,410,547, including brokerage commissions.

Item 4. Purpose of Transaction.

The Reporting Persons purchased the Shares based on the Reporting Persons' belief that the Shares, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, engaging in communications with management and the Board, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, board structure (including board composition) or operations of the Issuer, purchasing additional Shares, selling some or all of their Shares, entering into financial instruments or other agreements that increase or decrease the Reporting Persons' economic or beneficial exposure with respect to their investment in the Issuer, engaging in short selling of or any hedging or similar transaction with respect to the Shares, including swaps and other derivative instruments, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 80,680,752 Shares outstanding as of May 2, 2016, 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 May 10, 2016.

A. Legion Partners I

(a) As of the close of business on June 21, 2016, Legion Partners I beneficially owned 5,034,856 Shares.

Percentage: Approximately 6.24%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 5,034,856
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 5,034,856

(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 June 21, 2016, Legion Partners II beneficially owned 489,956 Shares.

Percentage: Approximately <1%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 489,956
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 489,956

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

C. Legion Partners Special III

(a) As of the close of business on May 3, 2016, Legion Partners Special III beneficially owned 2,535,195 Shares.

Percentage: Approximately 3.14%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 2,535,195
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 2,535,195

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





D. Legion Partners, LLC

(a) As the general partner of each of Legion Partners I, Legion Partners II and Legion Partners Special III, Legion Partners, LLC may be deemed the beneficial owner of the (i) 5,034,856 Shares owned by Legion Partners I, (ii) 489,956 Shares owned by Legion Partners II, and (iii) 2,535,195 Shares owned by Legion Partners Special III.

Percentage: Approximately 9.99%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 8,060,007
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 8,060,007

(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 III 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 III, may be deemed the beneficial owner of the (i) 5,034,856 Shares owned by Legion Partners I, (ii) 489,956 Shares owned by Legion Partners II, and (iii) 2,535,195 Shares owned by Legion Partners Special III.

Percentage: Approximately 9.99%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 8,060,007
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 8,060,007

(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 III 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) 5,034,856 Shares owned by Legion Partners I, (ii) 489,956 Shares owned by Legion Partners II, and (iii) 2,535,195 Shares owned by Legion Partners Special III.

Percentage: Approximately 9.99%

- (b)
1. Sole power to vote or direct vote: 0
  2. Shared power to vote or direct vote: 8,060,007
  3. Sole power to dispose or direct the disposition: 0
  4. Shared power to dispose or direct the disposition: 8,060,007



(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 III 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) 5,034,856 Shares owned by Legion Partners I, (ii) 489,956 Shares owned by Legion Partners II, and (iii) 2,535,195 Shares owned by Legion Partners Special III.

Percentage: Approximately 9.99%

(b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 8,060,007  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 8,060,007

(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 III 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 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.

On June 21, 2016 the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to securities of the Issuer, to the extent required by applicable law. The Joint Filing Agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Other than as described herein, there are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing Agreement by and among Legion Partners, L.P. I, Legion Partners, L.P. II, Legion Partners Special Opportunities, L.P. III, Legion Partners, LLC, Legion Partners Asset Management, LLC, Legion Partners Holdings, LLC, Bradley S. Vizi, Christopher S. Kiper and Raymond White, dated June 21, 2016.



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: June 21, 2016

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. III,

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

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## SCHEDULE A

## Transactions in the Shares During the Past Sixty Days

## LEGION PARTNERS, L.P. I

Ticker	Ticker or Option	Buy/ Sell	Trade Date	# of Shares	# of Options	Commission Purchase /		Notes	
						& Other Price	Trading Fees Total Cost		
CBR	CBR May \$2.5 P	SHORT	4/22/16		-228	\$0.30	\$299	(\$6,541)	
CBR	CBR	BUY	4/22/16	12,733		\$2.21	\$127	\$28,328	
CBR	CBR May \$2.5 P	SHORT	4/25/16		-457	\$0.30	\$595	(\$13,115)	
CBR	CBR May \$2.5 C	BUY	4/25/16		212	\$0.05	\$221	\$1,281	
CBR	CBR	BUY	4/25/16	23,732		\$2.29	\$237	\$54,524	
CBR	CBR	BUY	4/25/16	45,638		\$2.25	\$461	\$103,147	
CBR	CBR	BUY	4/25/16	27,457		\$2.23	\$280	\$61,520	
CBR	CBR May \$2.5 P	SHORT	4/26/16		-912	\$0.25	\$1,182	(\$21,618)	
CBR	CBR	BUY	4/26/16	75,038		\$2.29	\$750	\$172,295	
CBR	CBR May \$2.5 P	SHORT	4/27/16		-685	\$0.25	\$889	(\$16,236)	
CBR	CBR May \$2.5 C	BUY	4/27/16		80	\$0.05	\$83	\$483	
CBR	CBR	BUY	4/27/16	83,996		\$2.30	\$840	\$194,081	
CBR	CBR	BUY	4/27/16	45,638		\$2.32	\$461	\$106,342	
CBR	CBR	BUY	4/28/16	83,133		\$2.31	\$831	\$192,802	
CBR	CBR	BUY	4/28/16	91,275		\$2.32	\$918	\$212,676	
CBR	CBR	BUY	4/28/16	109,851		\$2.31	\$1,104	\$255,178	
CBR	CBR May \$2.5 P	SHORT	4/29/16		-238	\$0.25	\$312	(\$5,638)	
CBR	CBR May \$2.5 C	BUY	4/29/16		90	\$0.05	\$94	\$544	
CBR	CBR	BUY	4/29/16	17,799		\$2.28	\$178	\$40,758	
CBR	CBR	BUY	4/29/16	223,443		\$2.29	\$2,239	\$514,237	
CBR	CBR May \$2.5 P	SHORT	5/2/16		-11	\$0.25	\$11	(\$264)	
CBR	CBR May \$2.5 C	BUY	5/2/16		193	\$0.05	\$201	\$1,166	
CBR	CBR	BUY	5/2/16	40,692		\$2.29	\$407	\$93,730	

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**Commission Purchase /**

CBR	CBR	BUY	5/2/16	94,013	\$2.30	\$945	\$216,978	
CBR	CBR	BUY	5/2/16	45,736	\$2.30	\$462	\$105,655	
CBR	CBR May \$2.5 P	SHORT	5/3/16	-160	\$0.25	\$212	(\$3,788)	
CBR	CBR May \$2.5 C	BUY	5/3/16	65	\$0.05	\$68	\$393	
CBR	CBR	BUY	5/3/16	92,543	\$2.32	\$925	\$215,681	
CBR	CBR	BUY	5/3/16	91,473	\$2.32	\$920	\$213,137	
CBR	CBR	BUY	5/3/16	44,554	\$2.31	\$451	\$103,219	
CBR	CBR	Assign BUY	5/5/16	15,500	\$2.16	\$25	\$33,551	Early assignment on the May \$2.50 Puts
CBR	CBR	SELL	5/10/16	80,955	\$1.28	\$817	\$102,547	
CBR	CBR	SELL	5/11/16	6,164	\$1.18	\$62	\$7,212	
CBR	CBR	SELL	5/11/16	77,689	\$1.18	\$784	\$90,881	
CBR	CBR	SELL	5/12/16	82,040	\$1.18	\$828	\$96,382	
CBR	CBR	SELL	5/13/16	25,896	\$1.15	\$265	\$29,436	
CBR	CBR	SELL	5/16/16	51,845	\$1.12	\$525	\$57,443	
CBR	CBR	SELL	5/17/16	38,845	\$1.11	\$394	\$42,549	
CBR	CBR	SELL	5/18/16	21,463	\$1.08	\$220	\$22,868	
CBR	CBR	SELL	5/19/16	20,822	\$1.01	\$214	\$20,739	
CBR	CBR	SELL	5/20/16	8,591	\$0.99	\$86	\$8,447	
CBR	CBR	Assign BUY	5/20/16	582,400	\$2.22	\$25	\$1,290,994	Assignment on the balance of May \$2.50 Puts
CBR	CBR	BUY	5/25/16	105,064	\$1.14	\$1,051	\$120,487	
CBR	CBR	BUY	5/25/16	207,145	\$1.14	\$2,076	\$238,222	
CBR	CBR	BUY	5/26/16	39,343	\$1.24	\$393	\$49,120	
CBR	CBR	BUY	5/26/16	121,790	\$1.24	\$1,223	\$152,035	
CBR	CBR	BUY	5/26/16	82,072	\$1.23	\$826	\$101,774	
CBR	CBR	BUY	5/27/16	6,237	\$1.22	\$62	\$7,650	
CBR	CBR	BUY	5/31/16	44,896	\$1.24	\$449	\$55,931	
CBR	CBR	BUY	5/31/16	41,036	\$1.24	\$415	\$51,144	
CBR	CBR	BUY	6/1/16	81,089	\$1.25	\$816	\$102,193	
CBR	CBR	BUY	6/2/16	31,899	\$1.25	\$319	\$40,174	
CBR	CBR	BUY	6/2/16	400,137	\$1.24	\$4,006	\$500,336	
CBR	CBR	BUY	6/2/16	40,544	\$1.25	\$410	\$51,090	
CBR	CBR	BUY	6/3/16	53,124	\$1.22	\$531	\$65,502	
CBR	CBR	BUY	6/10/16	32,942	\$1.50	\$329	\$49,802	
CBR	CBR	BUY	6/13/16	21,077	\$1.51	\$211	\$32,100	
CBR	CBR	BUY	6/13/16	40,544	\$1.51	\$410	\$61,632	
CBR	CBR	BUY	6/14/16	36,895	\$1.57	\$369	\$58,209	
CBR	CBR	BUY	6/15/16	54,114	\$1.63	\$541	\$88,947	



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**Commission Purchase /**

CBR	CBR	BUY	6/15/16	40,544	\$1.64	\$410	\$66,903
CBR	CBR	BUY	6/15/16	20,272	\$1.61	\$208	\$32,846
CBR	CBR	BUY	6/16/16	73,617	\$1.65	\$736	\$121,991
CBR	CBR	BUY	6/17/16	68,594	\$1.85	\$686	\$127,441
CBR	CBR	BUY	6/17/16	20,272	\$1.75	\$208	\$35,684
CBR	CBR	BUY	6/17/16	111,497	\$1.87	\$1,120	\$209,619
CBR	CBR	BUY	6/20/16	167,337	\$1.91	\$1,673	\$320,835
CBR	CBR	BUY	6/20/16	316,647	\$1.94	\$3,171	\$617,467
CBR	CBR	BUY	6/21/16	77,111	\$1.94	\$776	\$150,371

LEGION PARTNERS, L.P. II

**Commission Purchase /**

Ticker	Ticker or Option	Buy/Sell	Trade Date	# of Shares	# of Options	Price	& Other Trading Fees	Sale Total Cost	Notes
CBR	CBR May \$2.5 P	SHORT	4/22/16		-19	\$0.30	\$30	(\$540)	
CBR	CBR	BUY	4/22/16	1,042		\$2.21	\$10	\$2,318	
CBR	CBR May \$2.5 P	SHORT	4/25/16		-37	\$0.30	\$53	(\$1,057)	
CBR	CBR May \$2.5 C	BUY	4/25/16		17	\$0.05	\$18	\$103	
CBR	CBR	BUY	4/25/16	1,941		\$2.29	\$19	\$4,459	
CBR	CBR	BUY	4/25/16	3,733		\$2.25	\$42	\$8,442	
CBR	CBR	BUY	4/25/16	2,246		\$2.23	\$27	\$5,037	
CBR	CBR May \$2.5 P	SHORT	4/26/16		-75	\$0.25	\$102	(\$1,773)	
CBR	CBR	BUY	4/26/16	6,139		\$2.29	\$61	\$14,096	
CBR	CBR May \$2.5 P	SHORT	4/27/16		-56	\$0.25	\$77	(\$1,323)	
CBR	CBR May \$2.5 C	BUY	4/27/16		7	\$0.05	\$7	\$42	
CBR	CBR	BUY	4/27/16	6,871		\$2.30	\$69	\$15,876	
CBR	CBR	BUY	4/27/16	3,733		\$2.32	\$42	\$8,703	
CBR	CBR	BUY	4/28/16	6,801		\$2.31	\$68	\$15,773	
CBR	CBR	BUY	4/28/16	7,467		\$2.32	\$80	\$17,403	
CBR	CBR	BUY	4/28/16	8,987		\$2.31	\$95	\$20,881	
CBR	CBR May \$2.5 P	SHORT	4/29/16		-20	\$0.25	\$31	(\$469)	
CBR	CBR May \$2.5 C	BUY	4/29/16		7	\$0.05	\$7	\$42	

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						Commission	Purchase /	
CBR	CBR	BUY	4/29/16	1,456	\$2.28	\$15	\$3,334	
CBR	CBR	BUY	4/29/16	18,279	\$2.29	\$188	\$42,072	
CBR	CBR May \$2.5 P	SHORT	5/2/16	-1	\$0.25	\$5	(\$20)	
CBR	CBR May \$2.5 C	BUY	5/2/16	15	\$0.05	\$16	\$91	
CBR	CBR	BUY	5/2/16	3,234	\$2.29	\$32	\$7,449	
CBR	CBR	BUY	5/2/16	7,472	\$2.30	\$80	\$17,250	
CBR	CBR	BUY	5/2/16	3,635	\$2.30	\$41	\$8,402	
CBR	CBR May \$2.5 P	SHORT	5/3/16	-13	\$0.25	\$22	(\$303)	
CBR	CBR May \$2.5 C	BUY	5/3/16	5	\$0.05	\$5	\$30	
CBR	CBR	BUY	5/3/16	7,355	\$2.32	\$74	\$17,142	
CBR	CBR	BUY	5/3/16	7,270	\$2.32	\$78	\$16,944	
CBR	CBR	BUY	5/3/16	3,541	\$2.31	\$40	\$8,208	
CBR	CBR	SELL	5/10/16	8,174	\$1.28	\$87	\$10,350	
CBR	CBR	SELL	5/11/16	622	\$1.18	\$6	\$728	
CBR	CBR	SELL	5/11/16	7,844	\$1.18	\$84	\$9,171	
CBR	CBR	SELL	5/12/16	8,284	\$1.18	\$88	\$9,728	
CBR	CBR	SELL	5/13/16	2,615	\$1.15	\$31	\$2,968	
CBR	CBR	SELL	5/16/16	5,235	\$1.12	\$57	\$5,796	
CBR	CBR	SELL	5/17/16	3,922	\$1.11	\$44	\$4,291	
CBR	CBR	SELL	5/18/16	2,167	\$1.08	\$27	\$2,304	
CBR	CBR	SELL	5/19/16	2,102	\$1.01	\$26	\$2,089	
CBR	CBR	SELL	5/20/16	867	\$0.99	\$9	\$853	
CBR	CBR	Assign BUY	5/20/16	49,000	\$2.22	\$25	\$108,626	Assignment on the May \$2.50 Puts
CBR	CBR	BUY	5/25/16	8,659	\$1.14	\$87	\$9,930	
CBR	CBR	BUY	5/25/16	17,073	\$1.14	\$176	\$19,639	
CBR	CBR	BUY	5/26/16	3,243	\$1.24	\$32	\$4,049	
CBR	CBR	BUY	5/26/16	10,038	\$1.24	\$105	\$12,535	
CBR	CBR	BUY	5/26/16	6,764	\$1.23	\$73	\$8,392	
CBR	CBR	BUY	5/27/16	514	\$1.22	\$5	\$630	
CBR	CBR	BUY	5/31/16	3,700	\$1.24	\$37	\$4,609	
CBR	CBR	BUY	5/31/16	3,382	\$1.24	\$39	\$4,220	
CBR	CBR	BUY	6/1/16	7,881	\$1.25	\$84	\$9,937	
CBR	CBR	BUY	6/2/16	3,100	\$1.25	\$31	\$3,904	
CBR	CBR	BUY	6/2/16	38,889	\$1.24	\$394	\$48,632	
CBR	CBR	BUY	6/2/16	3,941	\$1.25	\$44	\$4,971	

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						Commission	Purchase
							/
CBR	CBR	BUY	6/3/16	5,163		\$1.22 \$52	\$6,366
CBR	CBR	BUY	6/10/16	3,202		\$1.50 \$32	\$4,841
CBR	CBR	BUY	6/13/16	2,048		\$1.51 \$20	\$3,119
CBR	CBR	BUY	6/13/16	3,941		\$1.51 \$44	\$5,995
CBR	CBR	BUY	6/14/16	3,586		\$1.57 \$36	\$5,658
CBR	CBR	BUY	6/15/16	5,259		\$1.63 \$53	\$8,644
CBR	CBR	BUY	6/15/16	3,941		\$1.64 \$44	\$6,508
CBR	CBR	BUY	6/15/16	1,970		\$1.61 \$25	\$3,196
CBR	CBR	BUY	6/16/16	7,155		\$1.65 \$72	\$11,857
CBR	CBR	BUY	6/17/16	6,666		\$1.85 \$67	\$12,385
CBR	CBR	BUY	6/17/16	1,970		\$1.75 \$25	\$3,472
CBR	CBR	BUY	6/17/16	10,836		\$1.87 \$113	\$20,377
CBR	CBR	BUY	6/20/16	16,258		\$1.91 \$163	\$31,171
CBR	CBR	BUY	6/20/16	30,764		\$1.94 \$313	\$59,995
CBR	CBR	BUY	6/21/16	7,492		\$1.94 \$80	\$14,614

LEGION PARTNERS SPECIAL OPPORTUNITIES, L.P. III

							Commission	Purchase	
								/	
Ticker	Ticker or Option	Buy/Sell	Trade Date	# of Shares	# of Options	Price	& Other Trading Fees	Sale Total Cost	Notes
CBR	CBR May \$2.5 P	SHORT	4/22/16		-3	\$0.30	\$9	(\$81)	
CBR	CBR	BUY	4/22/16	175		\$2.21	\$5	\$393	
CBR	CBR May \$2.5 P	SHORT	4/25/16		-6	\$0.30	\$13	(\$167)	
CBR	CBR May \$2.5 C	BUY	4/25/16		3	\$0.05	\$5	\$20	
CBR	CBR	BUY	4/25/16	327		\$2.29	\$5	\$753	
CBR	CBR	BUY	4/25/16	629		\$2.25	\$11	\$1,427	
CBR	CBR	BUY	4/25/16	378		\$2.23	\$9	\$852	
CBR	CBR May \$2.5 P	SHORT	4/26/16		-13	\$0.25	\$22	(\$303)	
CBR	CBR	BUY	4/26/16	1,034		\$2.29	\$10	\$2,374	
CBR	CBR May \$2.5 P	SHORT	4/27/16		-9	\$0.25	\$17	(\$208)	
CBR	CBR May \$2.5 C	BUY	4/27/16		1	\$0.05	\$5	\$10	
CBR	CBR	BUY	4/27/16	1,157		\$2.30	\$12	\$2,673	
CBR	CBR	BUY	4/27/16	629		\$2.32	\$11	\$1,471	

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						Commission	Purchase /	
CBR	CBR	BUY	4/28/16	1,145	\$2.31	\$11	\$2,655	
CBR	CBR	BUY	4/28/16	1,258	\$2.32	\$18	\$2,936	
CBR	CBR	BUY	4/28/16	1,513	\$2.31	\$20	\$3,520	
CBR	CBR May \$2.5 P	SHORT	4/29/16	-3	\$0.25	\$9	(\$66)	
CBR	CBR May \$2.5 C	BUY	4/29/16	1	\$0.05	\$5	\$10	
CBR	CBR	BUY	4/29/16	245	\$2.28	\$5	\$564	
CBR	CBR	BUY	4/29/16	3,078	\$2.29	\$36	\$7,089	
CBR	CBR May \$2.5 C	BUY	5/2/16	3	\$0.05	\$5	\$20	
CBR	CBR	BUY	5/2/16	559	\$2.29	\$6	\$1,288	
CBR	CBR	BUY	5/2/16	1,292	\$2.30	\$18	\$2,987	
CBR	CBR	BUY	5/2/16	629	\$2.30	\$11	\$1,458	
CBR	CBR May \$2.5 P	SHORT	5/3/16	-2	\$0.25	\$8	(\$42)	
CBR	CBR May \$2.5 C	BUY	5/3/16	1	\$0.05	\$5	\$10	
CBR	CBR	BUY	5/3/16	1,272	\$2.32	\$13	\$2,965	
CBR	CBR	BUY	5/3/16	1,257	\$2.32	\$18	\$2,934	
CBR	CBR	BUY	5/3/16	612	\$2.31	\$11	\$1,423	
CBR	CBR	SELL	5/10/16	67,176	\$1.28	\$679	\$85,092	
CBR	CBR	SELL	5/11/16	5,114	\$1.18	\$51	\$5,983	
CBR	CBR	SELL	5/11/16	64,467	\$1.18	\$651	\$75,413	
CBR	CBR	SELL	5/12/16	68,076	\$1.18	\$688	\$79,976	
CBR	CBR	SELL	5/13/16	21,489	\$1.15	\$220	\$24,425	
CBR	CBR	SELL	5/16/16	43,020	\$1.12	\$436	\$47,664	
CBR	CBR	SELL	5/17/16	32,233	\$1.11	\$328	\$35,305	
CBR	CBR	SELL	5/18/16	17,810	\$1.08	\$184	\$18,975	
CBR	CBR	SELL	5/19/16	17,276	\$1.01	\$178	\$17,207	
CBR	CBR	SELL	5/20/16	7,129	\$0.99	\$71	\$7,010	
CBR	CBR	Assign BUY	5/20/16	8,100	\$2.22	\$25	\$18,016	Assignment on the May \$2.50 Puts
CBR	CBR	BUY	5/25/16	13,077	\$1.14	\$131	\$14,997	
CBR	CBR	BUY	5/25/16	25,782	\$1.14	\$263	\$29,654	
CBR	CBR	BUY	5/26/16	5,352	\$1.24	\$54	\$6,682	
CBR	CBR	BUY	5/26/16	16,567	\$1.24	\$171	\$20,686	
CBR	CBR	BUY	5/26/16	11,164	\$1.23	\$117	\$13,848	
CBR	CBR	BUY	5/27/16	849	\$1.22	\$8	\$1,041	
CBR	CBR	BUY	5/31/16	6,107	\$1.24	\$61	\$7,608	

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					Commission	Purchase /
CBR	CBR	BUY	5/31/16	5,582	\$1.24 \$61	\$6,961
CBR	CBR	BUY	6/1/16	11,030	\$1.25 \$115	\$13,905
CBR	CBR	BUY	6/2/16	4,339	\$1.25 \$43	\$5,465
CBR	CBR	BUY	6/2/16	54,429	\$1.24 \$549	\$68,063
CBR	CBR	BUY	6/2/16	5,515	\$1.25 \$60	\$6,954
CBR	CBR	BUY	6/3/16	7,226	\$1.22 \$72	\$8,910
CBR	CBR	BUY	6/10/16	4,481	\$1.50 \$45	\$6,774
CBR	CBR	BUY	6/13/16	2,867	\$1.51 \$29	\$4,366
CBR	CBR	BUY	6/13/16	5,515	\$1.51 \$60	\$8,388
CBR	CBR	BUY	6/14/16	5,019	\$1.57 \$50	\$7,918
CBR	CBR	BUY	6/15/16	7,361	\$1.63 \$74	\$12,099
CBR	CBR	BUY	6/15/16	5,515	\$1.64 \$60	\$9,105
CBR	CBR	BUY	6/15/16	2,758	\$1.61 \$33	\$4,473
CBR	CBR	BUY	6/16/16	10,014	\$1.65 \$100	\$16,594
CBR	CBR	BUY	6/17/16	9,331	\$1.85 \$93	\$17,336
CBR	CBR	BUY	6/17/16	2,758	\$1.75 \$33	\$4,859
CBR	CBR	BUY	6/17/16	15,167	\$1.87 \$157	\$28,519
CBR	CBR	BUY	6/20/16	17,222	\$1.91 \$172	\$33,020
CBR	CBR	BUY	6/20/16	32,589	\$1.94 \$331	\$63,554
CBR	CBR	BUY	6/21/16	7,936	\$1.94 \$84	\$15,480