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

<u>Itron, Inc.</u> (Name of Issuer)

<u>Common Stock, no par value per share</u> (Title of Class of Securities)

> 465741106 (CUSIP Number)

JEROME J. LANDE COPPERSMITH CAPITAL MANAGEMENT, LLC 1 World Trade Center, 85th Floor New York, New York 10007 (212) 804-8001

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

October 14, 2015
(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 $\S\S$ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box \square .

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.

(Continued on following pages)

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 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.

1	NAME OF REPORT	TING PERSON		
_		ALUE PARTNERS II, LP		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x	
2	CEC LICE ONLY		(b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
7	SOURCE OF FUIL			
	WC			
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE			
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES	,	SOLE VOTING TOWER		
BENEFICIALLY		160,000		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		100,000		
	10	160,000 SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	160,000			
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
12	DED CENT OF CLA	CC DEDDECEMPED DV AMOUNT IN DOW (11)		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%*			
14	TYPE OF REPORT	ING PERSON		
	PN			

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORT	TING PERSON			
		APITAL PARTNERS, LLC			
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x			
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	П		
	2(d) OR 2(e)	SCHOOLE OF BEOME PROCEEDINGS IS REQUIRED FOR SCHOOL TO THEM			
	(-)				
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES		100,000			
BENEFICIALLY OWNED BY EACH	8	160,000 SHARED VOTING POWER			
REPORTING	0	SHARED VOTING POWER			
PERSON WITH		-0-			
	9	SOLE DISPOSITIVE POWER			
		160,000			
	10	SHARED DISPOSITIVE POWER			
44	A CODEC ATTE AND	-0-			
11	AGGREGATE AMC	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	160,000				
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
1-	2.1201.20111111		-		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	Less than 1%*				
14	TYPE OF REPORTI	NG PERSON			
	00				
	00				

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORT	TING PERSON			
		APITAL MANAGEMENT, LLC			
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x			
		(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
	AF, OO				
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	П		
	2(d) OR 2(e)	occorded of begins incoessatives is required forced in its field			
6	CITIZENSHIP OR P	PLACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES		020.250			
BENEFICIALLY OWNED BY EACH	8	920,259			
REPORTING	8	SHARED VOTING POWER			
PERSON WITH		-0-			
	9	SOLE DISPOSITIVE POWER			
		920,259			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AMC	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	920,259				
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
12	CHECK DOX IF IT	LE AGGREGATE AMOUNT IN ROW (11) EACEODES CERTAIN SHARES	U		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)			
	2.4%*				
14	TYPE OF REPORTI	NG PERSON			
	00				

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORT	TING PERSON				
	JEROME J. LANDE					
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x					
			(b) o			
3	SEC USE ONLY					
	COLUD CE OE ELINID					
4	SOURCE OF FUNDS					
	AF					
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	П			
3	2(d) OR 2(e)	SCEOSORE OF EEGAL PROCEEDINGS IS REQUIRED FORSOMY TO FEM				
	2(a) 511 2(c)					
6	CITIZENSHIP OR P	LACE OF ORGANIZATION				
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES						
BENEFICIALLY		- 0 -				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING PERSON WITH		020.250				
PERSON WITH	9	920,259 SOLE DISPOSITIVE POWER				
	9	SOLE DISPOSITIVE POWER				
		- 0 -				
	10	SHARED DISPOSITIVE POWER				
	10	SIERCED DISTOSTITY ET OWEK				
		920,259				
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	920,259					
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0			
12						
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)				
	2.4%*					
14	TYPE OF REPORTI	NC DERSON				
14	I I I E OF KEPORII	NO LENSON				
	IN					

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON			
	CD A IC DOCEMBLE	The state of the s		
2	CRAIG ROSENBLI			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x (b) o			
3	SEC USE ONLY		(0) 0	
3	SEC OSE ONE!			
4	SOURCE OF FUNDS			
	AF			
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENCUID OD I	DI ACE OF ODC ANIZATION		
U	CITIZENSHIP OR PLACE OF ORGANIZATION			
	USA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		- 0 -		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING PERSON WITH		920,259		
TERSON WITH	9	SOLE DISPOSITIVE POWER		
	3	SOLE DISTOSITIVE TOWER		
		- 0 -		
	10	SHARED DISPOSITIVE POWER		
44	A CODECATE AND	920,259		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	920,259			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
		, ,		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
1.4	2.4%*	INC DEDCON		
14	TYPE OF REPORT	ING PERSOIN		
	IN			
	** '			

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NAME OF REPORTING PERSON			
		(b) o	
SEC USE ONLY			
COLUNCE OF ELIVIDO			
SOURCE OF FUND	3		
WC			
CHECK BOX IF DIS	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
2(d) OR 2(e)	·		
CITIZENSHIP OR P	LACE OF ORGANIZATION		
	COLE VOTING POWER		
/	SOLE VOTING POWER		
	22 202		
8	,		
-			
	- 0 -		
9	SOLE DISPOSITIVE POWER		
10			
10	SHARED DISPOSITIVE POWER		
	- N -		
AGGREGATE AMO	•		
1001110111111110			
22,202			
CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	NC DEDSON		
I I FE OF KEPOKIII	NG LEIGON		
00			
	SCOPIA LONG LLC CHECK THE APPRO SEC USE ONLY SOURCE OF FUND WC CHECK BOX IF DIS 2(d) OR 2(e) CITIZENSHIP OR P DELAWARE 7 8 9 10 AGGREGATE AMO 22,202 CHECK BOX IF TH PERCENT OF CLAS Less than 1%*	SCOPIA LONG LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY SOURCE OF FUNDS WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM (2d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE 7 SOLE VOTING POWER 22,202 8 SHARED VOTING POWER - 0 - 9 SOLE DISPOSITIVE POWER 22,202 10 SHARED DISPOSITIVE POWER - 0 - AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,202 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	

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1	NAME OF REPORT	TING PERSON			
	SCOPIA LB LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x				
			(b) o		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
4	SOURCE OF FUNL	33			
	WC				
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)	·			
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
NILLM DED OF	DELAWARE	COLE MOTING POMED			
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		34,121			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING	Ü	SIMILED VOING TOWER			
PERSON WITH		-0-			
	9	SOLE DISPOSITIVE POWER			
		34,121			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGREGATE AIMC	OUT DETERMENT OWNED DI EAGII REFORTING LERSON			
	34,121				
12		IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
1.4	Less than 1%*	INC DEDCOM			
14	TYPE OF REPORT	ING PERSUN			
	00				
	00				

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1	NAME OF REPORT	TING PERSON			
	SCOPIA PX LLC				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x				
	CECTICE ONLY	(b) o			
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
4	SOURCE OF FUND	93			
	WC				
5	* * =	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)				
6	CITIZENSHIP OR I	CITIZENSHIP OR PLACE OF ORGANIZATION			
	DELAWARE				
NUMBER OF	7	SOLE VOTING POWER			
SHARES		C20.01C			
BENEFICIALLY OWNED BY EACH	8	628,816 SHARED VOTING POWER			
REPORTING	O	SHARED VOTING POWER			
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		628,816			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	AGGREGATE AM(OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
	628,816				
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
12		IL 11001III 1 111100111 11 11011 (11) LIVOLODES CENTRIII SHANES			
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)	-		
	1.6%*				
14	TYPE OF REPORT	ING PERSON			
	00				

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1	NAME OF REPORT	TING PERSON			
	SCOPIA PARTNER				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x				
	200 1100 011111		(b) o		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
4	SOURCE OF FUND	93			
	WC				
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM			
	2(d) OR 2(e)	·			
6	CITIZENSHIP OR PLACE OF ORGANIZATION				
NILLM DED OF	DELAWARE	COLE MOTING POWER			
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY		18,519			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING	J	SIMILE VOINGIONER			
PERSON WITH		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		18,519			
	10	SHARED DISPOSITIVE POWER			
		- 0 -			
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AGGILLOTTE AMI	JOHN DENDITORIED I OWNED DI ENGINEE ONTING LERGON			
	18,519				
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)			
	T 3 40/3				
1.4	Less than 1%*	INC DEDCON			
14	TYPE OF REPORT	ING PERSON			
	00				

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON			
	SCOPIA WINDMI			
2	CHECK THE APP	(a) x		
	ana		(b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUN	מונו		
	WC			
5		DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
3	2(d) OR 2(e)	STOCKED OF ELONE THOUSED INGO IN ILL QUIES FOR STATE TO THEM		
	_(=) ====(=)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES				
BENEFICIALLY		442,486		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING PERSON WITH		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	9	SOLE DISPOSITIVE POWER		
		442,486		
	10	SHARED DISPOSITIVE POWER		
	10	SIMMED DISTOSITIVE TO WER		
		-0-		
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	442,486			
12	CHECK BOX IF T	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
40	DED CEL :	ACC DEPOPULATION DAY AND		
13	PERCENT OF CL.	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	1.2%*			
14	TYPE OF REPORT	TING DERSON		
14	TIFE OF REPOR	THOTERSON		
	PN			

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1	NAME OF REPORT	TING PERSON		
		TIONAL MASTER FUND LP		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x	
_	CEC LICE ONLY		(b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUNE	7.5		
	WC			
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
	BERMUDA			
NUMBER OF	7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING FOWER		
BENEFICIALLY		120,784		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		100 704		
	10	120,784 SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	120,784			
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
10	DED CENT OF CT A	CC DEDDECENTED DV AMOUNT IN DOW (44)		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%*			
14	TYPE OF REPORT	ING PERSON		
	PN			

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1	NAME OF REPORT	TING PERSON		
		NATIONAL MASTER FUND LP		
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x	
	CECTICE ONLY		(b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
4	SOURCE OF FUNE	75		
	WC			
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM		
	2(d) OR 2(e)			
6	CITIZENSHIP OR I	CITIZENSHIP OR PLACE OF ORGANIZATION		
	BERMUDA			
NUMBER OF	BERMUDA 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTING FOWER		
BENEFICIALLY		837,598		
OWNED BY EACH	8	SHARED VOTING POWER		
REPORTING				
PERSON WITH		-0-		
	9	SOLE DISPOSITIVE POWER		
		035 500		
	10	837,598 SHARED DISPOSITIVE POWER		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	837,598			
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0	
12	DED CENTE OF CT A	CC DEDDECEMPED DV AMOUNT IN DOW (44)		
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
	2.2%*			
14	TYPE OF REPORT	ING PERSON		
	PN			

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON						
	CCONALD INTERNATIONAL MACTER EVAND LD						
		SCOPIA LB INTERNATIONAL MASTER FUND LP					
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x (b) o				
3	SEC USE ONLY		(0) 0				
3	SEC OSE ONE!						
4	SOURCE OF FUND	OS .					
	WC						
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
	2(d) OR 2(e)						
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
	CITIZENSIIII OKT	ENCE OF OROTHVENHOW					
	BERMUDA						
NUMBER OF	7	SOLE VOTING POWER					
SHARES							
BENEFICIALLY		92,095					
OWNED BY EACH REPORTING	8	8 SHARED VOTING POWER					
PERSON WITH		- 0 -					
	9						
		92,095					
	10	SHARED DISPOSITIVE POWER					
		-0-					
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	AGGREGATE AIVIC	SOLIT DELIGITED OF THE DIT ENGLISHED ORTHOGICE TERROOM					
	92,095						
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
		. ,					
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
	Less than 1%*						
14	TYPE OF REPORT	ING PERSON					
17	TILL OF KEI OKI						
	PN						

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1	NAME OF REPORTING PERSON						
	SCOPIA LONG INTERNATIONAL MASTER FUND LP						
2	CHECK THE APPR	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) x					
2	CEC LICE ONLY		(b) o				
3	SEC USE ONLY						
4	SOURCE OF FUND	20					
4	SOURCE OF FUNDS						
	WC						
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
	2(d) OR 2(e)						
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
	BERMUDA						
NUMBER OF	7	SOLE VOTING POWER					
SHARES	/	SOLE VOTING FOWER					
BENEFICIALLY		93,168					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING							
PERSON WITH		- 0 -					
	9 SOLE DISPOSITIVE POWER						
		02.400					
	10	93,168 SHARED DISPOSITIVE POWER					
	10	SHARED DISPOSITIVE POWER					
		- 0 -					
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	93,168						
12	CHECK BOX IF TH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
12	DED CENTE OF CLA	CC DEDDECEMPED DV AMOUNT IN DOW (44)					
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
	Less than 1%*						
14	TYPE OF REPORT	ING PERSON					
	PN						

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON					
	SCOPIA CAPITAL GP LLC					
2	CHECK THE APPR	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) x			
			(b) o			
3	SEC USE ONLY					
4	SOLIDCE OF FLINE	nc				
4	SOURCE OF FUNDS					
	AF					
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM				
	2(d) OR 2(e)	·				
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION				
NILLM DED OF	DELAWARE	COLE MOTING POWER				
NUMBER OF SHARES	/	7 SOLE VOTING POWER				
BENEFICIALLY		2,289,789				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING	Ü	SIMILE VOINGIONER				
PERSON WITH	- 0 -					
	9 SOLE DISPOSITIVE POWER					
		2,289,789				
	10	SHARED DISPOSITIVE POWER				
		- 0 -				
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
11	TIGOTE OTHE THAT	Sour Beneficialed Office by English Office Child				
	2,289,789					
12	CHECK BOX IF TH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
	, ,					
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
	G OO/di					
1.4	6.0%*	INC DEDCOM				
14	TYPE OF REPORT	ING PERSON				
	00					

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON						
	GCONA CARVITAL MANAGENTENTAR						
	SCOPIA CAPITAL MANAGEMENT LP						
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x				
	CECTICE ONLY		(b) o				
3	SEC USE ONLY						
4	SOLIDCE OF FLINE	nc					
4	SOURCE OF FUNDS						
	AF, OO						
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
	2(d) OR 2(e)	·					
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
NILLM DED OF	DELAWARE	COLE MOTING POWER					
NUMBER OF SHARES	/	7 SOLE VOTING POWER					
BENEFICIALLY		2,347,843					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING	J	O SHARED VOTING FOWER					
PERSON WITH		- 0 -					
	9 SOLE DISPOSITIVE POWER						
		2,347,843					
	10	SHARED DISPOSITIVE POWER					
		- 0 -					
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	7130KLO7IIL AIVIC	JOINT DESTRUCTED OF THE DI LISTERIO CONTINUI DICOUNT					
	2,347,843						
12	CHECK BOX IF TH	IE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	0				
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
1.4	6.2%*	INC DEDCOM					
14	TYPE OF REPORT	ING PERSUN					
	PN						
	111						

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON						
	SCOPIA MANAGEMENT, INC.						
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x				
	CECTICE ONLY		(b) o				
3	SEC USE ONLY						
4	SOLIDCE OF FLINE	nc					
4	SOURCE OF FUNDS						
	AF						
5	CHECK BOX IF DI	SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
	2(d) OR 2(e)	·					
6	CITIZENSHIP OR I	PLACE OF ORGANIZATION					
NILLM DED OF	NEW YORK	COLE MOTING POWER					
NUMBER OF SHARES	/	7 SOLE VOTING POWER					
BENEFICIALLY		2,347,843					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING	Ü	o Sinked voing tower					
PERSON WITH		- 0 -					
	9 SOLE DISPOSITIVE POWER						
		2,347,843					
	10	SHARED DISPOSITIVE POWER					
		- 0 -					
11	ACCRECATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
11	71331LOTTL AIVIC	JOINT DESTRUCTED OF THE DI LISTERIO CONTINUI DICOUNT					
	2,347,843						
12	CHECK BOX IF TH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
	, ,						
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)					
1.4	6.2%*	INC DEDCON					
14	TYPE OF REPORT	ING PERSUN					
	СО						

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON						
	MATTHEW SIROVICH						
2	CHECK THE APPR	OPRIATE BOX IF A MEMBER OF A GROUP	(a) x				
			(b) o				
3	SEC USE ONLY						
	COLIDGE OF FUND						
4	SOURCE OF FUND	8					
	AF						
5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM	П				
3	2(d) OR 2(e)	SCEOSORE OF EEGAL PROCEEDINGS IS REQUIRED FORSOMY TO FIEM					
	2(a) 511 2(c)						
6	CITIZENSHIP OR P	LACE OF ORGANIZATION					
	USA						
NUMBER OF	7	SOLE VOTING POWER					
SHARES							
BENEFICIALLY		- 0 -					
OWNED BY EACH	8	SHARED VOTING POWER					
REPORTING PERSON WITH							
PERSON WITH	0	2,347,843					
	9	9 SOLE DISPOSITIVE POWER					
		- 0 -					
	10	SHARED DISPOSITIVE POWER					
	10	SIMILED DISTOSTITY ET SWEEK					
		2,347,843					
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	2,347,843						
12	CHECK BOX IF TH	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0					
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13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)					
	6.2%*						
14	TYPE OF REPORTI	NC DERSON					
14	I I I E OF KEPORII	NO LENSON					
	IN						

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

1	NAME OF REPORTING PERSON					
	JEREMY MINDICH					
_						
2	CHECK THE APPL	ROPRIATE BOX IF A MEMBER OF A GROUP	(a) x			
3	SEC USE ONLY		(b) o			
3	SEC USE ONLY					
4	SOURCE OF FUNI	ns .				
7	SOUNCE OF FUNDS					
	AF					
5	CHECK BOX IF D	ISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM				
	2(d) OR 2(e)					
6	CITIZENSHIP OR	PLACE OF ORGANIZATION				
	USA					
NUMBER OF	7	SOLE VOTING POWER				
SHARES	,	SOLE VOTINGTOWER				
BENEFICIALLY		- 0 -				
OWNED BY EACH	8	SHARED VOTING POWER				
REPORTING						
PERSON WITH		2,347,843				
	9 SOLE DISPOSITIVE POWER					
		-0-				
	10	SHARED DISPOSITIVE POWER				
	10	SHARED DISPOSITIVE FOWER				
		2,347,843				
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON				
	2,347,843					
12	CHECK BOX IF TI	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES 0				
12	DEDCEME OF CLA	CC DEDDECENTED DV AMOUNT IN DOW (11)				
13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)				
	6.2%*					
14	TYPE OF REPORT	ING PERSON				
	IN					

^{*} An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D. See Item 5 for further detail.

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. An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

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 Coppersmith Value II and held in the Coppersmith Accounts 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. The aggregate purchase price of the 160,000 Shares beneficially owned by Coppersmith Value II is approximately \$4,760,874, including brokerage commissions. The aggregate purchase price of the 760,259 Shares held in the Coppersmith Accounts is approximately \$24,999,999, including brokerage commissions.

The Shares purchased by each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and held in the Managed 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 22,202 Shares beneficially owned by Scopia Long is approximately \$711,353, excluding brokerage commissions.

The aggregate purchase price of the 34,121 Shares beneficially owned by Scopia LB is approximately \$1,088,497, excluding brokerage commissions

The aggregate purchase price of the 628,816 Shares beneficially owned by Scopia PX is approximately \$20,025,491, excluding brokerage commissions.

The aggregate purchase price of the 18,519 Shares beneficially owned by Scopia Partners is approximately \$590,183, excluding brokerage commissions.

The aggregate purchase price of the 442,486 Shares beneficially owned by Scopia Windmill is approximately \$14,112,479, excluding brokerage commissions.

The aggregate purchase price of the 120,784 Shares beneficially owned by Scopia International is approximately \$3,850,407, excluding brokerage commissions.

The aggregate purchase price of the 837,598 Shares beneficially owned by Scopia PX International is approximately \$26,686,590, excluding brokerage commissions.

The aggregate purchase price of the 92,095 Shares beneficially owned by Scopia LB International is approximately \$2,919,694, excluding brokerage commissions.

The aggregate purchase price of the 93,168 Shares beneficially owned by Scopia Long International is approximately \$2,984,248, excluding brokerage commissions.

The aggregate purchase price of the 58,054 Shares held in the Managed Account is approximately \$1,850,428, 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 38,138,896 Shares outstanding as of July 31, 2015, 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 August 6, 2015.

A. Coppersmith Value II

(a) As of the close of business on October 15, 2015, Coppersmith Value II beneficially owned 160,000 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 160,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 160,000
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Coppersmith Value II has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

B. Coppersmith Partners

(a) Coppersmith Partners, as the general partner of Coppersmith Value II, may be deemed the beneficial owner of the 160,000 Shares owned by Coppersmith Value II.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 160,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 160,000
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Coppersmith Partners has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

C. Coppersmith Capital

(a) As of the close of business on October 15, 2015, 760,259 Shares were held in the Coppersmith Accounts. Coppersmith Capital, as the Investment Manager of Coppersmith Value II and the Coppersmith Accounts, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b) 1. Sole power to vote or direct vote: 920,259
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 920,259
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Coppersmith Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

D. Mr. Lande

(a) Mr. Lande, as the Managing Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 920,259
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 920,259
- (c) Mr. Lande has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

E. Mr. Rosenblum

(a) Mr. Rosenblum, as a Member of each of Coppersmith Partners and Coppersmith Capital, may be deemed the beneficial owner of the (i) 160,000 Shares owned by Coppersmith Value II and (ii) 760,259 Shares held in the Coppersmith Accounts.

Percentage: Approximately 2.4%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 920,259
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 920,259
- (c) Mr. Rosenblum has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D.

F. Scopia Long

(a) As of the close of business on October 15, 2015, Scopia Long beneficially owned 22,202 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 22,202
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 22,202
 - 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Scopia Long since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Scopia LB

(a) As of the close of business on October 15, 2015, Scopia LB beneficially owned 34,121 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 34,121
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 34,121
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia LB since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

H. Scopia PX

(a) As of the close of business on October 15, 2015, Scopia PX beneficially owned 628,816 Shares.

Percentage: Approximately 1.6%

- (b) 1. Sole power to vote or direct vote: 628,816
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 628,816
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia PX since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

I. Scopia Partners

(a) As of the close of business on October 15, 2015, Scopia Partners beneficially owned 18,519 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 18,519
 - 2. Shared power to vote or direct vote: $\boldsymbol{0}$
 - 3. Sole power to dispose or direct the disposition: 18,519
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia Partners since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

J. Scopia Windmill

(a) As of the close of business on October 15, 2015, Scopia Windmill beneficially owned 442,486 Shares.

Percentage: Approximately 1.2%

- (b) 1. Sole power to vote or direct vote: 442,486
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 442,486
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia Windmill since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Scopia International

(a) As of the close of business on October 15, 2015, Scopia International beneficially owned 120,784 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 120,784
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 120,784
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

L. Scopia PX International

(a) As of the close of business on October 15, 2015, Scopia PX International beneficially owned 837,598 Shares.

Percentage: Approximately 2.2%

- (b) 1. Sole power to vote or direct vote: 837,598
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 837,598
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia PX International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

M. Scopia LB International

(a) As of the close of business on October 15, 2015, Scopia LB International beneficially owned 92,095 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 92,095
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 92,095
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia LB International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. Scopia Long International

(a) As of the close of business on October 15, 2015, Scopia Long International beneficially owned 93,168 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 93,168
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 93,168
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

O. Scopia Capital

(a) Scopia Capital, as the Managing Member of each of Scopia Long, Scopia LB, Scopia PX and Scopia Partners, and the general partner of each of Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; and (ix) 93,168 Shares owned by Scopia Long International.

Percentage: Approximately 6.0%

- (b) 1. Sole power to vote or direct vote: 2,289,789
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,289,789
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Scopia Capital has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

P. Scopia Management

(a) As of the close of business on October 15, 2015, 58,054 Shares were held in the Managed Account. Scopia Management, as the Investment Manager of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and the Managed Account, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b) 1. Sole power to vote or direct vote: 2,347,843
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,843
 - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Scopia Management through the Managed Account and on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International and Scopia Long International since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Q. Scopia Inc.

(a) Scopia Inc., as the general partner of Scopia Management, may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b) 1. Sole power to vote or direct vote: 2,347,843
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 2,347,843
 - 4. Shared power to dispose or direct the disposition: 0
- (c) Scopia Inc. has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

R. Mr. Sirovich

(a) Mr. Sirovich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the: (i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519 Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,347,843
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,347,843
- (c) Mr. Sirovich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

S. Mr. Mindich

(a) Mr. Mindich, as a Managing Member of Scopia Capital and Managing Director of Scopia Inc., may be deemed the beneficial owner of the:
(i) 22,202 Shares owned by Scopia Long; (ii) 34,121 Shares owned by Scopia LB; (iii) 628,816 Shares owned by Scopia PX; (iv) 18,519
Shares owned by Scopia Partners; (v) 442,486 Shares owned by Scopia Windmill; (vi) 120,784 Shares owned by Scopia International; (vii) 837,598 Shares owned by Scopia PX International; (viii) 92,095 Shares owned by Scopia LB International; (ix) 93,168 Shares owned by Scopia Long International; and (x) 58,054 Shares held in the Managed Account.

Percentage: Approximately 6.2%

- (b) 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 2,347,843
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 2,347,843
- (c) Mr. Mindich has not entered into any transactions in the Shares since the filing of Amendment No. 1 to the Schedule 13D. The transactions in the Shares on behalf of each of Scopia Long, Scopia LB, Scopia PX, Scopia Partners, Scopia Windmill, Scopia International, Scopia PX International, Scopia LB International, Scopia Long International and through the Managed Account since the filing of Amendment No. 1 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

An aggregate of 3,268,102 Shares, constituting approximately 8.6% of the Shares outstanding, are reported in this Amendment No. 2 to the Schedule 13D.

The Reporting Persons, as members of a "group" for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Person. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

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: October 16, 2015

COPPERSMITH VALUE PARTNERS II, LP

By: Coppersmith Capital Partners, LLC

General Partner

By: /s/ Jerome J. Lande

Name: Jerome J. Lande Title: Managing Member

COPPERSMITH CAPITAL PARTNERS, LLC

By: /s/ Jerome J. Lande

Name: Jerome J. Lande Title: Managing Member

COPPERSMITH CAPITAL MANAGEMENT, LLC

By: /s/ Jerome J. Lande

Name: Jerome J. Lande Title: Managing Member

/s/ Jerome J. Lande

JEROME J. LANDE

/s/ Craig Rosenblum

CRAIG ROSENBLUM

CUSIP NO. 465741106 SCOPIA LONG LLC SCOPIA WINDMILL FUND LP SCOPIA LB LLC SCOPIA INTERNATIONAL MASTER FUND LP SCOPIA PX INTERNATIONAL MASTER FUND LP SCOPIA PX LLC SCOPIA PARTNERS LLC SCOPIA LB INTERNATIONAL MASTER FUND LP SCOPIA LONG INTERNATIONAL MASTER FUND LP Scopia Capital Management LP Investment Manager Scopia Management, Inc. By: General Partner /s/ Matthew Sirovich By: Name: Matthew Sirovich Title: Managing Director SCOPIA CAPITAL MANAGEMENT LP By: Scopia Management, Inc. General Partner By: /s/ Matthew Sirovich Name: Matthew Sirovich Title: Managing Director SCOPIA CAPITAL GP LLC SCOPIA MANAGEMENT, INC. By: /s/ Matthew Sirovich By: /s/ Matthew Sirovich Name: Matthew Sirovich Name: Matthew Sirovich

Title: Managing Member Title: Managing Director

> /s/ Matthew Sirovich MATTHEW SIROVICH

/s/ Jeremy Mindich

JEREMY MINDICH

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SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 1 to the Schedule 13D

Shares of Common Stock <u>Purchased/(Sold)</u>	Price Per <u>Share(\$)</u>	Date of Purchase / Sale
	SCOPIA LONG LLC	
258	31.4897	09/30/2015
406	31.5477	10/01/2015
404	31.4220	10/02/2015
663	33.5953	10/06/2015
352	33.7244	10/07/2015
281	34.7750	10/08/2015
204	34.8369	10/09/2015
204	34.7311	10/12/2015
326	34.6741	10/13/2015
401	34.4706	10/14/2015
197	34.7384	10/15/2015
	SCOPIA LB LLC	
	SCOTATE ELC	
387	31.4897	09/30/2015
621	31.5477	10/01/2015
619	31.4220	10/02/2015
2,868	32.9233	10/05/2015
759	33.5953	10/06/2015
388	33.7244	10/07/2015
310	34.7750	10/08/2015
225	34.8369	10/09/2015
225	34.7311	10/12/2015
359	34.6741	10/13/2015
441	34.4706	10/14/2015
217	34.7384	10/15/2015
	SCOPIA PX LLC	
7,958	31.4897	09/30/2015
13,428	31.5477	10/01/2015
13,364	31.4220	10/02/2015
8,106	33.5953	10/06/2015
12,428	33.7244	10/07/2015
9,923	34.7750	10/08/2015
7,198	34.8369	10/09/2015
7,198	34.7311	10/12/2015
11,518	34.6741	10/13/2015
14,146	34.4706	10/14/2015
6,968	34.7384	10/15/2015
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SCOPIA PARTNERS LLC

SCOPIA PARTNERS LLC					
236	31.4897	09/30/2015			
390	31.5477	10/01/2015			
389	31.4220	10/01/2015			
	33.5953				
155 366	33.7244	10/06/2015			
292		10/07/2015			
292	34.7750	10/08/2015			
	34.8369	10/09/2015			
212	34.7311	10/12/2015			
339	34.6741	10/13/2015			
417 205	34.4706	10/14/2015			
205	34.7384	10/15/2015			
	SCOPIA WINDMILL FUND LP				
E 450	24 4005	00/00/0045			
5,453	31.4897	09/30/2015			
9,093	31.5477	10/01/2015			
9,049	31.4220	10/02/2015			
16,022	32.9233	10/05/2015			
13,744	33.5953	10/06/2015			
7,016	33.7244	10/07/2015			
5,602	34.7750	10/08/2015			
4,064	34.8369	10/09/2015			
4,064	34.7311	10/12/2015			
6,502	34.6741	10/13/2015			
7,986	34.4706	10/14/2015			
3,934	34.7384	10/15/2015			
90		n.			
<u>5C</u>	OPIA INTERNATIONAL MASTER FUND I	<u>.r</u>			
1,525	31.4897	09/30/2015			
2,590	31.5477	10/01/2015			
2,577	31.4220	10/02/2015			
1,731	33.5953	10/06/2015			
2,387	33.7244	10/07/2015			
1,906	34.7750	10/08/2015			
1,383	34.8369	10/09/2015			
1,383	34.7311	10/12/2015			
2,212	34.6741	10/13/2015			
2,717	34.4706	10/14/2015			
1,338	34.7384	10/15/2015			
1,000	54.7504	10/13/2013			
SCO	PIA PX INTERNATIONAL MASTER FUND	<u>) LP</u>			
10,585	31.4897	09/30/2015			
17,933	31.5477	10/01/2015			
17,933 17,847	31.4220	10/01/2015			
11,577	33.5953	10/06/2015			
16,557	33.7244	10/07/2015			
13,218	34.7750	10/07/2015			
9,587	34.8369	10/08/2015			
9,587	34.7311	10/12/2015			
15,342	34.6741	10/13/2015			
18,843	34.4706 34.7384	10/14/2015 10/15/2015			
9,283	34./304	10/13/2015			

SCOPIA LB INTERNATIONAL MASTER FUND LP

805	31.4897	09/30/2015
2,576	31.5477	10/01/2015
2,563	31.4220	10/02/2015
22,701	32.9233	10/05/2015
2,050	33.5953	10/06/2015
1,046	33.7244	10/07/2015
836	34.7750	10/08/2015
606	34.8369	10/09/2015
606	34.7311	10/12/2015
970	34.6741	10/13/2015
1,191	34.4706	10/14/2015
587	34.7384	10/15/2015
SCO	OPIA LONG INTERNATIONAL MASTER FUN	<u>D LP</u>
1,079	31.4897	09/30/2015
1,713	31.5477	10/01/2015
1,705	31.4220	10/02/2015
13	32.9233	10/05/2015
2,895	33.5953	10/06/2015
1,477	33.7244	10/07/2015
1,180	34.7750	10/08/2015
856	34.8369	10/09/2015
856	34.7311	10/12/2015
1,369	34.6741	10/13/2015
1,681	34.4706	10/14/2015
828	34.7384	10/15/2015
	SCOPIA CAPITAL MANAGEMENT LP	
	(Through the Managed Account)	
734	31.4897	09/30/2015
1,250	31.5477	10/01/2015
1,244	31.4220	10/02/2015
910	33.5953	10/06/2015
1,147	33.7244	10/07/2015
916	34.7750	10/08/2015
665	34.8369	10/09/2015
665	34.7311	10/12/2015
1,063	34.6741	10/13/2015
1,306	34.4706	10/14/2015
643	34.7384	10/15/2015
	34	
	J 4	