FOSTER L B CO Form SC 13D/A March 14, 2018 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. 8)1

L.B. Foster Company (Name of Issuer)

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

350060109 (CUSIP Number)

Christopher S. Kiper
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, 2018 (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

<sup>1</sup> 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).

| 1                        | NAME OF REPORT   | TING PERSO | ON                                   |                    |  |
|--------------------------|--|------------|--------------------------------------|--------------------|--|
| 2                        | Legion Partners, L.P. I CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (b) o SEC USE ONLY |            |                                      |                    |  |
| 4                        | SOURCE OF FUND   | OS         |                                      |                    |  |
| 5                        | WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS" REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)   |            |                                      |                    |  |
| 6                        | CITIZENSHIP OR I   |            |                                      |                    |  |
| NUMBER OF                | Delaware   |            | COLE VOTING POWER                    |                    |  |
| NUMBER OF<br>SHARES      | 7  |            | SOLE VOTING POWER                    |                    |  |
| BENEFICIALLY             |  |            | - 0 -                                |                    |  |
| OWNED BY<br>EACH         | 8  |            | SHARED VOTING POWER                  |                    |  |
| REPORTING<br>PERSON WITH | 9  |            | 1,141,750<br>SOLE DISPOSITIVE POWER  |                    |  |
|                          | 10   |            | - 0 -<br>SHARED DISPOSITIVE POWI     | ER                 |  |
| 11                       | AGGREGATE AMO  | OUNT BENI  | 1,141,750<br>EFICIALLY OWNED BY EACH | H REPORTING PERSON |  |
| 12                       | 1,141,750 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o                                    |            |                                      |                    |  |
| 13                       | EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                   |            |                                      |                    |  |
| 14                       | 11.04%<br>TYPE OF REPORT   | ING PERSO  | N                                    |                    |  |
|                          | PN   |            |                                      |                    |  |

| 1                   | NAME OF REPORTING PERS  | ON                                 |                    |  |
|---------------------|---|------------------------------------|--------------------|--|
| 2                   | Legion Partners, L.P. II CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) o (b) o  |                                    |                    |  |
| 3                   | SEC USE ONLY  |                                    |                    |  |
| 4                   | SOURCE OF FUNDS<br>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<br>SHARES | 7   | SOLE VOTING POWER                  |                    |  |
| BENEFICIALLY        | •   | - 0 -                              |                    |  |
| OWNED BY<br>EACH    | 8   | SHARED VOTING POWER                |                    |  |
| REPORTING           |   | 108,856                            |                    |  |
| PERSON WITH         | 9   | SOLE DISPOSITIVE POWER             |                    |  |
|                     | 10  | - 0 -<br>SHARED DISPOSITIVE POWI   | ER                 |  |
|                     |   |                                    |                    |  |
| 11                  | AGGREGATE AMOUNT BEN  | 108,856<br>EFICIALLY OWNED BY EACH | H REPORTING PERSON |  |
|                     | 108,856   |                                    |                    |  |
| 12                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES                 |                                    |                    |  |
| 13                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                      |                                    |                    |  |
|                     | 1.05%   |                                    |                    |  |
| 14                  | TYPE OF REPORTING PERSO   | ON                                 |                    |  |
|                     | PN  |                                    |                    |  |
|                     |   |                                    |                    |  |

| 1                 | NAME OF REPORTING PL                               | ERSON   |                    |
|-------------------|--|---|--------------------|
| 2                 | GROUP*   | portunities, L.P. II<br>TE BOX IF A MEMBER OF A | (a) o<br>(b) o     |
| 3<br>4            | SEC USE ONLY                                       |   |                    |
| 4                 | SOURCE OF FUNDS<br>WC                              |   |                    |
| 5                 | CHECK BOX IF DISCLOS                               | URE OF LEGAL PROCEEDINGS I                      | S                  |
|                   | REQUIRED PURSUANT T                                | TO ITEM 2(d) OR 2(e)                            |                    |
| 6                 | CITIZENSHIP OR PLACE                               | OF ORGANIZATION                                 |                    |
|                   |  |   |                    |
|                   | Delaware   |   |                    |
| NUMBER OF         | 7  | SOLE VOTING POWER                               |                    |
| SHARES            |  |   |                    |
| BENEFICIALLY      |  | - 0 -   |                    |
| OWNED BY          | 8  | SHARED VOTING POWER                             |                    |
| EACH<br>REPORTING |  | 222 617   |                    |
| PERSON WITH       | 9  | 333,617<br>SOLE DISPOSITIVE POWER               |                    |
| PERSON WITH       | 9  | SOLE DISPOSITIVE POWER                          |                    |
|                   |  | - 0 -   |                    |
|                   | 10   | SHARED DISPOSITIVE POW                          | FR                 |
|                   | 10   | SIT INCES BIST OSTITVE TOW                      | LIC                |
|                   |  | 333,617   |                    |
| 11                | AGGREGATE AMOUNT I                                 | BENEFICIALLY OWNED BY EAC                       | H REPORTING PERSON |
|                   |  |   |                    |
|                   | 333,617  |   |                    |
| 12                | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o    |   |                    |
|                   | EXCLUDES CERTAIN SHARES                            |   |                    |
| 13                | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) |   |                    |
|                   | 2 22 01  |   |                    |
|                   | 3.22%  | T COLV  |                    |
| 14                | TYPE OF REPORTING PE                               | KSUN  |                    |
|                   | PN   |   |                    |
|                   |  |   |                    |

| 1                   | NAME OF REPORTING PERS  | ON                                   |                    |
|---------------------|---|--------------------------------------|--------------------|
| 2                   | Legion Partners, LLC<br>CHECK THE APPROPRIATE I<br>GROUP*               | BOX IF A MEMBER OF A                 | (a) o<br>(b) o     |
| 3                   | SEC USE ONLY  |                                      |                    |
| 4                   | SOURCE OF FUNDS<br>OO   |                                      |                    |
| 5                   | CHECK BOX IF DISCLOSURE REQUIRED PURSUANT TO I                          | E OF LEGAL PROCEEDINGS IS            | 8                  |
| 6                   | CITIZENSHIP OR PLACE OF   |                                      |                    |
|                     | Delaware  |                                      |                    |
| NUMBER OF<br>SHARES | 7   | SOLE VOTING POWER                    |                    |
| BENEFICIALLY        | •   | - 0 -                                |                    |
| OWNED BY<br>EACH    | 8   | SHARED VOTING POWER                  |                    |
| REPORTING           |   | 1,584,223                            |                    |
| PERSON WITH         | 9   | SOLE DISPOSITIVE POWER               |                    |
|                     | 10  | - 0 -<br>SHARED DISPOSITIVE POWI     | ER                 |
| 11                  | AGGREGATE AMOUNT BEN  | 1,584,223<br>EFICIALLY OWNED BY EACH | H REPORTING PERSON |
| 10                  | 1,584,223   |                                      |                    |
| 12                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o EXCLUDES CERTAIN SHARES |                                      |                    |
| 13                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                      |                                      |                    |
| 14                  | 15.31%<br>TYPE OF REPORTING PERSO                                       | ON                                   |                    |
|                     | 00  |                                      |                    |

| 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  |                         | . ,                     |
| 4            | SOURCE OF FUNDS   |                         |                         |
|              | 00  |                         |                         |
| 5            | CHECK BOX IF DISCLO   | OSURE OF LEGAL PROCEEDI | NGS IS"                 |
|              | REQUIRED PURSUANT   | TO ITEM 2(d) OR 2(e)    |                         |
| 6            | CITIZENSHIP OR PLAC   | CE OF ORGANIZATION      |                         |
|              |   |                         |                         |
|              | Delaware  |                         |                         |
| NUMBER OF    | 7   | SOLE VOTING POWER       | ₹                       |
| SHARES       |   |                         |                         |
| BENEFICIALLY |   | - 0 -                   |                         |
| OWNED BY     | 8   | SHARED VOTING POV       | VER                     |
| EACH         |   |                         |                         |
| REPORTING    |   | 1,595,621               |                         |
| PERSON WITH  | 9   | SOLE DISPOSITIVE PO     | OWER                    |
|              |   |                         |                         |
|              | 10  | - 0 -                   | POWER                   |
|              | 10  | SHARED DISPOSITIVE      | E POWER                 |
|              |   | 1 505 621               |                         |
| 11           | ACCDECATE AMOUNT  | 1,595,621               | Y EACH REPORTING PERSON |
| 11           | AUGREGATE AMOUN   | I BENEFICIALLI OWNED BI | EACH REFORTING FERSON   |
|              | 1,595,621   |                         |                         |
| 12           |   | GGREGATE AMOUNT IN ROY  | W (11) o                |
| 12           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) 0 EXCLUDES CERTAIN SHARES                             |                         |                         |
| 13           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  |                         |                         |
| 10           |   |                         | (11)                    |
|              | 15.42%  |                         |                         |
| 14           | TYPE OF REPORTING   | PERSON                  |                         |
|              |   |                         |                         |
|              | 00  |                         |                         |
|              |   |                         |                         |

| 1            | NAME OF REPO  | ORTING PERSO | ON                         |                    |
|--------------|---|--------------|----------------------------|--------------------|
| 2            | Legion Partners I<br>CHECK THE AF<br>GROUP*<br>SEC USE ONLY | PPROPRIATE E | BOX IF A MEMBER OF A       | (a) o<br>(b) o     |
| 4            | SOURCE OF FU  |              |                            |                    |
| т            | 00  | TID5         |                            |                    |
| 5            |   | DISCLOSURE   | OF LEGAL PROCEEDINGS IS    | <br>S              |
| -            |   |              | TEM 2(d) OR 2(e)           |                    |
| 6            | •   |              | ORGANIZATION               |                    |
|              |   |              |                            |                    |
|              | Delaware  |              |                            |                    |
| NUMBER OF    | 7   | 1            | SOLE VOTING POWER          |                    |
| SHARES       | _   |              | _                          |                    |
| BENEFICIALLY |   |              | - 0 -                      |                    |
| OWNED BY     | 8   | }            | SHARED VOTING POWER        |                    |
| EACH         |   |              | 1 505 (21                  |                    |
| REPORTING    | 9   |              | 1,595,621                  |                    |
| PERSON WITH  | 9   |              | SOLE DISPOSITIVE POWER     |                    |
|              |   |              | - 0 -                      |                    |
|              | 10  |              | SHARED DISPOSITIVE POWE    | ΞR                 |
|              | 10  | O            | SIL RED DIST OSTITUE TO WI |                    |
|              |   |              | 1,595,621                  |                    |
| 11           | AGGREGATE A   | AMOUNT BENI  | EFICIALLY OWNED BY EACH    | H REPORTING PERSON |
|              |   |              |                            |                    |
|              | 1,595,621   |              |                            |                    |
| 12           | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o             |              |                            |                    |
|              | EXCLUDES CERTAIN SHARES                                     |              |                            |                    |
| 13           | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)          |              |                            |                    |
|              | 15.42%  |              |                            |                    |
| 14           | TYPE OF REPO  | DTING DEDGO  | N                          |                    |
| 14           | TIPE OF KEPO  | KIING FERSO  | 11                         |                    |
|              | OO  |              |                            |                    |
|              |   |              |                            |                    |

| 1                   | NAME OF REPORTING PE  | RSON                     |                    |  |
|---------------------|---|--------------------------|--------------------|--|
| 2                   | Christopher S. Kiper<br>CHECK THE APPROPRIAT<br>GROUP*                                  | E BOX IF A MEMBER OF A   | (a) o<br>(b) o     |  |
| 3                   | SEC USE ONLY  |                          |                    |  |
| 4                   | SOURCE OF FUNDS<br>OO   |                          |                    |  |
| 5                   | CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS" REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) |                          |                    |  |
| 6                   | CITIZENSHIP OR PLACE C  |                          |                    |  |
|                     | USA   |                          |                    |  |
| NUMBER OF<br>SHARES | 7   | SOLE VOTING POWER        |                    |  |
| BENEFICIALLY        | •   | - 0 -                    |                    |  |
| OWNED BY            | 8   | SHARED VOTING POWER      |                    |  |
| EACH                |   |                          |                    |  |
| REPORTING           |   | 1,595,621                |                    |  |
| PERSON WITH         | 9   | SOLE DISPOSITIVE POWER   |                    |  |
|                     |   | - 0 -                    |                    |  |
|                     | 10  | SHARED DISPOSITIVE POW   | ER                 |  |
|                     |   | 1,595,621                |                    |  |
| 11                  | AGGREGATE AMOUNT BI   | ENEFICIALLY OWNED BY EAC | H REPORTING PERSON |  |
|                     | 1,595,621   |                          |                    |  |
| 12                  | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) o   |                          |                    |  |
|                     | EXCLUDES CERTAIN SHARES   |                          |                    |  |
| 13                  | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)                                      |                          |                    |  |
|                     | 15.42%  |                          |                    |  |
| 14                  | TYPE OF REPORTING PER   | SON                      |                    |  |
|                     | IN  |                          |                    |  |

| 1            | NAME OF REPORTING PERSON                          |                |
|--------------|---|----------------|
|              | Raymond White                                     |                |
| 2            | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* | (a) o<br>(b) o |
| 3            | SEC USE ONLY                                      | (0) (          |
| 4            | SOURCE OF FUNDS                                   |                |
|              | 00  |                |
| 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