

TIMKEN CO  
Form SC 13D/A  
August 14, 2014

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 9)\***

**The Timken Company**

(Name of Issuer)

**Common Stock, \$0.00 par value**

(Title of Class of Securities)

**887389104**

(CUSIP Number)

|  |
|--|
| <b>Ralph V. Whitworth</b>                |
| <b>Relational Investors, LLC</b>         |
| <b>12400 High Bluff Drive, Suite 600</b> |
| <b>San Diego, CA 92130</b>               |
| <b>(858) 704-3333</b>                    |

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

**August 12, 2014**

(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 §§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 §240.13d-7 for other parties to whom copies are to be sent.

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\* 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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CUSIP No.

1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors, LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |   |
|-----|---|
| (a) | x |
| (b) | o |
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
6. Citizenship or Place of Organization  
Delaware
 

|     |                          |           |
|-----|--------------------------|-----------|
| 7.  | Sole Voting Power        | 4,158,522 |
| 8.  | Shared Voting Power      | -0-       |
| 9.  | Sole Dispositive Power   | 4,158,522 |
| 10. | Shared Dispositive Power | -0-       |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,158,522
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o
13. Percent of Class Represented by Amount in Row (11)  
4.58%
14. Type of Reporting Person (See Instructions)  
IA/HC/OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
1,175,824

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
1,175,824

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,175,824

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
1.30%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors Mid-Cap Fund II, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
1,281,483

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
1,281,483

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,281,483

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
1.41%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Coast Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
69,088

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
69,088

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
69,088

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.08%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Fund Partners, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power  
7,155

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
7,155

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
7,155

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.01%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
RH Fund 1, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
30,776

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
30,776

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
30,776

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.03%

14. Type of Reporting Person (See Instructions)  
PN



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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors IX, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
115,985

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
115,985

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
115,985

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.13%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

7. Sole Voting Power  
69,116

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
69,116

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
69,116

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.08%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XVI, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
20,350

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
20,350

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
20,350

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.02%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XX, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
WC/OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
Delaware
- |   |     |                                  |  |
|---|-----|----------------------------------|--|
|   | 7.  | Sole Voting Power<br>61,060      |  |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>-0-       |  |
|   | 9.  | Sole Dispositive Power<br>61,060 |  |
|   | 10. | Shared Dispositive Power<br>-0-  |  |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
61,060
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
0.07%
  14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
 Relational Investors XXIII, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
 (b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
 WC/OO

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
 Delaware

Number of  
 Shares  
 Beneficially  
 Owned by  
 Each  
 Reporting  
 Person With

7. Sole Voting Power  
 86,629

8. Shared Voting Power  
 -0-

9. Sole Dispositive Power  
 86,629

10. Shared Dispositive Power  
 -0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
 86,629

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
 0.10%

14. Type of Reporting Person (See Instructions)  
 PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Investors XXIV, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)  
WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization  
Delaware

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

7. Sole Voting Power  
10,378

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
10,378

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
10,378

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.01%

14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons.

I.R.S. Identification Nos. of Above Persons (Entities Only)  
Relational Co-Investment Fund I, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x  
(b)  o

3. SEC Use Only

4. Source of Funds (See Instructions)

WC

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o

6. Citizenship or Place of Organization

Delaware

7. Sole Voting Power  
538,844

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

8. Shared Voting Power  
-0-

9. Sole Dispositive Power  
538,844

10. Shared Dispositive Power  
-0-

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
538,844

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o

13. Percent of Class Represented by Amount in Row (11)  
0.59%

14. Type of Reporting Person (See Instructions)

PN

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1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
Ralph V. Whitworth
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

|     |                                     |
|-----|-------------------------------------|
| (a) | <input checked="" type="checkbox"/> |
| (b) | <input type="checkbox"/>            |
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
United States
- |   |     |                                       |
|---|-----|---------------------------------------|
|   | 7.  | Sole Voting Power<br>-0-              |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>4,158,522      |
|   | 9.  | Sole Dispositive Power<br>-0-         |
|   | 10. | Shared Dispositive Power<br>4,158,522 |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
4,158,522
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
4.58%
  14. Type of Reporting Person (See Instructions)  
IN



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1. Names of Reporting Persons.  
  
I.R.S. Identification Nos. of Above Persons (Entities Only)  
David H. Batchelder
  2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
NA
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
  6. Citizenship or Place of Organization  
United States
- |   |     |  |           |
|---|-----|--|-----------|
|   | 7.  | Sole Voting Power  | -0-       |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power  | 4,158,522 |
|   | 9.  | Sole Dispositive Power                                       | -0-       |
|   | 10. | Shared Dispositive Power                                     | 4,158,522 |
|   | 11. | Aggregate Amount Beneficially Owned by Each Reporting Person | 4,158,522 |
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  o
  13. Percent of Class Represented by Amount in Row (11)  
4.58%
  14. Type of Reporting Person (See Instructions)  
IN

**Item 1. Security and Issuer**

This Schedule 13D/A constitutes the ninth amendment to the Schedule 13D originally filed by the Reporting Persons with the Securities and Exchange Commission (the **SEC**) on November 28, 2012 and amended by Amendment No.1, No. 2, No. 3, No. 4, No. 5, No. 6, No. 7 and No. 8 filed by the Reporting Persons with the SEC on January 18, 2013, February 19, 2013, February 27, 2013, July 3, 2013, August 5, 2013, December 18, 2013, July 10, 2014 and August 7, 2014 (the **Statement**) with respect to the common stock, \$0.00 par value (the **Shares**), of The Timken Company (the **Issuer** or the **Company**). Except as specifically amended by this Schedule 13D/A, the Statement remains in full force and effect.

**Item 2. Identity and Background**

This Statement is being filed by Relational Investors Mid-Cap Fund I, L.P. ( **MC I** ), Relational Investors Mid-Cap Fund II, L.P. ( **MC II** ), Relational Coast Partners, L.P. ( **RCP** ), Relational Fund Partners, L.P. ( **RFP** ), RH Fund 1, L.P. ( **RH 1** ), Relational Investors IX, L.P. ( **RI IX** ), Relational Investors XV, L.P. ( **RI XV** ), Relational Investors XVI, L.P. ( **RI XVI** ), Relational Investors XX, L.P. ( **RI XX** ), Relational Investors XXIII, L.P. ( **RI XXIII** ), Relational Investors XXIV, L.P. ( **RI XXIV** ) and Relational Co-Investment Fund I, L.P. ( **RCF I** ) collectively, the Relational LPs. Each of the Relational LPs is a Delaware limited partnership. The principal business of each is securities investment.

This Statement is also being filed by Relational Investors, LLC ( **RILLC** ), a Delaware limited liability company. The principal business of RILLC is being the sole general partner or sole managing member of the general partner of certain investment partnerships, including the Relational LPs and the investment adviser of certain client managed accounts, the **Managed Accounts**. The Relational LPs and the Managed Accounts are the beneficial owners of the securities covered by this Statement. Pursuant to the Limited Partnership Agreement of each of the Relational LPs, and the investment management agreement of the Managed Accounts, RILLC has sole investment discretion and voting authority with respect to the securities covered by this Statement.

This Statement is also being filed by Ralph V. Whitworth and David H. Batchelder. Messrs. Whitworth and Batchelder are the Principals of RILLC, in which capacity they share voting control and dispositive power over certain securities covered by this Statement. As such, Messrs. Whitworth and Batchelder may be deemed to have indirect beneficial ownership of such securities, but, each of Mr. Whitworth and Mr. Batchelder disclaim beneficial ownership of the Shares except to the extent of his pecuniary interest therein. The present principal occupation of each of Messrs. Whitworth and Batchelder is serving as Principals of RILLC (Messrs. Whitworth and Batchelder, together with Relational LPs and RILLC, hereinafter, the **Reporting Persons** ).

During the last five years, none of the Reporting Persons has been (i) convicted in a criminal proceeding (excluding traffic violations and similar misdemeanors) or (ii) a 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.

The business address of each of the Relational Entities is 12400 High Bluff Drive, Suite 600, San Diego, CA 92130.

Messrs. Whitworth and Batchelder are citizens of the United States.



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

The Reporting Persons purchased an aggregate of 4,158,522 Shares for total consideration (including brokerage commissions) of \$144 million derived from their working capital.

**Item 5.****Interest in Securities of the Issuer**

(a) As of the date of this Statement, the Reporting Persons beneficially own in the aggregate 4,158,522 Shares, constituting approximately 4.58% of the outstanding Shares. The percentage of Shares owned is based upon 90,775,088 Shares reported to be outstanding on June 30, 2014, as set forth in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014. The Reporting Persons may be deemed to have direct beneficial ownership of the Shares as follows:

| NAME     | NUMBER OF SHARES | % OF OUTSTANDING SHARES | VOTING AND DISPOSITIVE POWER |
|----------|------------------|-------------------------|------------------------------|
| RILLC    | 691,834          | 0.76%                   | Sole                         |
| MC I     | 1,175,824        | 1.30%                   | Sole                         |
| MC II    | 1,281,483        | 1.41%                   | Sole                         |
| RCP      | 69,088           | 0.08%                   | Sole                         |
| RFP      | 7,155            | 0.01%                   | Sole                         |
| RH I     | 30,776           | 0.03%                   | Sole                         |
| RI IX    | 115,985          | 0.13%                   | Sole                         |
| RI XV    | 69,116           | 0.08%                   | Sole                         |
| RI XVI   | 20,350           | 0.02%                   | Sole                         |
| RI XX    | 61,060           | 0.07%                   | Sole                         |
| RI XXIII | 86,629           | 0.10%                   | Sole                         |
| RI XXIV  | 10,378           | 0.01%                   | Sole                         |
| RCF I    | 538,844          | 0.59%                   | Sole                         |

RILLC, individually and in its capacity as an investment adviser, may be deemed to possess direct beneficial ownership of the 691,834 Shares that are owned by it and the Managed Accounts. Additionally, RILLC, as the sole general partner, of each of Relational LPs may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934, as amended) the 3,466,688 Shares beneficially owned by the Relational LPs because the limited partnership agreements of the Relational LPs specify that RILLC has sole investment discretion and voting authority with respect to those Shares.

Each of Messrs. Whitworth and Batchelder, as Principals of RILLC, may be deemed to have indirect beneficial ownership of the Shares which RILLC may beneficially own. Each of Messrs. Whitworth and Batchelder disclaims beneficial ownership of such Shares except to the extent of his pecuniary interest therein.

To the best of the knowledge of each of the Reporting Persons, other than as set forth above, none of the persons named in Item 2 is the beneficial owner of any Shares.

- (b) See item (a) above.
- (c) Information concerning open market transactions in the Shares by the Reporting Persons during the past 60 days not previously reported is set forth in Exhibit A filed with this Statement.
- (d) No other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Shares covered by this Statement, except that dividends from, and proceeds from the sale of, the Shares held by accounts managed by RILLC may be delivered to such accounts.
- (e) The Reporting Persons ceased to be beneficial owners of more than 5 percent of Shares on August 12, 2014.

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

Except for the joint filing agreement between and among the Reporting Persons attached hereto as Exhibit B, and except for the investment discretion and voting authority described in Item 2 of this Statement and in the respective partnership agreements and investment management agreements of the Relational LPs and Managed Accounts which each contain provisions whereby RILLC may, after certain adjustments, receive a percentage of realized or unrealized profits, if any, derived from that partnership's or managed account's investments, to the best of the knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between the Reporting Persons and any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

**Item 7. Material to be Filed as Exhibits**

The following Exhibits are filed herewith:

Exhibit A Information concerning transactions in the Shares affected by the Reporting Persons in the last 60 days not previously reported.

Exhibit B Joint Filing Agreement.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: August 14, 2014

RELATIONAL INVESTORS MID-CAP FUND I, L.P.  
RELATIONAL INVESTORS MID-CAP FUND II, L.P.

RELATIONAL COAST PARTNERS, L.P.

RELATIONAL FUND PARTNERS, L.P.

RH Fund 1, L.P.

RELATIONAL INVESTORS IX, L.P.

RELATIONAL INVESTORS XV, L.P.

RELATIONAL INVESTORS XVI, L.P.

RELATIONAL INVESTORS XX, L.P.

RELATIONAL INVESTORS XXIII, L.P.  
RELATIONAL INVESTORS XXIV, L.P.  
RELATIONAL CO-INVESTMENT FUND I, L.P.

By: RELATIONAL INVESTORS, LLC  
as general partner to each,

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

RELATIONAL INVESTORS, LLC

By: */s/ Ralph V. Whitworth*  
Ralph V. Whitworth, Principal

*/s/ Ralph V. Whitworth*  
Ralph V. Whitworth

*/s/ David H. Batchelder*  
David H. Batchelder



**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>   |
|----------------|--|
| <b>A.</b>      | Information concerning transactions in the Shares affected by Reporting Persons in the last 60 days not previously reported. |
| <b>B.</b>      | Joint Filing Agreement.  |