FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

| Washington, I | D.C. | 20549 |
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| Check this box if no longer subject |
|-------------------------------------|
| to Section 16. Form 4 or Form 5 |
| obligations may continue. See |
| Instruction 1(h) |

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| | DNEY S BERTY F | (Firs | ZA 1 | Aiddle) | | 3. Da 01/0 | M IN ate of E | arliest | Trans | RIES (| Month | Symbol /DE/ [A //Day/Year) d (Month/Da | _ | | 5. Relationship of Reporting Person(s) to I: (Check all applicable) Director 10% O X Officer (give title below) EVP, President-Sales & Mkt 6. Individual or Joint/Group Filing (Check A Line) X Form filed by One Reporting Person | | | | | pplicable |
|-----------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------------------------------|-----------------------------------|-----------------------------------|------------------------------|--------------------------------------------------|-------------|-----------------------------------------|-----------------------|------------------------------------------------------------------|-------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------|------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------|--------------------------------------------------------------------------|--------------------------------------------------------------------|
| | | | Table | I - No | n-Deriva | tive S | Secui | rities | Acc | uired | , Dis | posed of | , or B | enef | cially | / Own | ed | | | |
| Date | | | | 2. Transact Date (Month/Day | | Execu | Deemed ecution Date, any onth/Day/Year) | | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) Disposed Of (D) (Instr. 3, 4 5) | | and Securiti Benefic Owned | | ties cially I Following | Fori (D) | m: Direct or Indirect nstr. 4) | 7. Nature of Indirect Beneficial Ownership | | |
| | | | | | | | | | Code | v | Amount | (A) o | r Pric | e | | action(s) 3 and 4) | | | (Instr. 4) | |
| Common Stock 01 | | | | | 01/08/2 | 2021 | | | | A | | 3,926(1) | A | \$0 | .0000 | 18 | 8,174 | | D | |
| Common Stock 01/09 | | | | | 01/09/2 | 021 | | | | F | | 676 ⁽²⁾ | D | \$4 | 0.71 | 71 17,498 | | 498 D | | |
| Common Stock 01/10/2 | | | | | | 021 | | | | A | | 2,357(3) | A | \$0 | 0000 1 | | 19,855 | | D | |
| Common Stock 01/10/20 | | | | | | 021 | | | | F | | 788 ⁽⁴⁾ | D | \$4 | 0.71 | .71 19,067 ⁽⁵⁾ | | D | | |
| | Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) | | | | | | | | | | | | | | | | | | | |
| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | on se | 3. Transaction Date (Month/Day/Year) | if any | emed tion Date, n/Day/Year) | 4. Transa Code (8) | (Instr. | of Deriv | r osed) r. 3, 4 | 6. Date Expira (Month | tion D n/Day/ | | 7. Title and Amount of Securities Underlying Derivative Security (Inst 3 and 4) Amount or Numbro of Title Shares | | Dei See (Ins | Price of rivative curity str. 5) | 9. Number derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4) | у | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |

Explanation of Responses:

- 1. Restricted stock units (RSUs) granted under the 2006 Equity Incentive Plan, representing a contingent right to receive shares of common stock. Units vest in three equal annual installments beginning a year from the grant date, and will settle in shares of common stock. Dividend equivalent rights (DERs) will accrue.
- 2. Represents common stock withheld by the Issuer to cover tax withholding obligations arising from the vesting of a previous grant of restricted stock units.
- 3. Represents the number of shares earned in connection with performance shares previously granted on 1/10/2018, based on achievement of certain targets in the period ended 10/31/2020. Such performance shares vested on 1/10/2021.
- 4. Represents common stock withheld by the Issuer to cover tax withholding obligations arising from the vesting of performance shares.
- 5. Includes 14,270 unvested RSUs and Dividend Equivalent Rights relating to the unvested RSUs, adjusted to reflect the cumulative effect of fractional shares.

By: David R. Goldman, by power of attorney

01/12/2021

** Signature of Reporting Person

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).
- ** 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.