FOSTER L B CO Form SC 13D/A March 14, 2017 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. 5)1

L.B. Foster Company (Name of Issuer)

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

350060109 (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)

March 14, 2017 (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.Sec. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

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.

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

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.

but shall be subject to all other provisions of the Act (however, see the Notes).

NAME OF REPORTING PERSON

1

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2	Legion Partners, L.P. I CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o			
3	SEC USE ONI	Y		(8) 8
4	SOURCE OF I			
·	WC	CINDS		
5		IE DISCI OSURI	E OF LEGAL PROCEEDINGS I	S
3			ΓΕΜ 2(d) OR 2(e)	
6	-		ORGANIZATION	
O	CITIZETOIIII	OK I El ICE OI		
	Delaware			
NUMBER OF	Bolaware	7	SOLE VOTING POWER	
SHARES		•	2022 / 0111/010 // 211	
BENEFICIALLY	•		- 0 -	
OWNED BY		8	SHARED VOTING POWER	
EACH				
REPORTING			924,480	
PERSON WITH		9	SOLE DISPOSITIVE POWER	
			- 0 -	
		10	SHARED DISPOSITIVE POW	ER
			924,480	
11	AGGREGATE	E AMOUNT BEN	EFICIALLY OWNED BY EAC	H REPORTING PERSON
	924,480			
12			GATE AMOUNT IN ROW (11)	O
	EXCLUDES CERTAIN SHARES			
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROV	V (11)
	8.96%			
14	TYPE OF REF	PORTING PERSO	DN	
	DN			
	PN			

1	NAME OF REPORTING PERSON				
2	Legion Partners, L.P. II CHECK THE APPROPRIATE I GROUP*	BOX IF A MEMBER OF A	(a) o (b) o		
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				
	Delaware				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY	•	- 0 -			
OWNED BY EACH	8	SHARED VOTING POWER			
REPORTING		108,856			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
	10	- 0 - SHARED DISPOSITIVE POWI	ER		
11	AGGREGATE AMOUNT BEN	108,856 EFICIALLY OWNED BY EACH	H REPORTING PERSON		
	108,856				
12	CHECK BOX IF THE AGGREG EXCLUDES CERTAIN SHARE	GATE AMOUNT IN ROW (11) ES	0		
13		SENTED BY AMOUNT IN ROW	V (11)		
	1.05%				
14	TYPE OF REPORTING PERSO	ON			
	PN				

1	NAME OF REPORTING PERSON				
2	Legion Partners Special Opportu CHECK THE APPROPRIATE I GROUP*		(a) o (b) o		
3	SEC USE ONLY				
4	SOURCE OF FUNDS WC				
5		E OF LEGAL PROCEEDINGS IS	 •		
6	CITIZENSHIP OR PLACE OF (* /			
	Delaware				
NUMBER OF	7	SOLE VOTING POWER			
SHARES BENEFICIALLY	•	- 0 -			
OWNED BY	8	SHARED VOTING POWER			
EACH					
REPORTING		318,861			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
		- 0 -			
	10	SHARED DISPOSITIVE POWE	ER		
11	ACCDECATE AMOUNT DEN	318,861 EFICIALLY OWNED BY EACH	I DEDODTING DEDCON		
11	AGGREGATE AMOUNT BEN	EFICIALLY OWNED BY EACH	1 REPORTING PERSON		
	318,861				
12		GATE AMOUNT IN ROW (11)	0		
	EXCLUDES CERTAIN SHARE				
13	PERCENT OF CLASS REPRES	SENTED BY AMOUNT IN ROW	/ (11)		
	3.09%				
14	TYPE OF REPORTING PERSO	ON			
	PN				

Legion Partners, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a) o GROUP* (b) o SEC USE ONLY SOURCE OF FUNDS OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS" REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION Delaware NUMBER OF 7 SOLE VOTING POWER SHARES BENEFICIALLY -0 - OWNED BY 8 SHARED VOTING POWER EACH REPORTING 1,352,197 PERSON WITH 9 SOLE DISPOSITIVE POWER 1,352,197 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,352,197 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.10% 14 TYPE OF REPORTING PERSON OO	1	NAME OF REPORTING PERSON				
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.10% 14 TYPE OF REPORTING PERSON	11	AUGREGATE	AMOUNT BENI	ENCIALLI OWNED BI EACI	I KEFOKTINO FEKSON	
12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.10% 14 TYPE OF REPORTING PERSON		1 352 197				
EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.10% TYPE OF REPORTING PERSON	12		THE AGGREC	GATE AMOUNT IN ROW (11)	0	
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 13.10% TYPE OF REPORTING PERSON	12			· ·		
13.10% 14 TYPE OF REPORTING PERSON	13				V (11)	
14 TYPE OF REPORTING PERSON			-			
		13.10%				
OO	14	TYPE OF REPO	ORTING PERSO	N		
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1	NAME OF REPORTING PERSON				
2	Legion Partners Asset Management, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o				
3	SEC USE ONLY	7		· ,	
4	SOURCE OF FU	JNDS			
	OO				
5	CHECK BOX IF	DISCLOSURE	OF LEGAL PROCEEDINGS IS	S	
	REQUIRED PU	RSUANT TO IT	TEM 2(d) OR 2(e)		
6	CITIZENSHIP C	OR PLACE OF (ORGANIZATION		
	Delaware				
NUMBER OF	7	7	SOLE VOTING POWER		
SHARES					
BENEFICIALLY			- 0 -		
OWNED BY	8	3	SHARED VOTING POWER		
EACH			1 262 522		
REPORTING PERSON WITH	ç)	1,362,532 SOLE DISPOSITIVE POWER		
PERSON WITH	>	,	SOLE DISPOSITIVE POWER		
			- 0 -		
	10	0	SHARED DISPOSITIVE POWI	ΞR	
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			1,362,532		
11	AGGREGATE A	AMOUNT BENI	EFICIALLY OWNED BY EACH	H REPORTING PERSON	
	1,362,532				
12			GATE AMOUNT IN ROW (11)	0	
	EXCLUDES CE				
13	PERCENT OF C	CLASS REPRES	ENTED BY AMOUNT IN ROW	V (11)	
	12.200				
4.4	13.20%	DENIG DEDIGO			
14	TYPE OF REPO	RTING PERSO	N .		
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	00				

1	NAME OF REPORTING PERSON				
2			BOX IF A MEMBER OF A	(a) o (b) o	
3 4					
4	SOURCE OF F	UNDS			
5		F DISCLOSURE	E OF LEGAL PROCEEDINGS IS	S	
			ΓΕΜ 2(d) OR 2(e)		
6	•		ORGANIZATION		
	Delaware				
NUMBER OF		7	SOLE VOTING POWER		
SHARES					
BENEFICIALLY			- 0 -		
OWNED BY		8	SHARED VOTING POWER		
EACH			1 2 (2 522		
REPORTING		0	1,362,532		
PERSON WITH		9	SOLE DISPOSITIVE POWER		
			- 0 -		
		10	SHARED DISPOSITIVE POWI	FR	
		10	SHARED DISTOSITIVE FOWI	LIK	
			1,362,532		
11	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH	H REPORTING PERSON	
	1,362,532				
12	CHECK BOX I	F THE AGGREC	GATE AMOUNT IN ROW (11)	o	
		ERTAIN SHARE			
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	V (11)	
	13.20%				
14	TYPE OF REPO	ORTING PERSO	ON		
	00				

1	NAME OF REPORTIN	NG PERSO	ON			
2	Bradley S. Vizi CHECK THE APPRO GROUP*	PRIATE E	BOX IF A MEMBER OF A	(a) o (b) o		
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS" REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)					
6	CITIZENSHIP OR PL					
NUMBER OF	USA 7		SOLE VOTING POWER			
SHARES BENEFICIALLY			- 0 -			
OWNED BY EACH	8		SHARED VOTING POWER			
REPORTING PERSON WITH	9		1,362,532 SOLE DISPOSITIVE POWER			
TERROTT WITH						
	10		- 0 - SHARED DISPOSITIVE POWI	ER		
11	AGGREGATE AMOU	UNT BENI	1,362,532 EFICIALLY OWNED BY EACH	H REPORTING PERSON		
	1,362,532					
12			GATE AMOUNT IN ROW (11)	0		
13			ENTED BY AMOUNT IN ROW	V (11)		
14	13.20% TYPE OF REPORTIN	IG PERSO	N			
	IN					

1	NAME OF REPORTING	PERSON	
2	Christopher S. Kiper CHECK THE APPROPR GROUP*	IATE BOX IF A MEMBER OF A	(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLO	OSURE OF LEGAL PROCEEDINGS	S IS
6	REQUIRED PURSUANT CITIZENSHIP OR PLAC	* * * * * * * * * * * * * * * * * * * *	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES BENEFICIALLY		- 0 -	
OWNED BY EACH	8	SHARED VOTING POWER	
REPORTING		1,362,532	
PERSON WITH	9	SOLE DISPOSITIVE POWE	ER .
	10	- 0 - SHARED DISPOSITIVE PO	WER
		1,362,532	
11	AGGREGATE AMOUNT	T BENEFICIALLY OWNED BY EA	ACH REPORTING PERSON
12	1,362,532		1)
12	EXCLUDES CERTAIN S	GGREGATE AMOUNT IN ROW (1	1) 0
13		EPRESENTED BY AMOUNT IN RO	OW (11)
14	13.20% TYPE OF REPORTING I	PERSON	
	IN		

1	NAME OF REPORTING PERSON				
	Raymond White				
2		PPROPRIATE E	BOX IF A MEMBER OF A	(a) o	
	GROUP*	-		(b) o	
3	SEC USE ONLY				
4	SOURCE OF FU	INDS			
5		DISCLOSURE	OF LEGAL PROCEEDINGS IS	z	
3			TEM 2(d) OR 2(e)	,	
6	-		ORGANIZATION		
	USA				
NUMBER OF	7	7	SOLE VOTING POWER		
SHARES BENEFICIALLY			- 0 -		
OWNED BY	8		SHARED VOTING POWER		
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REPORTING			1,362,532		
PERSON WITH	9)	SOLE DISPOSITIVE POWER		
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			1,362,532		
11	AGGREGATE A	AMOUNT BENI	EFICIALLY OWNED BY EACH	H REPORTING PERSON	
12	1,362,532	THE ACCDEC	CATE AMOUNT IN DOW (11)		
12	EXCLUDES CE		GATE AMOUNT IN ROW (11)	0	
13			ENTED BY AMOUNT IN ROW	V (11)	
-				· /	
	13.20%				
14	TYPE OF REPO	RTING PERSO	N		
	IN				
	111				

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

Item 4. Purpose of Transaction.

Item 4 is hereby amended and restated in its entirety as follows:

The disclosure set forth in Item 6 is incorporated herein by reference.

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

Item 6 is hereby amended and restated in its entirety as follows:

On March 14, 2017, 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.

On March 14, 2017, Legion Partners Asset Management entered into an Automatic Share Purchase Plan Agreement (the "Agreement") with Cantor Fitzgerald & Co. ("Cantor Fitzgerald") for the purpose of establishing a trading plan to effect purchases of Shares of the Issuer in compliance with all applicable laws, including, without limitation, Section 10(b) of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder, including but not limited to, Rule 10b5-1. The Agreement allows for the purchase of up to an aggregate of \$3.0 million worth of Shares by Cantor Fitzgerald on behalf of Legion Partners Asset Management. The Shares purchased pursuant to the Agreement may only be purchased in accordance with trading requirements adopted by Legion Partners Asset Management, and there can be no assurance as to how many Shares, if any, will be purchased pursuant to the Agreement or at what price any such Shares will be purchased. A copy of the Agreement is attached hereto as Exhibit 99.2 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.

Item 7 is amended and restated in its entirety as follows:

- 99.1 Joint Filing Agreement by and among Legion Partners, L.P. I, Legion Partners, L.P. II, Legion Partners Special Opportunities, L.P. II, Legion Partners, LLC, Legion Partners Asset Management, LLC, Legion Partners Holdings, LLC, Bradley S. Vizi, Christopher S. Kiper and Raymond White, dated March 14, 2017.
- 99.2 Agreement dated March 14, 2017 by and between Legion Partners Asset Management and Cantor Fitzgerald.

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: March 14, 2017

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. II,

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

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