

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative (Instr. 3) | 2. Conversion Date (Month/Day/Year) | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | Code (Instr. 8) | V (Instr. 8) | (A) Number of Derivative Securities Acquired (Instr. 3, 4 and 5) | (D) Date Exercisable (Month/Day/Year) | (E) Date of Expiration (Month/Day/Year) | Title and Amount of Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (Instr. 4) | 11. Nature of Indirect Ownership (Instr. 4) |
|---|-------------------------------------|--------------------------------------|--|-----------------|--------------|--|---------------------------------------|---|---|--|--|---|---|
| <p>1. The reporting person disclaims beneficial ownership of these shares.</p> <p>2. On October 12, 2016, the Joan B. Hall 2015 Grantor Retained Annuity Trust (the "2015 GRAT") made an annuity payment of 126,000 shares of common stock of the Issuer to the Revocable Trust. The reporting person is the sole trustee and an assignee of the 2015 GRAT and sold the shares to the Revocable Trust. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.</p> <p>3. The prices reported are weighted average prices. The shares were sold in multiple transactions at prices ranging from \$12.22 to \$12.57, inclusive. The reporting person undertakes to provide the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.</p> | | | | | | | | | | | | | |
| <p>Remarks:</p> | | | | | | | | | | | | | |
| <p>Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. * If the form is filed by more than one reporting person, see Instruction 4 (b)(v). (A) (D) Expiration Date</p> | | | | | | | | | | | | | |
| | | | | | | | | | | | | <p align="center">/s/ Joan B. Hall ** Signature of Reporting Person</p> | |
| | | | | | | | | | | | | <p align="center">12/21/2016 Date</p> | |

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.