

AUTONATION, INC.
Form SC 13D/A
October 31, 2011

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

SCHEDULE 13D

**Under the Securities Exchange Act of 1934
(Amendment No. 31)***

AutoNation, Inc.

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

05329W102

(CUSIP Number)

Amanda N. Persaud

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, New York 10019

(212) 403-1000

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

October 27, 2011

(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: "

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.

* 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 (the "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).

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6	Delaware	
		SOLE VOTING POWER
		7 42,191,012
		SHARED VOTING POWER
	NUMBER OF SHARES	8 0
	BENEFICIALLY OWNED BY EACH	SOLE DISPOSITIVE POWER
	REPORTING PERSON WITH	9 42,191,012
		SHARED DISPOSITIVE POWER
		10 0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

	7	SOLE VOTING POWER
		6,526
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		6,526
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Investors, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5 PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		12,882,401
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		12,882,401
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 ESL Investments, Inc.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

		SOLE VOTING POWER
	7	60,160,621
NUMBER OF		SHARED VOTING POWER
SHARES	8	0
BENEFICIALLY		SOLE DISPOSITIVE POWER
OWNED BY	9	60,160,621
EACH		SHARED DISPOSITIVE POWER
REPORTING	10	0
PERSON WITH		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

CO

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 CBL Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

	7	SOLE VOTING POWER
		5,080,682
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		5,080,682
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 Tynan, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a) x
 (b) ..
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
5 PURSUANT TO ITEM 2(d) OR 2(e)

6 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

	7	SOLE VOTING POWER
		83,545
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		60,956
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

00



CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 RBS Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

	7	SOLE VOTING POWER
		55,073,413
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		55,073,413
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

PN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 RBS Investment Management, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

	7	SOLE VOTING POWER
		6,526
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		6,526
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

00

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 Edward S. Lampert

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 United States

	7	SOLE VOTING POWER
		78,601,014
	8	SHARED VOTING POWER
		0
	9	SOLE DISPOSITIVE POWER
		63,366,532
	10	SHARED DISPOSITIVE POWER
		0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

IN

CUSIP No. 05329W102

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NAME OF REPORTING PERSON

1 William C. Crowley

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 (a)
 (b)
 SEC USE ONLY

3
 SOURCE OF FUNDS

4 N/A
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED
 PURSUANT TO ITEM 2(d) OR 2(e)

5 ..
 CITIZENSHIP OR PLACE OF ORGANIZATION

6 UNITED STATES

		SOLE VOTING POWER
	7	353,895
NUMBER OF		SHARED VOTING POWER
SHARES	8	0
BENEFICIALLY		SOLE DISPOSITIVE POWER
OWNED BY	9	270,233
EACH		SHARED DISPOSITIVE POWER
REPORTING	10	0
PERSON WITH		

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 78,954,909

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12 ..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 56.4%

14 TYPE OF REPORTING PERSON

IN

This Amendment No. 31 to Schedule 13D (this “Amendment No. 31”) relates to shares of common stock, par value \$0.01 per share (“Shares”), of AutoNation, Inc. (the “Issuer”). This Amendment No. 31 supplementally amends the statement on Schedule 13D, as amended, filed by a group consisting of ESL Partners, L.P., a Delaware limited partnership (“ESL”), ESL Institutional Partners, L.P., a Delaware limited partnership (“Institutional”), ESL Investors, L.L.C., a Delaware limited liability company (“Investors”), ESL Investments, Inc., a Delaware corporation (“Investments”), CBL Partners, L.P., a Delaware limited partnership (“CBL”), Tynan, LLC, a Delaware limited liability company (“Tynan”), RBS Partners, L.P., a Delaware limited partnership (“RBS”), RBS Investment Management, L.L.C., a Delaware limited liability company (“RBSIM”), Edward S. Lampert and William C. Crowley, both United States citizens, by furnishing the information set forth below. ESL, Institutional, Investors, Investments, CBL, Tynan, RBS, RBSIM, Mr. Lampert and Mr. Crowley are collectively defined as the “Filing Persons.” Unless set forth below, all previous Items are unchanged. Capitalized terms used herein which are not defined herein have the meanings given to them in the Schedule 13D, as amended, previously filed with the Securities and Exchange Commission.

The Filing Persons are filing this Amendment No. 31 to report recent open-market sales of Shares that have decreased the amount of Shares that the Filing Persons may be deemed to beneficially own by an amount greater than one percent of the outstanding Shares of the Issuer.

Item 5. Interest in Securities of the Issuer

Item 5 is hereby amended and restated in its entirety to read as follows:

(a)-(b) As of October 31, 2011, the Filing Persons may be deemed to beneficially own an aggregate of 78,954,909 Shares (approximately 56.4% of the outstanding Shares based on the Issuer having 139,898,186 Shares outstanding on October 19, 2011, as disclosed in the Issuer’s last quarterly report on Form 10-Q filed October 21, 2011.

REPORTING PERSON	NUMBER OF BENEFICIALLY OWNED SHARES	PERCENTAGE OF OUTSTANDING SHARES	SOLE VOTING POWER	SHARED VOTING POWER	SOLE DISPOSITIVE POWER	SHARED DISPOSITIVE POWER
ESL Partners, L.P.	78,954,909 (1)	56.4%	42,191,012	0	42,191,012	0
ESL Institutional Partners, L.P.	78,954,909 (1)	56.4%	6,526	0	6,526	0
ESL Investors, L.L.C.	78,954,909 (1)	56.4%	12,882,401	0	12,882,401	0
ESL Investments, Inc.	78,954,909 (1)	56.4%	60,160,621 (2)	0	60,160,621 (2)	0
CBL Partners, L.P.	78,954,909 (1)	56.4%	5,080,682	0	5,080,682	0
Tynan, LLC	78,954,909 (1)	56.4%	83,545	0	60,956 (3)	0
RBS Partners, L.P.	78,954,909 (1)	56.4%	55,073,413 (4)	0	55,073,413 (4)	0
RBS Investment Management, L.L.C.	78,954,909 (1)	56.4%	6,526 (5)	0	6,526 (5)	0
Edward S. Lampert	78,954,909 (1)	56.4%	78,601,014 (6)	0	63,366,532 (3)	0

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William C. 56.4%
Crowley 78,954,909 (1) 353,895 (7) 0 270,233 (3) 0

(1) This number consists of 42,191,012 Shares held by ESL, 6,526 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors, 5,080,682 Shares held by CBL, 83,545 Shares held by Tynan, 18,440,393 Shares held by Mr. Lampert, 95,350 Shares held by Mr. Crowley and 175,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

(2) This number consists of 42,191,012 Shares held by ESL, 6,526 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors and 5,080,682 Shares held by CBL.

(3) This number excludes shares subject to the Lock-Up Agreement described herein.

(4) This number consists of 42,191,012 Shares held by ESL and 12,882,401 Shares held in an account established by the investment member of Investors.

(5) This number consists of 6,526 Shares held by Institutional.

(6) This number consists of 42,191,012 Shares held by ESL, 6,526 Shares held by Institutional, 12,882,401 Shares held in an account established by the investment member of Investors, 5,080,682 Shares held by CBL and 18,440,393 Shares held by Mr. Lampert.

(7) This number consists of 83,545 Shares held by Tynan, 95,350 Shares held by Mr. Crowley and 175,000 Shares issuable upon the exercise of director stock options held by Mr. Crowley.

(c) Other than as set forth in Annex A hereto, there have been no transactions in Shares by any of the Filing Persons in the past sixty days by the Filing Persons.

(d) Not applicable.

(e) Not applicable.

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: October 31, 2011

ESL PARTNERS, L.P.

By: RBS Partners, L.P., as its general partner

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INSTITUTIONAL PARTNERS, L.P.

By: RBS Investment Management, L.L.C., as its general partner

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTORS, L.L.C.

By: RBS Partners, L.P., as its manager

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

ESL INVESTMENTS, INC.

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

CBL PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

TYNAN, LLC

By: /s/ William C. Crowley

Name: William C. Crowley

Title: Manager

RBS PARTNERS, L.P.

By: ESL Investments, Inc., as its general partner

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

RBS INVESTMENT MANAGEMENT, L.L.C.

By: ESL Investments, Inc., as its manager

By: /s/ Adrian J. Maizey

Name: Adrian J. Maizey

Title: Chief Financial Officer

EDWARD S. LAMPERT

/s/ Edward S. Lampert

Edward S. Lampert

WILLIAM C. CROWLEY

/s/ William C. Crowley

William C. Crowley

ANNEX A**Recent Transactions by the Filing Persons in the Securities of AutoNATION, Inc.**

Entity	Date of Transaction	Nature of Transaction	Number of Shares of Common Stock	Weighted Average Price per Share (\$)
ESL Partners, L.P.	8/31/2011	Open Market Sales	265,054	\$40.88
ESL Partners, L.P.	9/1/2011	Open Market Sales	100,959	\$40.72
ESL Partners, L.P.	10/24/2011	Open Market Sales	188,124	\$40.81
ESL Partners, L.P.	10/25/2011	Open Market Sales	85,070	\$40.16
ESL Partners, L.P.	10/26/2011	Open Market Sales	193,867	\$40.01
ESL Partners, L.P.	10/27/2011	Open Market Sales	1,047,902	\$40.25
ESL Partners, L.P.	10/28/2011	Open Market Sales	45,343	\$40.20
ESL Institutional Partners, L.P.	8/31/2011	Open Market Sales	25	\$40.88
ESL Institutional Partners, L.P.	9/1/2011	Open Market Sales	9	\$40.72
ESL Institutional Partners, L.P.	10/24/2011	Open Market Sales	17	\$40.81
ESL Institutional Partners, L.P.	10/25/2011	Open Market Sales	8	\$40.16
ESL Institutional Partners, L.P.	10/26/2011	Open Market Sales	18	\$40.01
ESL Institutional Partners, L.P.	10/27/2011	Open Market Sales	97	\$40.25
ESL Institutional Partners, L.P.	10/28/2011	Open Market Sales	4	\$40.20
CBL Partners LP	8/31/2011	Open Market Sales	19,188	\$40.88
CBL Partners LP	9/1/2011	Open Market Sales	7,309	\$40.72
CBL Partners LP	10/24/2011	Open Market Sales	13,621	\$40.81
CBL Partners LP	10/25/2011	Open Market Sales	6,160	\$40.16
CBL Partners LP	10/26/2011	Open Market Sales	14,037	\$40.01
CBL Partners LP	10/27/2011	Open Market Sales	75,874	\$40.25
CBL Partners LP	10/28/2011	Open Market Sales	3,283	\$40.20
Edward S. Lampert	8/31/2011	Open Market Sales	12,106	\$40.88
Edward S. Lampert	9/1/2011	Open Market Sales	4,611	\$40.72
Edward S. Lampert	10/24/2011	Open Market Sales	8,595	\$40.81
Edward S. Lampert	10/25/2011	Open Market Sales	3,886	\$40.16
Edward S. Lampert	10/26/2011	Open Market Sales	8,857	\$40.01
Edward S. Lampert	10/27/2011	Open Market Sales	47,879	\$40.25
Edward S. Lampert	10/28/2011	Open Market Sales	2,074	\$40.20
Tynan, LLC ¹	8/31/2011	Open Market Sales	1,016	\$40.88
Tynan, LLC ¹	9/1/2011	Open Market Sales	387	\$40.72
Tynan, LLC ¹	10/24/2011	Open Market Sales	758	\$40.81
Tynan, LLC ¹	10/25/2011	Open Market Sales	343	\$40.16

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Tynan, LLC ¹	10/26/2011	Open Market Sales	781	\$40.01
Tynan, LLC ¹	10/27/2011	Open Market Sales	4,229	\$40.25
Tynan, LLC ¹	10/28/2011	Open Market Sales	183	\$40.20
William C. Crowley	10/28/2011	Exercise of Director Stock Options	50,000	\$12.60
William C. Crowley	10/28/2011	Surrender of Shares in Lieu of Cash for Options Exercise	15,723	\$40.07

¹William C. Crowley is the sole manager of and a member of Tynan, LLC.
