

ROCKWELL MEDICAL, INC.  
Form SC 13D/A  
June 05, 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 § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 6)<sup>1</sup>

Rockwell Medical, Inc.

(Name of Issuer)

Common Stock, no par value per share

(Title of Class of Securities)

774374102

(CUSIP Number)

DAVID S. RICHMOND

richmond brothers, Inc.

3568 Wildwood Avenue

Jackson, Michigan 49202

(517) 435-4040

STEVE WOLOSKY

OLSHAN FROME WOLOSKY LLP

1325 Avenue of the Americas

New York, New York 10019

(212) 451-2300

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

June 5, 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 §§ 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.

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.

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*).

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

Richmond Brothers, Inc.

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

MICHIGAN

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY - 0 -

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

5,132,959

10 SHARED DISPOSITIVE POWER

- 0 -

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,132,959

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

9.9%

14 TYPE OF REPORTING  
PERSON

IA, CO

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

RBI Private Investment I,  
LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

|   |    |                          |
|---|----|--------------------------|
| NUMBER OF   | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |    | 164,841                  |
|   | 8  | SHARED VOTING POWER      |
|   |    | - 0 -                    |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 164,841                  |
|   | 10 | SHARED DISPOSITIVE POWER |

- 0 -

11

AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

164,841

12

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

13

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14

Less than 1%  
TYPE OF REPORTING  
PERSON

OO

3

CUSIP NO. 774374102

|   |  |   |
|---|--|---|
| 1 | NAME OF REPORTING PERSON   |   |
|   |  | RBI Private Investment II, LLC  |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a)<br><br>(b)  |
| 3 | SEC USE ONLY   |   |
| 4 | SOURCE OF FUNDS  |   |
| 5 | WC<br>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |   |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION   |   |
| 7 | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                            | DELAWARE<br>SOLE VOTING POWER<br><br>29,802<br>SHARED VOTING POWER<br><br>- 0 -<br>SOLE DISPOSITIVE POWER |
|   | 10   | 29,802<br>SHARED DISPOSITIVE  |

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

29,802

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO



CUSIP NO. 774374102

|                     |  |                          |
|---------------------|--|--------------------------|
| 1                   | NAME OF REPORTING PERSON   |                          |
|                     | RBI PI Manager, LLC  |                          |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)                      |
|                     |  | (b)                      |
| 3                   | SEC USE ONLY   |                          |
| 4                   | SOURCE OF FUNDS  |                          |
|                     | AF   |                          |
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6                   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|                     | DELAWARE   |                          |
| NUMBER OF           | 7  | SOLE VOTING POWER        |
| SHARES BENEFICIALLY |  | 194,643                  |
| OWNED BY            | 8  | SHARED VOTING POWER      |
| EACH REPORTING      |  | - 0 -                    |
| PERSON WITH         | 9  | SOLE DISPOSITIVE POWER   |
|                     |  | 194,643                  |
|                     | 10   | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

194,643

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

5

CUSIP NO. 774374102

|   |  |
|---|--|
| 1   | NAME OF REPORTING PERSON   |
|   | Richmond Brothers 401(k)<br>Profit Sharing Plan  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |
| 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 ORGANIZATION   |
|   | MICHIGAN   |
| NUMBER OF   | 7  |
| SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH |  |
|   | SOLE VOTING POWER  |
|   | 41,495   |
|   | 8  |
|   | SHARED VOTING POWER  |
|   | - 0 -  |
|   | 9  |
|   | SOLE DISPOSITIVE POWER   |
|   | 41,495   |
|   | 10   |
|   | SHARED DISPOSITIVE   |

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

41,495

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

EP

CUSIP NO. 774374102

|   |  |                          |
|---|--|--------------------------|
| 1   | NAME OF REPORTING PERSON   |                          |
|   | David S. Richmond  |                          |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3   | SEC USE ONLY   |                          |
| 4   | SOURCE OF FUNDS  |                          |
|   | OO, PF   |                          |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|   | USA  |                          |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |  | 371,055                  |
| OWNED BY EACH REPORTING PERSON WITH                               | 8  | SHARED VOTING POWER      |
|   |  | 69,745                   |
| PERSON WITH   | 9  | SOLE DISPOSITIVE POWER   |
|   |  | 371,055                  |
|   | 10   | SHARED DISPOSITIVE POWER |

5,202,704

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,573,759

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

10.7%

14 TYPE OF REPORTING  
PERSON

IN

CUSIP NO. 774374102

1 NAME OF REPORTING PERSON

Matthew J. Curfman

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO, PF  
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 40,684

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING 75,880

PERSON WITH 9 SOLE DISPOSITIVE POWER

40,684  
10 SHARED DISPOSITIVE POWER

5,208,839

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

5,249,523

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

10.1%

14 TYPE OF REPORTING  
PERSON

IN



CUSIP NO. 774374102

|    |  |                                       |
|----|--|---------------------------------------|
| 1  | NAME OF REPORTING PERSON   |                                       |
|    |  | Norman J. Ravich<br>Irrevocable Trust |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP   | (a)<br><br>(b)                        |
| 3  | SEC USE ONLY   |                                       |
| 4  | SOURCE OF FUNDS  |                                       |
| 5  | WC<br>CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                                       |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                                       |
| 7  | MINNESOTA<br>SOLE VOTING POWER   | 44,400                                |
| 8  | SHARED VOTING POWER  | -0-                                   |
| 9  | SOLE DISPOSITIVE POWER   | 44,400                                |
| 10 | SHARED DISPOSITIVE   |                                       |

POWER

-0-

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

44,400

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 774374102

|   |  |  |
|---|--|--|
| 1   | NAME OF REPORTING PERSON   |  |
|   |  | Norman and Sally Ravich<br>Family Trust                  |
| 2   | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP                                       | (a)<br><br>(b)   |
| 3   | SEC USE ONLY   |  |
| 4   | SOURCE OF FUNDS  |  |
| 5   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) | WC   |
| 6   | CITIZENSHIP OR PLACE OF ORGANIZATION   |  |
| 7   | MINNESOTA<br>SOLE VOTING POWER   |  |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8  | SHARED VOTING POWER<br><br>-0-<br>SOLE DISPOSITIVE POWER |
|   | 9  | 10,000   |
|   | 10   | SHARED DISPOSITIVE                                       |

POWER

-0-

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

12 10,000  
CHECK BOX IF  
THE AGGREGATE  
AMOUNT IN ROW  
(11) EXCLUDES  
CERTAIN SHARES

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 774374102

|    |  |   |
|----|--|---|
| 1  | NAME OF REPORTING PERSON   | Alexander Coleman<br>Ravich 1991 Irrevocable Trust  |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |   |
| 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 ORGANIZATION   | MINNESOTA   |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | SOLE VOTING POWER<br>25,000<br>SHARED VOTING POWER<br>- 0 -<br>SOLE DISPOSITIVE POWER<br>25,000 |
| 10 |  |   |

SHARED  
DISPOSITIVE  
POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

25,000

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

CUSIP NO. 774374102

|                     |  |  |
|---------------------|--|--|
| 1                   | NAME OF REPORTING PERSON   |  |
|                     |  | Alyssa Danielle Ravich<br>1991 Irrevocable Trust |
| 2                   | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |  |
| 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 ORGANIZATION   |  |
|                     |  | MINNESOTA  |
| NUMBER OF           | 7  | SOLE VOTING POWER                                |
| SHARES BENEFICIALLY |  | 25,000   |
| OWNED BY            | 8  | SHARED VOTING POWER                              |
| EACH REPORTING      |  | - 0 -  |
| PERSON WITH         | 9  | SOLE DISPOSITIVE POWER                           |
|                     |  | 25,000   |
|                     | 10   | SHARED DISPOSITIVE                               |

POWER

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

25,000

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

OO

12



CUSIP NO. 774374102

|    |  |                          |
|----|--|--------------------------|
| 1  | NAME OF REPORTING PERSON   |                          |
|    | Mark H. Ravich   |                          |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)                               |                          |
| 3  | SEC USE ONLY   |                          |
| 4  | SOURCE OF FUNDS  |                          |
|    | PF, AF   |                          |
| 5  | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |
| 6  | CITIZENSHIP OR PLACE OF ORGANIZATION   |                          |
|    | USA  |                          |
| 7  | NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH                      | SOLE VOTING POWER        |
|    |  | 419,150                  |
| 8  |  | SHARED VOTING POWER      |
|    |  | - 0 -                    |
| 9  |  | SOLE DISPOSITIVE POWER   |
|    |  | 419,150                  |
| 10 |  | SHARED DISPOSITIVE POWER |

- 0 -

11 AGGREGATE AMOUNT  
BENEFICIALLY OWNED  
BY EACH REPORTING  
PERSON

419,150

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

13 PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

14 Less than 1%  
TYPE OF REPORTING  
PERSON

IN

13

CUSIP NO. 774374102

The following constitutes Amendment No. 6 to the Schedule 13D filed by the undersigned (“Amendment No. 6”). This Amendment No. 6 amends the Schedule 13D as specifically set forth herein.

Item 2.

Identity and Background.

Item 2 is hereby amended to add the following:

Subsequent to the election of Mark H. Ravich to the Board of Directors of the Issuer (the “Board”) at the 2017 annual meeting of shareholders held on June 1, 2017 (the “Annual Meeting”), as described in further detail in Item 4 below, the Reporting Persons executed a Termination of Group Agreement on June 5, 2017. In connection with the Termination of Group Agreement, which is attached as Exhibit 99.1 hereto and incorporated herein by reference, each of the undersigned to that certain Group Agreement, dated February 20, 2017, as amended on March 21, 2017, are no longer members of a Section 13(d) group, and Mr. Ravich and the Ravich Trusts shall cease to be Reporting Persons immediately after the filing of this Amendment No. 6. The remaining Reporting Persons will continue filing statements on Schedule 13D with respect to their beneficial ownership of securities of the Issuer to the extent required by applicable law. Each of the remaining Reporting Persons is party to the Joint Filing Agreement, as further described in Item 6.

Item 3.

Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended and restated to read as follows:

The Shares held in the Separately Managed Accounts and purchased by each of RBI PI, RBI PII, the RBI Plan, the NJR Trust, the ACR Trust, the ADR Trust and the NSR Trust were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases. The aggregate purchase price of the 5,132,959 Shares held by the Separately Managed Accounts is approximately \$30,486,506, excluding brokerage commissions. The aggregate purchase price of the 164,841 Shares owned directly by RBI PI is approximately \$1,099,401, excluding brokerage commissions. The aggregate purchase price of the 29,802 Shares owned directly by RBI PII is approximately \$175,072, excluding brokerage commissions. The aggregate purchase price of the 41,495 Shares owned directly by the RBI Plan is approximately \$281,440, excluding brokerage commissions. The aggregate purchase price of the 44,400 Shares owned directly by the NJR Trust is approximately \$239,316, excluding brokerage commissions. The aggregate purchase price of the 25,000 Shares owned directly by the ACR Trust is approximately \$181,750, excluding brokerage commissions. The aggregate purchase price of the 25,000 Shares owned directly by the ADR Trust is approximately \$183,000, excluding brokerage commissions. The aggregate purchase price of the 10,000 Shares owned directly by the NSR Trust is approximately \$74,000, excluding brokerage commissions.

The Shares purchased by Mr. Richmond were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 204,662 Shares beneficially owned by Mr. Richmond, including 28,096 Shares directly owned by his spouse, 147 Shares directly owned by his daughter and 7 Shares directly owned by his son, is approximately \$890,826, excluding brokerage commissions.

The Shares purchased by Mr. Curfman were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 75,069 Shares beneficially owned by Mr. Curfman, including the 34,385 Shares directly owned by his spouse, is approximately \$466,289, excluding brokerage commissions.

CUSIP NO. 774374102

The Shares purchased by Mr. Ravich were purchased with personal funds (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market transactions. The aggregate purchase price of the 314,750 Shares owned directly by Mr. Ravich is approximately \$2,281,400, excluding brokerage commissions.

Item 4.

Purpose of Transaction.

Item 4 is hereby amended to add the following:

According to the preliminary voting results from the Annual Meeting, Mark H. Ravich was resoundingly elected to the Board by the Issuer's shareholders. In light of Mr. Ravich's election, the Reporting Persons have determined to terminate that certain Group Agreement, dated February 20, 2017, as amended on March 21, 2017, as explained in Items 2 and 6 herein. Each of the Reporting Persons intends to separately continue to monitor the Issuer's performance and may communicate with other shareholders regarding the Issuer and also with each other. In addition, the Reporting Persons will continue to defend against the claims asserted against them by the Issuer through a joint defense agreement. Notwithstanding the Termination of Group Agreement as described in Items 2 and 6 herein, to the extent that the Issuer's performance and governance issues persist, the Reporting Persons reserve the right to enter into future agreements concerning the Issuer.

Item 5.

Interest in Securities of the Issuer.

Items 5(a) – (c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 52,057,711 Shares outstanding as of April 28, 2017, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 9, 2017.

A.

Richmond Brothers

As of the close of business on June 2, 2017, 5,132,959 Shares were held in the Separately Managed Accounts. As (a) the investment advisor to the Separately Managed Accounts, Richmond Brothers may be deemed the beneficial owner of the 5,132,959 Shares held in the Separately Managed Accounts.

Percentage: Approximately 9.9%

(b)

1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 5,132,959
4. Shared power to dispose or direct the disposition: 0

The transactions in the securities of the Issuer through the Separately Managed Accounts by Richmond Brothers (c) since the filing of Amendment No. 5 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 774374102

**B.**

**RBI PI**

(a) As of the close of business on June 2, 2017, RBI PI beneficially owned 164,841 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 164,841
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 164,841
  4. Shared power to dispose or direct the disposition: 0

(c) RBI PI has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

**C.**

**RBI PII**

(a) As of the close of business on June 2, 2017, RBI PII beneficially owned 29,802 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 29,802
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 29,802
  4. Shared power to dispose or direct the disposition: 0

(c) RBI PII has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

**D.**

**RBI Manager**

(a) As the manager of RBI PI and RBI PII, RBI Manager may be deemed the beneficial owner of the (i) 164,841 Shares owned by RBI PI and (ii) 29,802 Shares owned by RBI PII.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 194,643
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 194,643
  4. Shared power to dispose or direct the disposition: 0

(c) RBI Manager has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

16

CUSIP NO. 774374102

E. RBI Plan

(a) As of the close of business on June 2, 2017, the RBI Plan beneficially owned 41,495 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 41,495
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 41,495
  4. Shared power to dispose or direct the disposition: 0

(c) RBI Plan has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

F. Mr. Richmond

(a) As of the close of business on June 2, 2017, Mr. Richmond beneficially owned 204,662 Shares, including 28,096 Shares directly owned by his spouse, 147 Shares directly owned by his daughter and 7 Shares directly owned by his son. As the Chairman of Richmond Brothers, manager of RBI Manager and a trustee of the RBI Plan, Mr. Richmond may also be deemed the beneficial owner of the (i) 5,132,959 Shares held in the Separately Managed Accounts, (ii) 164,841 Shares owned by RBI PI, (iii) 29,802 Shares owned by RBI PII and (iv) 41,495 Shares owned by the RBI Plan.

Percentage: Approximately 10.7%

- (b)
1. Sole power to vote or direct vote: 371,055
  2. Shared power to vote or direct vote: 69,745
  3. Sole power to dispose or direct the disposition: 371,055
  4. Shared power to dispose or direct the disposition: 5,202,704

(c) Mr. Richmond has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D. The transactions in the securities of the Issuer through the Separately Managed Accounts are set forth in Schedule A and are incorporated herein by reference.

G. Mr. Curfman

(a) As of the close of business on June 2, 2017, Mr. Curfman beneficially owned 75,069 Shares, including 34,385 Shares directly owned by his spouse. As the President of Richmond Brothers and a trustee of the RBI Plan, Mr. Curfman may also be deemed the beneficial owner of the (i) 5,132,959 Shares held in the Separately Managed Accounts and (ii) 41,495 Shares owned by the RBI Plan.

Percentage: Approximately 10.1%

- (b)
1. Sole power to vote or direct vote: 40,684
  2. Shared power to vote or direct vote: 75,880
  3. Sole power to dispose or direct the disposition: 40,684
  4. Shared power to dispose or direct the disposition: 5,208,839

(c) Mr. Curfman has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D. The transactions in the securities of the Issuer through the Separately Managed Accounts since the filing of Amendment No. 5 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 774374102

H. NJR Trust

(a) As of the close of business on June 2, 2017, the NJR Trust beneficially owned 44,400 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 44,400
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 44,400
  4. Shared power to dispose or direct the disposition: 0

(c) The NJR Trust has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

I. NSR Trust

(a) As of the close of business on June 2, 2017, the NSR Trust beneficially owned 10,000 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 10,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 10,000
  4. Shared power to dispose or direct the disposition: 0

(c) The NSR Trust has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

J. ACR Trust

(a) As of the close of business on June 2, 2017, the ACR Trust beneficially owned 25,000 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 25,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 25,000
  4. Shared power to dispose or direct the disposition: 0

(c) The ACR Trust has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

CUSIP NO. 774374102

K.

ADR Trust

(a) As of the close of business on June 2, 2017, the ADR Trust beneficially owned 25,000 Shares.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 25,000
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 25,000
  4. Shared power to dispose or direct the disposition: 0

(c) The ADR Trust has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

L.

Mr. Ravich

(a) As of the close of business on June 2, 2017, Mr. Ravich directly beneficially owned 314,750 Shares. In addition, as the trustee of each of the Ravich Trusts, Mr. Ravich may be deemed the beneficial owner of the (i) 44,400 Shares owned by the NJR Trust, (ii) 10,000 Shares beneficially owned by the NSR Trust, (iii) 25,000 Shares owned by the ACR Trust and (iv) 25,000 Shares owned by the ADR Trust.  
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 419,150
  2. Shared power to vote or direct vote: 0
  3. Sole power to dispose or direct the disposition: 419,150
  4. Shared power to dispose or direct the disposition: 0

(c) Mr. Ravich has not entered into any transactions in the securities of the Issuer since the filing of Amendment No. 5 to the Schedule 13D.

The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any Shares he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the Shares reported herein that he or it does not directly own.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.  
Item 6 is hereby amended to add the following:

On June 5, 2017, the Reporting Persons terminated that certain Group Agreement, dated February 20, 2017, as amended on March 21, 2017. A copy of the Termination of Group Agreement is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

On June 5, 2017, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons who will remain Reporting Persons subsequent to this Amendment No. 6 agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of the Joint Filing Agreement is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibits:

- |      |   |
|------|---|
| 99.1 | Termination of Group Agreement, dated June 5, 2017. |
| 99.2 | Joint Filing Agreement, dated June 5, 2017.         |





CUSIP NO. 774374102

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: June 5, 2017

Richmond Brothers, Inc.

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Chairman

RBI Private Investment I, LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

RBI Private Investment II,  
LLC

By: RBI PI Manager, LLC  
Manager

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

By: RBI PI Manager, LLC

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Manager

By: Richmond Brothers 401(k)  
Profit Sharing Plan

By: /s/ David S. Richmond  
Name: David S. Richmond  
Title: Trustee

CUSIP NO. 774374102

/s/ David S. Richmond  
David S. Richmond

/s/ Matthew J. Curfman  
Matthew J. Curfman

Norman J. Ravich  
Irrevocable Trust

By: /s/ Mark H. Ravich  
Name: Mark H. Ravich  
Title: Trustee

Alexander Coleman  
Ravich 1991 Irrevocable  
Trust

By: /s/ Mark H. Ravich  
Name: Mark H. Ravich  
Title: Trustee

Alyssa Danielle Ravich  
1991 Irrevocable Trust

By: /s/ Mark H. Ravich  
Name: Mark H. Ravich  
Title: Trustee

Norman and Sally Ravich  
Family Trust

By: /s/ Mark H. Ravich  
Name: Mark H. Ravich  
Title: Trustee

/s/ Mark H. Ravich  
Mark H. Ravich

CUSIP NO. 774374102

SCHEDULE ATransactions in the Securities of the Issuer Since the filing of Amendment No. 5 to the Schedule 13D

| <u>Nature of Transaction</u> | <u>Securities<br/>Purchased/(Sold)</u> | <u>Price per Share (\$)</u> | <u>Date of<br/>Purchase / Sale</u> |
|------------------------------|--|-----------------------------|------------------------------------|
|------------------------------|--|-----------------------------|------------------------------------|

Richmond Brothers, Inc.  
(Through the Separately Managed Accounts)

|                          |           |            |            |
|--------------------------|-----------|------------|------------|
| Sale of Common Stock     | (60)      | 7.2900     | 05/26/2017 |
| Purchase of Common Stock | 1,000     | 7.1479     | 05/31/2017 |
| Purchase of Common Stock | 1,393     | 7.1750     | 05/31/2017 |
| Purchase of Common Stock | 688       | 7.2134     | 06/01/2017 |
| Sale of Common Stock*    | (1,257) * | 06/01/2017 |            |
| Sale of Common Stock*    | (2,521) * | 06/01/2017 |            |
| Purchase of Common Stock | 416       | 7.2359     | 06/02/2017 |
| Purchase of Common Stock | 1,385     | 7.0994     | 06/02/2017 |
| Sale of Common Stock*    | (10,132)* | 06/02/2017 |            |

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\* Relationship with separately managed account terminated.