

SNOWBALL RESEARCH NOTES

-

Significant
Changes &
Events

JANUARY 2022





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I. Special reports

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New CEO – compensation

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Observation / thoughts on Activism

Problems faced by the activist investors

- [Quotient Technology \(QUOT\): Engaged Capital blames vote-buying schemes](#)
- [DIRTT Environmental Solutions \(DRTT\): Lawsuit against 22NW](#)
- [Griffon Corporation \(GFF\): Two of the three director nominees are being forced to withdraw; Withdrawal of a trading partner](#)

II. 13D Summary

Company name	M. cap (\$, mm)	Filer name	Notes (Each headline below is “clickable” – it is hyperlinked to the 13D notes)
ADMA BIOLOGICS, INC. (ADMA)	313	CALIGAN PARTNERS LP	Caligan Partners initiates active stake in ADMA Biologics
GUESS INC (GES)	1,400	LEGION PARTNERS ASSET MANAGEMENT, LLC	Legion Partners Issues Letter to Guess?, Inc. Board of Directors
FOSTER L B CO (FSTR)	169	22NW FUND, LP	22NW Fund initiates discussions with L.B. Foster Company
NEWPARK RESOURCES INC (NR)	336	RADOFF BRADLEY LOUIS	Bradley L. Radoff initiates active stake in Newpark Resources
AMARIN CORP PLC\UK (AMRN)	1,183	SARISSA CAPITAL MANAGEMENT LP	Sarissa Capital Management initiates active stake in Amarin Corp
ALTISOURCE ASSET MANAGEMENT CORP (AAMC)	37	PALM MANAGEMENT (US) LLC	Palm Management nominates director candidates to the Board of Altisource Asset Management Corp
RING ENERGY, INC. (REI)	288	KRUSE WILLIAM R	William R. Kruse initiates an active stake in Ring Energy
REPUBLIC FIRST BANCORP INC (FRBK)	306	NORCROSS GEORGE E III	George E. Norcross supports Driver Management
REPUBLIC FIRST BANCORP INC (FRBK)	301	DRIVER MANAGEMENT CO LLC	Driver Management nominates director candidates to Republic First Bancorp
AEROJET ROCKETDYNE HOLDINGS, INC. (AJRD)	3,063	STEEL PARTNERS HOLDINGS L.P.	Steel Holdings nominates Board candidates to Aerojet Rocketdyne Holdings
VERRA MOBILITY CORP (VRRM)	2,455	SCOPIA CAPITAL MANAGEMENT LP	Scopia Capital Management initiated discussions with Verra Mobility Corporation
IAMGOLD CORP (IAG)	1,210	RESOURCE CAPITAL FUND VII L.P.	Resource Capital Fund announces its intention to nominate directors to IAMGOLD Corp

LEE ENTERPRISES, INC (LEE)	199	CANNELL CAPITAL LLC	Cannell Capital decreased its stake to 7.24% .
LEE ENTERPRISES, INC (LEE)	200	MNG ENTERPRISES, INC.	The Stockholder Group calls for Lee stockholders to elect two independent directors to refresh the company's entrenched, staggered board
DELEK US HOLDINGS, INC. (DK)	1,272	ICAHN CARL C	Carl Icahn nominates three candidates to the Board of Delek US Holdings
JANUS HENDERSON GROUP PLC (JHG)	6,443	TRIAN FUND MANAGEMENT, L.P.	Trian Fund Management secured Board seats in Janus Henderson Group
TURKCELL ILETISIM HIZMETLERI A S (TKC)	2,973	LETTERONE INVESTMENT HOLDINGS S.A.R.L.	Letterone Investment Holdings plans to nominate Board candidates to Turkcell Iletisim Hizmetleri
CODORUS VALLEY BANCORP INC (CVLY)	205	DRIVER MANAGEMENT CO LLC	Driver Management nominates Board candidates to Codorus Valley Bancorp
HARLEY-DAVIDSON, INC. (HOG)	5,478	H PARTNERS MANAGEMENT, LLC	H Partners Management secured Board seat in Harley-Davidson
HUNTSMAN CORP (HUN)	7,995	STARBOARD VALUE LP	Starboard delivers open letter to Huntsman Corporation shareholders
GRIFFON CORP (GFF)	1,247	VOSS CAPITAL, LLC	ISS joins Glass Lewis in supporting Voss's case for change at Griffon
KOHL'S CORP (KSS)	8,081	MACELLUM ADVISORS GP, LLC	Macellum nominates ten candidates for election to the Kohl's Board of Directors
GREEN PLAINS INC. (GPPE)	1,790	ANCORA ALTERNATIVES LLC	Ancora Advisors delivered a letter to the Board of Green Plains
SAFETY INSURANCE GROUP INC (SAFT)	1,251	IDES CAPITAL MANAGEMENT, LP	Ides Capital delivered a letter to the Board of Safety Insurance Group
CEDAR REALTY TRUST, INC. (CDR)	333	CAMAC FUND, LP	Cedar Realty Trust reaches amendment to the agreements with Camac Partners and Ewing Morris & Co
CEDAR REALTY TRUST, INC. (CDR)	333	EWING MORRIS & CO. INVESTMENT PARTNERS LTD.	Cedar Realty Trust reaches amendment to the agreements with Camac Partners and Ewing Morris & Co
MEDALLION FINANCIAL CORP (MFIN)	164	ORR KEN	KORR Value announces nomination of two candidates to Medallion Financial Board
GSI TECHNOLOGY INC (GSIT)	116	ROUMELL ASSET MANAGEMENT, LLC	Roumell Asset Management sends a letter to the board of GSI Technology
FIRSTHAND TECHNOLOGY VALUE FUND, INC. (SVVC)	26	KLARQUIST SCOTT	Scott Klarquist issued a presentation on Firsthand Technology Value Fund
DIRTT ENVIRONMENTAL SOLUTIONS (DRTT)	136	22NW	DIRTT Environmental Solutions filed a lawsuit against 22NW
YATRA ONLINE, INC. (YTRA)	107	MAGUIRE ASSET MANAGEMENT, LLC	Maguire Asset Management reaches agreement with Yatra Online
TURQUOISE HILL RESOURCES LTD. (TRQ)	3,036	PENTWATER CAPITAL MANAGEMENT LP	Pentwater issues letter to Turquoise Hill Board calling for action in defense of minority shareholders
CANADIAN NATIONAL RAILWAY CO (CNI)	84,188	TCI FUND MANAGEMENT LTD	Canadian National Railway Company reaches resolution agreement with TCI Fund Management
SOUTHWEST GAS HOLDINGS, INC. (SWX)	4,005	ICAHN CARL C	Icahn Enterprises announces extension and amendment of Southwest Gas tender offer
CATALYST BIOSCIENCES, INC. (CBIO)	17	SINGER JULIAN D.	Julian Singer seeks Board and Management changes at Catalyst Biosciences
TREEHOUSE FOODS, INC. (THS)	2,237	JANA PARTNERS LLC	JANA Partners nominated three Board candidates to TreeHouse Foods
PEOPLES FINANCIAL CORP /MS/ (PFBX)	83	STILWELL JOSEPH	Joseph Stilwell announced his intent to nominate Board candidate to Peoples Financial Corp

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TRECORA RESOURCES (TREC)	209	PANGAEA VENTURES, L.P.	Pangaea Ventures/ Ortelius Advisors nominates Board candidates to Trecora Resources
EYENOVIA, INC. (EYEN)	88	GRANT STUART M.	Stuart M. Grant reaches agreement with Eyenovia
TRANSACT TECHNOLOGIES INC (TACT)	103	HARBERT DISCOVERY FUND, LP	325 Master Fund and Harbert Fund nominated Board candidates to TransAct Technologies
TRANSACT TECHNOLOGIES INC (TACT)	103	325 CAPITAL LLC	325 Master Fund and Harbert Fund nominated Board candidates to TransAct Technologies
AMPCO PITTSBURGH CORP (AP)	115	ANCORA ADVISORS, LLC	Ancora Advisors reaches agreement with Ampco-Pittsburgh Corporation

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Intevac (IVAC): Newly appointed CEO has sold two companies during his tenure as CEO; Recent divestment

- Market Cap: \$123 million | Intevac, Inc. is a leading supplier of thin-film processing systems.
- Major shareholders: BLEICHROEDER – 20.1% | NEEDHAM INVESTMENT MANAGEMENT – 8.7% | ROYCE & ASSOCIATES – 5.9% | DIMENSIONAL FUND ADVISORS – 5.3%
- Screen: New CEO appointment

I. BASICS

Intevac has two reportable segments:

- Thin-film Equipment (“TFE”) (53% of revenue) – Designs, develops and markets vacuum process equipment solutions for high-volume manufacturing of small substrates with precise thin-film properties, such as for the hard drive, solar cell and DCP industries.
- Photonics (47% of revenue) - Developer of advanced high-sensitivity digital sensors, cameras, and systems that primarily serve the defense industry.

WHAT WE LIKE

(a) Track record of new CEO

In January 2022, the company appointed Nigel Hunton as CEO.

- Sale of Photon Control for \$387 million
 - From 2019 to 2021, Mr. Hunton served as CEO of Photon Control (PHO.TO), a supplier of fiber optic temperature and position measurement components.
 - During his tenure, Photon Control’s revenues more than doubled to \$65 million and its market valuation tripled.
 - Sale of the company: In July 2021, Photon Control was acquired by MKS Instruments, Inc. for approximately \$387 million.

• Sale of Edward Group for EUR 685 million

- Mr. Hunton served as CEO of Edwards Group Limited, a private equity-backed market-leading global vacuum technology company from 2006 to 2010.
- Revenue: \$641 million; net income: \$52 million.
- Sale of the company: In 2007, the company was sold to CCMP Capital Advisors, a private equity company, for approximately EUR 685 million.

(b) Recent divestment

- Sale of Photonics business:
 - On December 30, 2021 Intevac completed the sale of the Photonics division to EOTECH for approximately \$100 million - up-front cash payment of \$70 million and future earn-out payments of up to \$30 million
 - Photonics business generated 47% of revenue in 2020.
 - The pro forma financials of the remaining company after the divestiture was \$52.1 million revenue and a net loss of \$(11.3) million.

Overall-

- (a) The current cash balance of the company: \$121 million (after taking into account the divestment). We don’t know the cur-

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rent plan of the board/management for the existing cash balance.

(b) The remaining business, thin-film equipment, is struggling. In

the recent Q4 2021, the revenue declined by 12.7% to \$15.9 million. If annualized, the revenue would be \$64 million.

(c) EV is \$11 million.

BARK, Inc. (BARK): Return of the co-founder & former CEO as new CEO

- Market Cap: \$588 million | BARK, Inc. is a leading global omni-channel brand for dogs.
- Major shareholders: RRE VENTURES GP V – 13.1% | FMR – 9% | STRIFE CARLY – 7.2% | PREHYPE VENTURES – 7.1% | MEEKER MATT – 6%
- Screen: New CEO appointment

I. BASICS

- Commerce (10.7% of revenue) – The company's commerce revenue consists of sales of toys, treats, and wellness solutions through retailers and online marketplaces.
- Add to box ("ATB") offering (2% of revenue) - Subscription customers have the option to purchase additional toys, treats, or essential products to add to their respective subscription boxes

II. WHAT WE LIKE

1. Recurring revenue business model

- Subscription revenue contributes 87% of total revenue. Subscription plans are offered as monthly, six-month or annual commitments.
 - BarkBox – A monthly dog box delivery that has 2 dog toys, 2 bags of dog treats, and a drool-worthy chew. This monthly box ranges from \$23 to \$35 per month.
 - Super Chewer – A monthly subscription box delivery that has 2 fluff-free toys, 2 treats, and 2 chews. This monthly box ranges from \$30 to \$45 per month.
- Renewal rate: In FY2021, the company retained 94.1% of its existing customers.
- The company as of Q2 FY2022 has over 2 million active subscriptions.

2. Top brand

- The company's dog subscription boxes are one of the well-known boxes in the industry.

- As per similarweb.com, BarkBox.com is ranked #6 in "pet food and supplies" category.
- Canine Journal (www.caninejournal.com) stated that BarkBox is "**among the least expensive services**" in comparison to its competitors. <https://www.caninejournal.com/petbox-vs-barkbox-vs-paw-pack/>

3. Owner-operator

As of June 2021, the company's insiders hold a 23.4% stake in the company.

- Co-founders' ownership - Matt Meeker (CEO): 6.1%; Carly Strife: 7.3% and Henrik Werdelin (chief strategy officer): 7.3%

4. Return of the founder as CEO & recent management changes

- Management changes
 - November 2021 – Interim CFO
 - January 2022 – CEO
- In January 2022, the company appointed Matt Meeker, co-founder and executive chairman, as CEO.
- Solid performance: He served as CEO of the company from its formation in October 2011 until September 2020. The company was founded by Matt Meeker (CEO), Carly Strife and Henrik Werdelin (chief strategy officer)
 - During his tenure, he built the company from scratch to an approximately \$500 million revenue-generating business as of December 2021.

- **Took the company public:** In June 2021, the company became a publicly-traded company through a SPAC merger.

- Prior to joining BarkBox, Mr. Meeker was Entrepreneur-in-Residence at DogPatch Labs, a start-up incubator run by Polaris Ventures from January 2011 to April 2012.
- Mr. Meeker co-founded Meetup, a network of local communities that meet offline about shared interests and passions, and worked there from December 2001 through December 2007. On a different note, ten years after his exit, the company was acquired for \$156million.
- Suggested further reading: <https://www.thestartupstory.co/episodes/matt-meeker-co-founder-of-bark>

2. Growing financials

- **15X revenue growth:** The Company's revenue increased by more than 15X, from roughly \$25 million in 2013 to \$378 million in FY2021.
- Recent performance:
 - In FY 2021, the company's revenue grew by roughly 69%, from \$224.3 million in FY2020 to \$378 million in FY2021.
 - In Q2 FY2022, the company's revenue increased by 39% to \$120.2 million.
 - Reason for stellar revenue growth? Overall, there are three reasons: (a) due to the COVID-19 pandemic, the number of pet owners increased a lot in the US; (b) increased spending on pets; (c) shift towards online pet products.
- **Outlook:** The Company expects to achieve \$700 million revenue in FY2023.

<i>(\$ in millions)</i>	<i>FY2019</i>	<i>FY2020</i>	<i>FY2021</i>	<i>LTM ended September 2021</i>
<i>Revenue</i>	191.4	224.3	378.6	455.1
<i>Gross profit</i>	107.1	135.4	225.9	267.1
<i>Loss from operations</i>	(34.6)	(26.6)	(20.5)	(55.3)
<i>Net loss</i>	(37.0)	(31.3)	(31.3)	(50.2)

3. Others

- Key metrics in Q2 FY2022: a 39% increase in active subscriptions, a 34% increase in subscription shipments, and a **record-high average order value of \$29.73**.
- **Attractive return even with increased CAC:** The cost of media advertising increased significantly in FY2022, and the company's customer acquisition cost in Q2 FY2022 was up just 7%. **For every dollar the company spent in marketing, the company generated roughly \$5 of gross profit.**

Current challenges

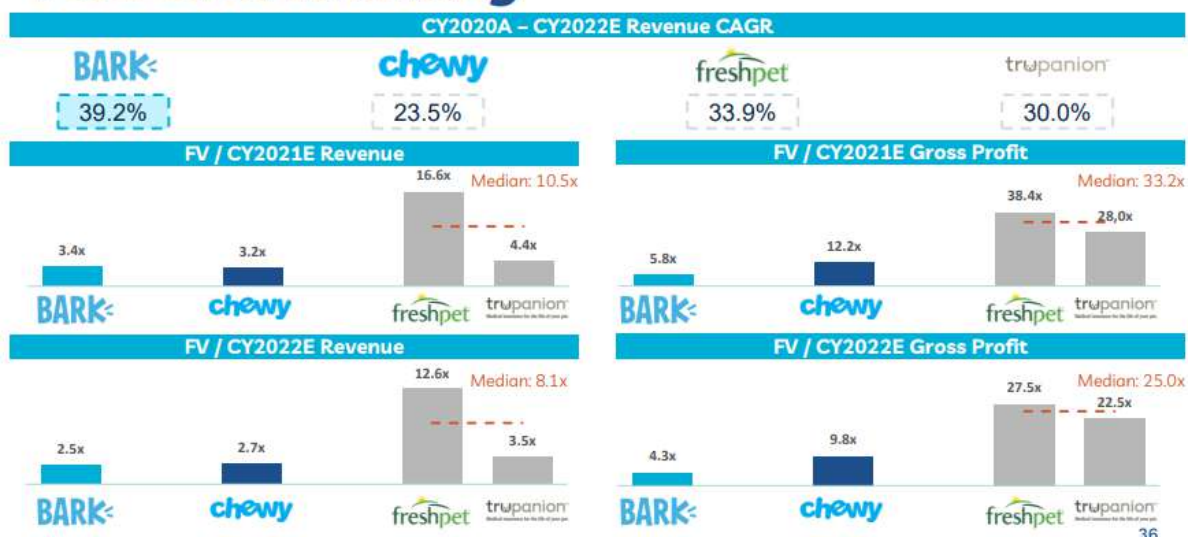
- In spite of strong growth due to excellent industry tailwind, the company is not profitable, and it is losing money.
- Recently, the company revised its adjusted EBITDA guidance to \$38 million to \$40 million, from approximately \$31 million, due to greater-than-expected shipping and fulfillment costs, as a result of macro shipping congestion and rising shipping rates.

Modeling Methodology for BARK's Direct to Consumer Revenue

KPI Driven Modeling Methodology:	Calculation	Q3 FY21	Q4 FY21
Subscription Shipments last Quarter (in 000s)	A	2,675	3,113
100% - Average Monthly Subscription Shipment Churn this Quarter	B	93.5%	94.6%
Subscription Shipments this Quarter from existing subscriptions (in 000s)	A x B = C	2,501	2,945
New Subscriptions this Quarter (in 000s)	D	381	264
Subscription Shipments per New Subscription ⁽¹⁾	E	1.6	2.0
Subscription Shipments this Quarter from New Subscriptions (in 000s) ⁽¹⁾	D x E = F	612	518
Subscription Shipments this Quarter (in 000s)	C + F = G	3,113	3,463
Average Order Value	H	\$28.98	\$29.25
Direct to Consumer Revenue (in 000s)	G x H = I	\$90,202	\$101,300

¹ For Q3 FY21 and Q4 FY21, we back into "Subscription Shipments this quarter from New Subscriptions", and the "Subscription Shipments per New Subscription." The number of Subscription Shipments per New Subscription ranges between 1 - 3 in any given quarter based on the distribution and timing of New Subscription acquisition throughout the quarter.

Pet Benchmarking



Source: FactSet, Company Filings, and Management Forecasts. Market data as of May 14, 2021.

5. BARK's **Omni-channel Distribution** Creates Selling Opportunities and Drives Brand Awareness

Bark's digitally native brand

- ✓ Deeply aligned with values that consumers care about
- ✓ Wealth of customer data allows for large-scale personalization

Holistic omni-channel presence creates additional tailwinds

- ✓ Platform to drive brand awareness and product discovery
- ✓ Focused on strong retail channels and partnerships through highly curate products

Collaboration with retail partners creates new opportunities



Omega Flex (OFLX): Signs of moat; Huge insider ownership; Strong FCF; 13G filing by Conestoga Capital

- Market Cap: \$1.4 billion | OmegaFlex is a leading manufacturer of flexible metal hose.
- Major shareholders: KAYNE ANDERSON RUDNICK INVESTMENT MANAGEMENT – 9.9% | CONESTOGA CAPITAL ADVISORS – 5.5%
- Screen: 13G

SC13G

- In January 2022, Conestoga Capital Advisors disclosed a 5.7% passive stake in the company.
- Conestoga Capital focus on high-quality businesses that have the potential to generate superior returns.
- Conestoga Capital's small cap growth: 12.9% annualized performance since its inception in 1998.
- As of December 31, 2021, Conestoga manages approximately \$8.9 billion in client assets.

I. BASICS:

The Company is a leading manufacturer of flexible metal hose, fittings and accessories, which is used in a variety of ways to carry gases and liquids within their particular applications.

Financials:

(\$ in millions)	2016	2017	2018	2019	2020	LTM ended September 2021
Net Sales	94.0	101.7	108.3	111.3	105.7	126.1
Net Income	14.3	15.6	20.1	17.2	19.9	25.7

II. WHAT WE LIKE

1. Signs of moat – Solid products & rich patents

- MediTrac® is the only corrugated medical tubing in the U.S. that is approved to the stringent requirements of UL 1365.

- Used in natural gas and propane piping installations, TracPipe® Counter-Strike® has been shown to be up to 400 times more resistant to the damaging effects of electrical energy than yellow corrugated stainless steel tubing.
- The DoubleTrac® system passed Praxair's Tracer Tight®, CGRS Iota® VaporTite V005, and Leak Technologies' MDleak™ test methods. The MDleak™ test resulted in a tightness leak rate standard of 0.000001 gph – a rate exceeding California's leak rate by 1000 times.
- Patents: The Company has approximately 217 patents issued in various countries around the world. The patents cover (a) the fittings used by the flexible gas piping, (b) pre-sleeved CSST for use in underground, (c) an electrically conductive jacket, (d) a tubing containment system for DoubleTrac®, and (e) fittings for use with MediTrac®.
- The company claims that it is a leading supplier of flexible metal hose in each of the markets in which it participates.

2. Insiders hold more than 40% stake in the company:

- Stewart B. Reed, a director of the company since 2005 (former chairman of the board), holds a 30.2% stake in the company.
- Kevin R. Hoben, CEO since 2005 and chairman of the board since 2018, holds a 9.3% stake in the company.

- **Heads-up:** In 2020 and 2021, the company's insiders sold \$31.8 million worth of shares at various price points ranging from \$136 per share to \$154 per share. After all this selling, the company's insiders still hold more than 40% stake in the company.

3. Solid financial performance

- **Revenue growth:** From 2010 to LTM September 2021, the company's revenue grew organically from \$47 million to \$126 million except for FY 2020, which was negatively affected by the COVID-19 pandemic.
- **Improving gross margin:** The company's gross margin increased from 60.7% in 2017 to 63.32% for the LTM September 2021.
- **Operating income** increased from \$7.3 million in FY 2012 to \$34.6 million in LTM Sep 2021.
- **Net income** increased by roughly 4X from \$6.8 million in FY 2012 to \$26 million in LTM Sep 2021.

4. Free cash flow

Year	FCF (\$, mm)
FY 2012	7.2
FY 2013	11.9
FY 2014	14.6
FY 2015	12.7
FY 2016	14.6
FY 2017	14.9
FY 2018	19.2
FY 2019	14.8
FY 2020	18.7
LTM Sep 2021	20.2

5. Innovation & introduction of new products

- TracPipe® - flexible gas piping products - introduced in 1997
- CounterStrike® - robust counterpart TracPipe (resistant to damage from transient electrical arcing) - introduced in 2004
- CounterStrike® CSST – more effective than its prior product - introduced in 2007
- DoubleTrac® - double containment piping product - introduced in 2008
- DEF-Trac®, a complementary product which is very similar to DoubleTrac® - introduced in 2011
- AutoSnap® - flexible gas piping product line - introduced in 2014
- MediTrac® - corrugated medical tubing ("CMT") - introduced in 2019

6. Others

- **Price hike:** In October 2021, the company announced that it will be implementing a **5% price increase** – it is expected to result in an increased gross margin in 2022.
- **Cash dividend:** The company pays a regular quarterly dividend of \$0.30 per share.
- The company's **active customers** increased consistently from 4,000 in 2005 to 9,800 in 2020.



The Only Gas Piping That Withstands the Forces of Nature

Used in natural gas and propane piping installations, TracPipe® CounterStrike® has been shown to be up to 400 times more resistant to the damaging effects of electrical energy than yellow corrugated stainless steel tubing.

The safest choice for both the installer and the customer, the benefits of TracPipe® CounterStrike® can also save time and money. There are no additional bonding requirements for TracPipe® CounterStrike® imposed by the manufacturer's installation instructions. It lays straighter and pulls easier, dramatically decreasing installation times. And unlike competitive brands, TracPipe® CounterStrike® is non-annealed, making it more crush-resistant, safer to install and easier to cut.

Visit the [TracPipe® CounterStrike® website](#) >



Manitex International (MNTX): CEO is a former top executive of a multi-billion-dollar company; Strong sign of recovery; 13G by Royce & Associates

- Market Cap: \$138 million |Manitex International is a leading international provider of cranes and specialized industrial equipment.
- Major shareholders: TADANO – 14.7% | ROYCE & ASSOCIATES – 6.2% | PACIFIC RIDGE CAPITAL PARTNERS – 5.6%
- Screen: 13G

SC13G: In January 2022, Royce & Associates, LP disclosed a 6.25% passive stake in the company.

I. BASICS

The Company is a provider of engineered lifting solutions.

- Manitex markets a comprehensive line of boom trucks, truck-mounted cranes, and sign cranes.
- Badger Equipment: It is a manufacturer of specialized rough terrain cranes and material handling products.
- PM Oil and Steel S.p.A.: It is a leading Italian manufacturer of truck-mounted hydraulic knuckle boom cranes.
- Manitex Valla: It has a full range of precision pick and carry industrial cranes using electric, diesel, and hybrid power options.

II. WHAT WE LIKE

1. Signs of moat

- Huge market share:
 - The company's North American boom truck business is a market leader. According to the CEO (CC, Q2 2020), the company grabbed 30%-40% of orders in this category for over a decade.
 - Manitex straight mast cranes has been a North American market leader for two decades.

- Recurring revenue stream: The Company's replacement parts and services segments have generated 16% and 17.5% revenue in 2019 and 2020 respectively. It carries 2X the gross margin of the core equipment business.

2. Recently appointed CEO is a former top executive of a multi-billion-dollar company

- In September 2019, the company appointed Steve Filipov as CEO.
- From 1995 to 2019, Mr. Filipov served Terex Corporation (M. Cap \$2.8 billion, Revenue: \$3.7 billion). Mr. Filipov was one of the top executives in Terex Corp. At the time of resignation, Mr. Filipov served as Group President, Global Cranes Segment, from 2016 to 2019.
- He played a major role in the sale of Demag® Mobile Cranes business to Tadano for approximately \$215 million in 2019.

3. Significant changes after the appointment of new CEO

a) Management changes

- All the top three executives (excluding the CEO) were appointed/promoted after the appointment of Filipov as CEO.
 - Sep 2017: President, North America
 - Dec 2017: COO (Promotion)
 - Oct 2020: CFO

- In Q1 2020 CC, the CEO mentioned that he hired a handful of experienced sales and marketing leaders after his appointment.

b) Initiatives

- **Flat organization structure in PM segment:** He implemented a flat organizational structure, and he has put in place two business leaders at PM, one focused on cranes, the other on aeri-als, both reporting directly to him.
- **Process initiatives:** The company started tracking on-time delivery, first-pass quality, fill rates, distribu-tion stocking plans, and online parts ordering systems. The CEO expects the process and tracking the progress to specific deliverables to result in improved quality, cost, and delivery of its products.

c) Cost cutting

- During his tenure, the company im-plemented various restructuring ac-tivities to cut down cost.
- Prior to the appointment of Filipov as CEO, the SG&A expenses hovered be-tween \$34 and \$38 million between 2015 and 2019. In the LTM Sep 2021, the SG&A expense declined to \$30.7 million.

d) Debt reduction

- The company's debt declined by 35%, from \$73 million in Q3 2019 to \$48 million in the quarter ended Septem-ber 2021.

e) Re-launch of Valla

- In the second quarter of 2020, the CEO notified that he had put in an ag-gressive plan to relaunch the Valla brand globally. Valla is a zero-emis-sion electric industrial crane.
- The company improved its product literature, social media marketing, signed up several new dealers (mainly in Europe and North Amer-ica), and invested in a new marketing campaign to relaunch this well-known brand.

- Outcome? In the latest quarter, Q3 2021, the revenue from Valla in-creased more than 70% versus Q3 2020.

f) Strong FCF

- The company generated a whopping FCF of \$11.3 million in FY 2020 and \$9 million in LTM Sep 2021. This is one of the best in the company's last 10-year history.

g) Others

- In 2019, the company started ship-ping articulated cranes under the brand name PM-Tadano to custom-ers in Asia. This was a key branding initiative the company launched dur-ing the second half of 2019.
- **Divestment:** In 2020, the company di-vested Sabre business for \$1.5 mil-lion, and it may receive a maximum royalty and earnout payments of ap-proximately \$2.9 million for years 2021 thru 2023.

4. Strong sign of recovery

- In 2019, 2020, and the 1st quarter of 2021, the company's performance took a massive hit due to a decline in demand in 2019. The problem was exacerbated by the COVID-19 pan-demic. But in the last two quarters, the company's revenue has started growing.
- **Strong growth in recent two quar-ters:** In the recent two quarters, Q2 2021 & Q3 2021, the company's reve-nue grew higher than the sales in Q2 2020 and Q2 2019.
- **Backlog at 5-year peak:** As of Q3 2021, the company's backlog was \$113.6 million, which is the highest in the last five-year period.
- **Future guidance:** The Company ex-pects to generate \$300 million to \$320 million by 2023 to 2025. The company also expects its gross mar-gin to increase to 20%-22% and ad-justed EBITDA to be around \$30 mil-lion to \$35 million.

Replacements Parts & Service



Consistent recurring revenue stream throughout the cycle

Typically generates 10%-20% of net sales in a quarter/year
Typically carry 2x gross margin of core equipment business

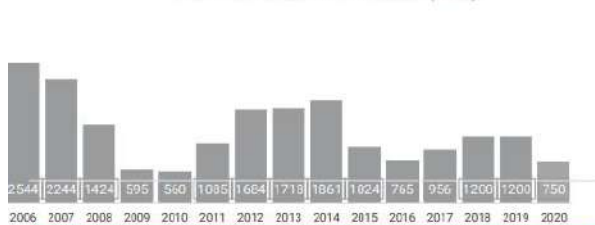
Spares relate to swing drives, rotating components, cylinders, booms and other components, many of which are proprietary

Serve additional brands
Service team for crane equipment
Proprietary e-commerce system implemented in principal operations

OVERVIEW

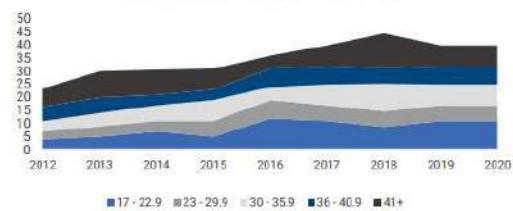
Lifting equipment market - Straight-mast

STRAIGHT MAST INDUSTRY SHIPMENTS (UNITS)



- Industry orders declined in 2020 due to COVID-19 effects on demand
- Cranes in the field from '04-'07 cyclical peak are 13-plus years old which will drive "replacement cycle" activity
- Manitex installed base continues to expand driving parts and service business even in down markets
- Current expectations are that unit volume could be 1,000-1,200 units in 2021 with continued growth expected

MANITEX MARKET SHARE BY TONNAGE CLASS



- Approximately 10 PPT market share gain in past 5 years while more broadly diversifying weight class (tonnage) distribution
- Important new products launched in last 12 months for utility, construction, and 60-ton class
- Increased penetration of 40-, 45- and 50- ton cranes with aerial work platforms for utility, telecom and wind construction/maintenance

AudioCodes (AUDC): Improving margin after migration to SaaS business model; Excellent FCF; Owner-operator; 13G filing by Copeland Capital

- Market Cap: \$908 million | AudioCodes is a leading vendor of advanced communications software, products and productivity solutions for the digital workplace.
- Major shareholders: ADLERSBERG SHABTAI – 15.5% | BIALIK LEON – 7.6% | COPELAND CAPITAL MANAGEMENT – 5.1%
- Screen: 13G

SC13G

- In January 2022, Copeland Capital Management, LLC disclosed a 5.1% passive stake in the company.
- Copeland Capital Management, LLC is a 100% employee owned firm specializing in Dividend Growth investing

WHAT WE LIKE

1. Owner-operator

- Shabtai Adlersberg co-founded AudioCodes in 1993, and he has served as the CEO and a director since inception.
- He owns roughly 14% of the o/s shares.

2. Leading vendor in SBC

- The company generates 65% of revenue from products – out of which the bulk of revenue is generated from the sale of Mediant family of session border controllers (SBC).
- So, what is SBC? It is installed at the perimeter of a network to control communications (voice/video conferencing/desktop sharing) that take place on a service provider IP network. It protects a company's real-time communication network from various types of VoIP-based cyber-attacks.
- Strong revenue growth: The product's revenue consistently grew from \$102 million in FY 2016 to \$155 million in FY 2021.
- Dominant player?

- Even though there is no official data available, we believe the company is a dominant player in the SBC industry. Why? Many research reports peg the market size of the enterprise SBC to be around \$500 million. Given the fact that the company's product segment generates roughly \$155 million, we could conclude that the company controls about 30% of the market.
- In a press release by RingCentral (\$15b giant in UCaaS), the company referred to Audiocode and Audiocode's competitor Ribbon Communications as "leading SBC vendors" - [source](#)

- We urge you to read the below link to understand the concept of SBC and also to find the list of competitors. <https://www.peerspot.com/categories/session-border-controllers-sbc>

3. Revenue growth

- Since FY 2013, the company's total revenue has consistently increased organically (except in 2015) from \$137 million to \$248 million in FY 2021. During this period, the company acquired only one company for roughly \$3 million.
- The company's operating income increased almost consistently from \$2.7 million in FY 2013 to \$39.5 million in FY 2021 except for the FY 2015, which was affected due to the one-time royalty buyout agreement.

4. FCF

Year	(\$,mm)
2017	16.2
2018	24.2
2019	21.2
2020	36.9
2021	46.2

5. Improved margin after migration to recurring revenue business model

a) Audiocode live: subscription business model- roughly 6% of total revenue

- In March 2020, the company launched the AudioCodes live initiative, which is a portfolio of professionally managed services designed to offer AudioCodes voice expertise products and solution to enterprises via a flexible subscription-based managed service model.
- This enables customers to benefit from Teams collaboration and voice services without having to make significant capital investments.
- In FY 2021, AudioCodes Live managed services offering exceeded the company's internal expectation, with annual recurring revenues, ARR, exiting this year well above the target of \$15 million (roughly 6% of total revenue) and more than doubling from a year ago of about \$7 million.
- Outcome? The company's gross margin improved from around 62% in 2018 to 68% in 2021.

6. Growth drivers #1: Microsoft go-to-market strategy

a. Basics

- Organizations are using Microsoft Teams ("MS Teams") for video conferencing and chat.
- Direct routing: Microsoft Teams also has a feature "Microsoft Phone System Direct Routing," which allows companies to connect external phone lines and use MS Teams as an office phone system.
- Organizations can use Teams for all their business calls or slowly migrate

from a legacy PBX, depending on their needs. And since Teams clients work on a PC/Mac or smartphone, users can make and receive calls from almost anywhere, on any device, staying connected and productive.

b. The company's SBC and Microsoft Team

- The company has developed Microsoft-certified session border controllers (SBC).
- Top vendor?
 - Even though there are twenty Microsoft-certified SBC vendors, the company is listed at the top of the list. See here - <https://docs.microsoft.com/en-us/microsoft-teams/direct-routing-border-controllers>. (It is not listed in alphabetic order)
 - Most recently, Microsoft launched "Operator Connect," which allows operators to integrate Teams marketplace and into their plans to deliver UCaaS. In the recent conference call, the CEO claimed that AudioCodes is one of four partners that are helping to develop and sell the platform.
- Teams Voice-as-a-Service
 - Most recently, the company launched Teams Voice-as-a-Service.
 - It removes complexity from the integration of Teams collaboration, Unified Communication, and Enterprise Telephony, and helps to migrate to Team easily.
 - It is charged on per-user per-month software-as-a-service model.

7. Growth driver #2: Audio AI platform

- In 2019, the company announced the AudioCodes' Voice.AI Gateway – a new solution that is built around its session border controller (SBC) technology and product.

- Voice.AI Connect enables chatbots to use voice input and output for the conversational AI platform.
- The company expects the revenue to be around \$5 million and expects to reach \$25 million within 2-3 years.

8. Others

- Share buyback: In the last six months, the company acquired \$24.5 million worth of shares. In December 2021, the company received court approval in Israel to purchase up to an aggregate amount of \$35 million of additional ordinary shares.
- Dividend: In 2021, the company paid \$0.33 as dividend per share.

Overall-

- The company is investing in its SaaS infrastructure and managed services.

- In 2022, the company plans to expand its investment in SaaS solutions for the key target markets, Microsoft Teams, Zoom Phone, contact center, bring your own carrier, work-from-home, click-to-call, virtual agents, etc.
- Microsoft Teams market share is estimated to be 17% this year of the total UCaaS market, and is forecast to grow to lead the market and own 29% by 2026. This is a strong catalyst for the company's growth.
- The company expects to organically grow roughly about 13% in 2022 and 2023.
- The company has not grown through acquisition. Interestingly, in the latest conference call, the CEO mentioned that by executing on M&A strategy, the company can further grow into 15%-20% a year.

Eventbrite (EB): Signs of moat; Signs of recovery; 13G filing by Broad Bay Capital Management & Portsea Asset Management

- M.Cap: \$1.4 billion | The company operates a self-service ticketing and experience technology platform that serves event creators worldwide.
- Major shareholders: Hartz Kevin – 18.3% | BLACKROCK – 9.9% | VANGUARD GROUP – 9.4% | PORTSEA ASSET MANAGEMENT – 8.5% | INVESCO – 6.5% | MASSACHUSETTS FINANCIAL SERVICES COMPANY – 6.2% | JPMORGAN CHASE & COMPANY – 5.5% | CADIAN CAPITAL MANAGEMENT – 5.1% | BROAD BAY CAPITAL MANAGEMENT – 5%
- Screen: 13G

I. BASICS

- The company charges creators on a per-ticket basis when an attendee purchases a paid ticket for an event.
- Historically, the company derived approximately half its revenue from creators who signed themselves up to use the platform and approximately half the revenue from creators acquired through the sales channels.
- The company allows developers to seamlessly integrate services from third-party partners such as Salesforce, Facebook, and HubSpot.

II. WHAT WE LIKE

1. Signs of moat: Site traffic, network effect & exclusive contract

- As per similarweb.com, the company's website is the second-most popular website with 30 million visits. The largest player is Ticketmaster, which enjoys roughly 58 million visits. The third-largest player has less than 11 million visits. There are plenty of websites that enjoy 8-10 million visits – for example, stubhub.com, songkick.com, axs.com, vividseats.com, and seatgeek.com.
- Even though creators have plenty of cheaper alternatives to promote, the probability of success is high ONLY in

sites that have very high website traffic.

Take an example – tickettailor.com advertises that it is an Eventbrite alternative. Unfortunately, it attracts only 1.5 million visits.

<https://www.tickettailor.com/eventbrite-alternative/>

- **Exclusive contract:** The multi-year exclusive arrangements that the company entered into between 2015 and 2020 had an average term of 36 months. As such, you won't find the same shows *or* artists on a competitor's site for three years. This poses a significant problem for any new entrant.
- The company has 13 issued patents.
- Overall, this company enjoys a network effect.

2. Strong financial performance; Recent recovery

- Revenue increased from \$134 million in FY 2016 to \$326 million in FY 2019.
- **Emerging from COVID-19 pandemic; signs of recovery**
 - Due to the COVID-19 pandemic, the company's revenue declined by 67% in FY 2020.

- In April 2020, in response to the COVID-19 pandemic: a) the company focused only on creators who use the platform with minimal training rather than creators who require significant event success and customer support. And b) the company terminated 45% of its employees.
- In the recent two quarters, the company's revenue grew significantly - Q2 2021: 451% and Q3 2021: 144%. Nevertheless, the revenue is still down compared to respective quarters in the year 2019.
- The company generated \$82.4 million of FCF in LTM September 2021 compared to \$155 mm in FY 2020.

- As per the recent conference call, the average number of paid tickets transacted per event increased for the sixth quarter in a row.
- Outlook? The company anticipates that the first quarter 2022 revenue will be within the range of \$47 million to \$50 million, which would represent 74% year-over-year growth.

Overall-

The entire thesis is tied to the recovery of the live events industry.

Shareholder letter

https://s22.q4cdn.com/238770421/files/doc_financials/2021/q4/Q4-2021-Earnings-Shareholder-Letter-vF1-NAL.pdf

Paid Ticketing Metrics

	2020					2021				
	Q1	Q2	Q3	Q4	FY 2020	Q1	Q2	Q3	Q4	FY 2021
Paid Transacting Creators (K)	185.4	55.2	79.0	87.6	276.9	85.0	114.5	132.5	141.3	276.4
Paid Transacting Events (K)	498.9	205.3	392.1	365.4	1,341.4	334.1	478.6	474.2	458.3	1,517.3
Paid Tickets (M)	22.2	4.7	9.2	11.0	47.1	10.2	16.0	19.1	22.1	67.4
Gross Ticket Sales (\$M)	\$958	\$176	\$306	\$348	\$1,788	\$389	\$622	\$678	\$750	\$2,437
Net Revenue (\$M)	\$49.1	\$8.4	\$21.9	\$26.7	\$106.0	\$27.8	\$46.3	\$53.4	\$59.6	\$187.1

Paid transacting is defined as generating revenue within the specified period. Certain prior references to paid creators were made on a published basis, and certain prior references to paid events were made on a hosted basis.

RumbleON (RMBL): A niche player in the used power sports industry; 13G by Hood River Capital

- Market Cap: \$401 million | RumbleOn, Inc. is the nation's first and only omnichannel customer experience available in powersports and the largest powersports dealer.
- Major shareholders: COULTER WILLIAM – 17.4% | TKACH MARK – 17.4% | HOOD RIVER CAPITAL MANAGEMENT – 5.2%
- Screen: 13G

SC13G

- In January 2022, Hood River Capital Management disclosed a 5.29% passive stake in the company.
Our philosophy is that in-depth, original research can uncover companies whose future fundamentals, such as sales or earnings, are likely to exceed the market's expectations. We call this difference between reality and the market's perception the "information gap." Hood River is intently focused on identifying and capturing the information gap.
- Its small-cap growth fund has given a return of 14.6% since its inception in 2002 and has outpaced the Russell 2000® Growth index every year.

RESEARCH

1. Owner operator

- All executive officers and directors as a group hold 87.5% of Class A shares and 38.3% of Class B shares as of October 2021.
- Marshall Chesrown, who co-founded the company and has served as its CEO & chairman since October 2016, holds 87.5% of Class A shares and 1.29% of Class B shares
- Bill Coulter, who co-founded RideNow (acquired in August 2021), has been serving the company as executive vice chairman of the company since 2021. He holds 17.4% of Class B shares.
- Mark Tkach, who co-founded RideNow (acquired in August 2021), is

currently serving as COO of the company. He holds 17.4% of Class B shares.

2. Stellar growth in Powersports segment due to organic website traffic growth

- This segment generates roughly 29% of total revenue.
- Powersports segment focuses on used motorcycles, powersports, RV, boat, snowmobile and personal watercraft.
- Organic growth: The Company's revenue consistently grew from \$7.1 million in 2017 to \$152 million in LTM ended September 2021 (except for the FY 2020, which got affected due to the COVID-19 pandemic) predominantly due to organic growth and to a lesser extent due to acquisition.
- Reason for solid organic growth?
 - The company enjoys a first-mover advantage in the online motorcycle industry.
 - The company's ability to make an "instant" cash offer to purchase a vehicle, proprietary supply chain, and distribution software, and its ability to access and acquire inventory from both consumers and dealers disrupted the used-motorcycle/power sports industry.
 - Overall, this led to significant growth in traffic visits to the RumbleOn website. This in turn resulted in a 14X increase in revenue

within two years - revenue increased from \$7 million in FY 2017 to \$101 million in FY 2019.

- As per this site, RumbleOn is the first option to sell Motorcycles in USA <https://moneyinc.com/the-five-best-places-to-sell-your-motorcycle-online/>

3. Automotive segment:

- The company ventured into the used automotive business by acquiring two companies for roughly \$23 million.
- Unlike the Powersports segment that deals with motorcycles/power sports through www.rumbleon.com, the automotive segment generates revenue predominantly by selling used cars and trucks through the website - <https://www.wholesaleinc.com>. As such, both businesses are completely different.
- The segment's revenue increased from \$91 million in 2017 to \$717 million in 2019 predominantly through acquisition.
- Wafer-thin margin: Even though this segment accounts for approximately 48% of the company's total revenue in Q3 2021, its gross profit contributed only 17% of the total gross profit. Moreover, the automotive segment generated a wafer-thin gross margin of 6% in Q3 2021.
- Declining vehicle units sold: The number of vehicles sold declined from 29,952 in 2019 to 12,741 in 2020 due to the pandemic and the 2020 tornado. Moreover, the number of vehicles sold declined from 10,954 in nine months ended September 2020 to 8,822 in nine months ended September 2021.
- Overall we are NOT super excited with this segment.

4. Recent acquisitions expand the market segment

a) Big-ticker RideNow acquisition – Entry into owned retail distribution locations:

- In August 2021, the company acquired RideNow Powersports group for approximately \$575 million. RideNow operates more than 40 full-service dealerships offering a complete portfolio of the latest powersports products.
- Through this acquisition, the company became the first omnichannel in powersports.
- New market: Prior to this acquisition, the company primarily sold pre-owned vehicles through online marketplace and auctions. This acquisition gives the company its entry into owned retail distribution locations.
- RideNow financials: Revenue was \$899 million; EBITDA: \$96.6 million; net income: \$90.3 million
- The combined company's pro-forma revenue was approximately \$1.3 billion, net income was approximately \$65.3 million and adjusted EBITDA was approximately \$90.8 million.
- Presentation - [Link](#)

b) Freedom Powersports acquisition:

- In November 2021, the company entered into an agreement to acquire Freedom Powersports, including the powersports dealerships operated at 13 locations in Texas, Georgia, and Alabama.
- The transaction details are not yet disclosed. The acquisition is expected to close in the first quarter of 2022.

Overall –

- The company is aggressively focusing on the niche used motorcycle/ power sports industry.
- Outlook:
 - The company expects its 2021 revenue in the range of \$1.45 to \$1.55

billion and adjusted EBITDA in the range of \$100 to \$110 million.

- The company’s long-term revenue goal was \$5 billion+ and >10% adjusted EBITDA.

...providing customers with the most comprehensive offering

	RUMBLE ON + RIDENOW	Carmax	Carvana	Cycle Trader	eBay	Craigslist
True Omnichannel	✓	✓	✗	✗	✗	✗
Facilitate Dealer to Consumer Sales	✓	✓	✓	✗	✗	✗
Facilitate Dealer to Dealer Sales	✓	✓	✗	✗	✗	✗
Facilitate Consumer to Consumer Sales	✓	✗	✗	✗	✗	✗
Online Cash Offers Consumers	✓	✓	✓	✗	✗	✗
Online Cash Offers Dealers	✓	✗	✗	✗	✗	✗
Online Cash Offers Lenders	✓	✗	✗	✗	✗	✗
Consumer Listing Site	✓	✗	✗	✓	✓	✓
Dealer Listing Site	✓	✗	✗	✓	✓	✓
Multi-Vehicle Segments	✓	✗	✗	✓	✓	✓
Physical Retail Locations	✓	✓	✓	✗	✗	✗
Online Auction Platform	✓	✗	✗	✗	✓	✗

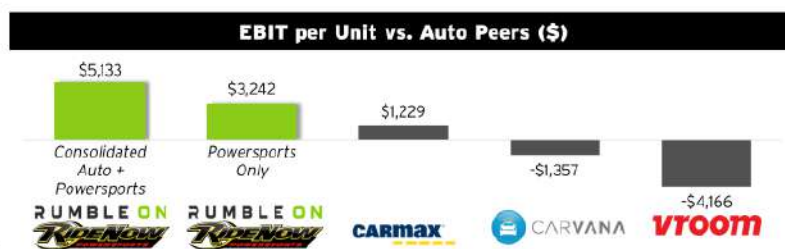
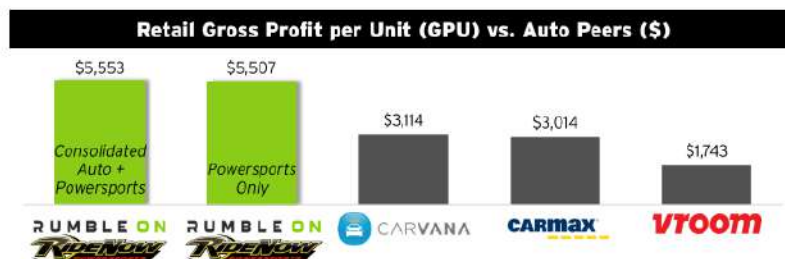
RUMBLE ON



6

Compelling unit economics vs. traditional automotive

- » The combination of RumbleOn and RideNow provides investors attractive unit economics when compared to traditional automotive retail peers
- » Unit ASPs for powersports are approximately 33% lower than the automotive peer group
- » Despite the lower price point, RumbleOn and RideNow deliver higher unit-level profitability
- » Significant opportunity to further expand the unit profitability gap through sourcing and distribution synergies expected by the combined companies



PaySign (PAYS): Huge market share; High FCF/EV yield; Owner-operator; 13G by Topline Capital

- Market Cap: \$116 million | Paysign, Inc. (PAYS) is a leading provider of prepaid card programs, comprehensive patient affordability offerings, digital banking services and integrated payment processing.
- Screen: 13G

13G filing

- In January 2022, Topline Capital Management, LLC disclosed a 5.1% passive stake in the company.
- Topline Capital is a growth-oriented, research-driven investment management firm founded in September 2018 by Collin McBirney. Previously, Collin was an equity research analyst at PIMCO in Newport Beach for six years, covering the technology, financial, and industrial sectors.

I. BASICS

- The company has developed prepaid card programs for corporate incentive and rewards.
- The company's predominant target customers are plasma donation centers.

II. WHAT WE LIKE

1. Owner-operator

- The company's insiders as a group hold 41% stake in the company.
- The company's CEO holds 18% stake in the company, and he is founder of 3PEA Technology (acquired in 2006).
- The company's EVP and co-founder of 3PEA holds 18% stake in the company.
- CEO & 3PEA Technologies – a short history: In 2006 and 2007, the company acquired 3PEA Technologies and Wow Technology (both of them are a payment solutions company),

which formed the basis for the current company. The current CEO is the founder of 3PEA.

2. 36% market share in plasma industry

- The company generates roughly 90% of its revenue from plasma collectors.
- Basics
 - Plasma-derived therapies are life-saving treatments used to treat various disorders.
 - The US supplies two-thirds of world's plasma demand and people receive payments for donating plasma. Plasma donation takes about 90 minutes and plasma donors are paid \$35 to \$50 per visit.
 - What does the company do? The company offers a comprehensive customized payment solution for plasma collection centers under the Paysign brand.
 - Currently, the company services approximately 36% of the plasma collection centers in the US.
- Increase in donor centers:
 - Over the past several years, plasma donation centers have migrated to a prepaid card solution for donor payments.
 - The number of plasma donation centers using the company's prepaid solutions increased from 46 in 2013 to 360 in September 2021.
 - In FY 2020, the company's revenue declined by 31% due to the COVID-19 pandemic.

3. Solid financials:

- Paysign’s revenue is generated from cardholder fees, interchange, card program management fees, and settlement income.
- **Organic growth:** Except for a couple of years, the company’s revenue increased from \$4.2 million in FY 2009 to \$27.9 million for the LTM ended September 2021.
- **Consistent positive free cash flow:** The Company generated approximately \$47 million free cash flow in the last five years.

Year	FCF (\$, mm)
2016	3.4
2017	5.6
2018	14.4
2019	13.6
2020	10.6
LTM Sep 2021	16.5

4. Others

- Debt-free
- Recent expansion: In Q2 2021 and Q3 2021, the company added a total of 16 plasma centers.

5. FCF Yield: 13% (FCF/EV: \$16.5mm/\$124 million)

Selected key financials

(\$ in millions)	2016	2017	2018	2019	2020	LTM ended September 2021
Total revenue	10.4	15.2	23.4	34.6	24.1	27.9
Gross profit	4.5	6.6	11.3	19.2	9.3	10.7
Income (loss) from operations	1.3	1.7	2.4	6.1	(8.3)	(3.5)
Net income (loss)	1.4	1.7	2.5	7.4	(9.1)	(7.1)
Adjusted EBITDA		2.9	4.9	10.1	(2.8)	1.4

Competitive Advantages

Paysign, Inc.

What sets Paysign apart

- Technology
- Processor
- Modus operandi
- Experience

Competitors

VS

- End-to-End Solutions: Processor and a Program Manager
- Customized: Innovative and client tailored payment solutions
- Superior Service: 100% in-house and bi-lingual customer service
- Expedient and Nimble: Rapidly deploy programs and changes
- Extended Services: Offer a suite of value added services

- Processor (or) a Program Manager
- Customization cost and time to implement can be cost prohibitive
- Multiple parties can lead to multiple call touches
- Lacking integration; slower and more expensive to implement
- Limited value added services

Paysign, Inc. Investor Presentation 10

United Community Banks (UCBI): Recent acquisition [short notes]

- Market Cap: \$3.8 billion | United Community Banks provides a full range of banking, wealth management and mortgage services for relationship-oriented consumers and business owners.
- Major shareholders: BLACKROCK – 14.6% | VANGUARD GROUP – 12% | STATE STREET CORP – 5%
- Screen: 8-K (Keywords)

I. BASICS

At December 31, 2021, United had \$20.9 billion in assets and 171 offices in Florida, Georgia, North Carolina, South Carolina and Tennessee along with a national SBA lending franchise and a national equipment lending subsidiary.

II. WHAT WE LIKE

Solid performance

- The company's total revenue has increased from \$108 million in 2000 to \$744 million in 2021 through acquisition and organic growth.
- In the last two years, the company acquired three companies for approximately \$341 million.
- Total assets-(CAGR: 13.8%): The company's total assets increased from \$10.0 billion in 2016 to \$19.2 billion in 2021
- Loans-(CAGR: 12.36%): The company's loans grew from \$6.4 billion in 2016 to \$11.4 billion in 2021
- Deposits-(CAGR: 15.1%): The company's deposits grew from \$8.1 billion in 2016 to \$16.5 billion in 2021
- Tangible book value (CAGR: 7.2%) grew from \$13 per share in 2016 to \$18.4 per share in 2021.
- Dividend: The company pays a quarterly dividend of \$0.2 per share (dividend yield 2.2% as of January 2022).
- Awards / Recognition:
 - In 2021, J.D. Power ranked United highest in customer satisfaction with retail banking in the

Southeast, marking seven out of the last eight years United earned the coveted award.

- United was also named one of the "Best Banks to Work For" by American Banker in 2021 for the fifth consecutive year based on employee satisfaction.
- Forbes recognized United on its 2021 list of the 100 Best Banks in America for the eighth consecutive year.
- United received five Greenwich Excellence Awards in 2020 for excellence in Small Business Banking, including a national award for overall satisfaction.

III. WHY ARE WE FLAGGING THIS?

Acquisition of Reliant Bancorp

- In January 2022, the company acquired Reliant Bancorp, Inc. (NASDAQCM: RBNC) for approximately \$517 million.
- Reliant Bancorp, through its wholly-owned subsidiary Reliant Bank, operates banking centers in Tennessee.
- As of March 31, 2021, Reliant Bancorp had total assets of \$3.1 billion, total loans of \$2.4 billion, and total deposits of \$2.6 billion.
- The pro-forma total asset of the combined company was \$23.9 billion, total gross loans \$14.1 billion and total deposits was \$20.7 billion.

Key financials

(\$ in millions, except per share value)	2016	2017	2018	2019	2020	2021
Net interest revenue	309.7	355.9	438.7	469.3	501.7	549.0
Noninterest income	93.6	88.2	92.9	104.7	156.1	157.8
Total revenue	404.2	440.4	522.2	560.9	577.4	744.4
Net income - operating	106.6	120.3	171.9	191.3	169.7	280.5
Total assets	10,054	11,015	12,284	12,687	15,467	19,258
Loans	6,413	7,150	8,170	8,708	10,467	11,486
Deposits	8,177	8,950	10,000	10,579	13,135	16,550
Book value (\$ per share)	15.1	16.7	18.2	20.5	21.9	23.6
Tangible book value (\$ per share)	13.0	13.7	14.2	16.3	17.6	18.4

Sterling Construction Company (STRL): Transformation from 6% gross margin to 13.5%; Recent acquisition

- Market Cap: \$862 million | Sterling Construction Company is a leading heavy civil construction company that specializes in the building and reconstruction of transportation and water infrastructure projects
- Major shareholders: BLACKROCK – 7.9% | VANGUARD GROUP – 5%
- Screen: 8-K (Keywords)

WHAT WE LIKE

1. Journey from low margin business to high margin business

a) Low margin business

- Prior to the appointment of the CEO, in 2014 and 2015, the company generated a gross margin of 4.7% due to the fixed unit price contracts.
- 2016 strategic plan: In 2016, the company implemented a strategy to shift its project mix from low-bid heavy highway projects to alternative delivery heavy highway projects and other higher-margin work (e.g., airports, commercial, piling and shoring).

b) Appointment of new CEO: In April 2017, the company appointed Joseph A. Cutillo as CEO.

c) Acquisitions to expand into adjacent markets: After his appointment, the company acquired two companies (Tealstone: \$84M, 2017 & Plateau: \$428M, 2019) that generated gross margins of 15% or more.

d) Specialty services

- After the acquisition of Plateau operations in 2019, the company realigned its segments and created a specialty services operating segment.
- This segment provides large-scale site infrastructure improvement contracting services, and it enjoys blue-chip customers like Amazon, Facebook, and Home Depot.

- Not only did the specialty service segment contribute 73% of the total operating income, but it also enjoyed 14% operating margin compared to a 0.6% operating margin in the Heavy Civil segment and 12.6% in the residential segment.

e) Outcome?

- All the strategic initiatives helped the company to migrate away from the low-bid heavy highway contracts. The heavy highway contracted that generated 79% of revenue in 2016 was brought down to 21% in 2020.
- Revenue increased from \$957 million in 2017 to \$1.5 billion in LTM ended September 2021.
- Gross margin increased from 4.4% in 2015 to 13.5% in LTM ended September 2021.
- Operating income increased from \$(5.2) million in FY 2014 to \$110 million in LTM September 2021.

II. WHY ARE WE FLAGGING NOW?

a) Recent acquisition

- In January 2022, the company acquired Petillo for \$195 million.
- Petillo's 2021 revenues and income from operations are expected to be approximately \$212 million and \$29 million, respectively.

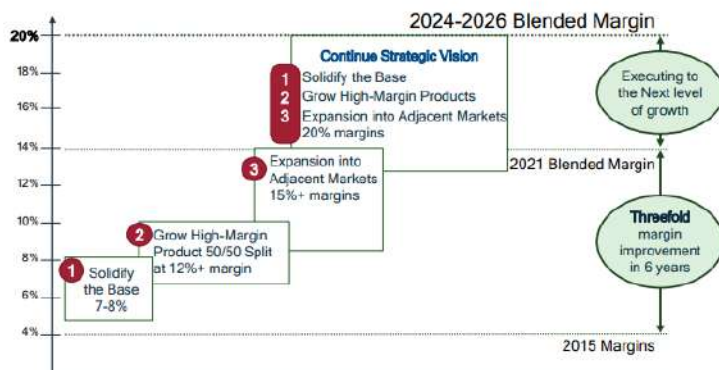
b) Government to spend several billion to revitalize the U.S. transportation and utility infrastructure

- The company’s heavy civil construction business is primarily driven by federal, state and municipal funding. Federal funds provide 50% of annual State Department of Transportation (DOT) capital outlays for highway and bridge projects.
- In August 2021, Senate passed the **Bi-partisan Infrastructure Bill** – to spend \$550 billion over the next five years to invest in roads, bridges.

- In November 2021, the government passed the **Infrastructure Investments and Jobs Act (“IIJA”)** that provides a new five-year reauthorization of highway and public transportation programs with historic investment increases of \$284 billion for all modes of transportation.

Focused & Executing Strategic Vision

Key Objectives:
Bottom-Line Growth, Risk Reduction,
Exceed Peer Performance



Year	Strategy Detail	Result
2015	95% of business was Heavy Civil	
2016	Introduced Sterling's 3-Year Strategic Vision	
	1. Focused on Solidifying Base 2. Began to Grow High-Margin Products	Margins increased to 6.4%
2017	Continued 3-Year Strategy: 1. Solidify the Base 2. Grow High-Margin Products & 3. Began Expansion into Adjacent Markets with Tealstone Acquisition	Margins increased to 9.3%
2018	Continued 3-Year Strategy: 1, 2 & 3 & Began expansion of Tealstone	Margins increased to 10.6%
2019 - 2020	Continued 3-Year Strategy: 1, 2 & 3 with focus on adding next adjacent Market	Blended margins increased to approx. 14% with Plateau acquisition Oct. 2019
2021 & Beyond	Strong stock returns Net income growth Strong cash flow	Blended margins increase to 20%

CBIZ (CBZ): 70% recurring service; 90% retention; Roll-up strategy; Recent acquisition

- Market cap: \$1.99 billion | The company provides financial, insurance, and advisory services in the United States and Canada.
- **Major shareholders:** MORGAN STANLEY – 7.8% | DIMENSIONAL FUND ADVISORS – 7.2% | P2 CAPITAL PARTNERS – 6.6% | BLACKROCK – 6.5% | WELLS FARGO & COMPANY – 5.5% | ALLSPRING GLOBAL INVESTMENTS HOLDINGS – 5.5%
- **Screen:** 8-K (Keywords)

I. BASICS

The company is a leading provider of financial, insurance, and advisory services.

- Financial Services generates 65% of total revenue
- Benefits and Insurance Services generates 31% of total revenue
- National Practices generates 4% of total revenue

II. WHAT WE LIKE

1. Essential, recurring and leading accounting and brokerage firm in the US

- Roughly 70% of the company's revenue is generated by recurring services.
- The company enjoys a 90% retention rate.
- **Accounting:** The company is the 10th largest accounting firm in the US <https://www.statista.com/statistics/188725/25-largest-us-accounting-firms-by-net-revenue-2010/> <https://www.accountingtoday.com/news/pwc-tops-vaults-2022-accounting-50-list>
- **Insurance:** The company is the 20th largest brokerage firm in the US <https://www.businessinsurance.com/article/20210101/STORY/912338838/Business-Insurance-2020-Data-&Rankings-BI-Top->

[100?ticks=637453689554560519&ticks=637453689554560519](https://www.snowballresearch.com/100?ticks=637453689554560519&ticks=637453689554560519)

2. Strong financial performance

- The company's revenue grew from \$613 million in FY 2012 to \$1.07 billion in LTM September 2021.
- During the same period, operating income grew from \$43 million to \$106 million and net income grew from \$31 million to \$80 million.

3. Roll-up strategy

- Over the past 25 years, the company has acquired over 200 companies.
- On average, the company acquires 4-6 companies a year.
- **Growth fuelled by acquisitions:** In the last 11 years, the company spent around \$400 million on acquisitions.

4. Solid free cash flow

Year	(\$, mm)
FY 2014	39.1
FY 2015	40
FY 2016	70.1
FY 2017	65.1
FY 2018	90.6
FY 2019	84.3
FY 2020	135.2
LTM Sep 2021	137.5

III. WHY WE ARE FLAGGING THIS

- In January 2022, the company acquired the non-attest assets of Marks Paneth LLP.

[Go to index page](#)

- Marks Paneths ranks among the 50 largest accounting firms in the nation and the top 10 in the mid-Atlantic region.
- The transaction is expected to add approximately \$138.0 million of revenue to CBIZ in 2022.

Why this is a significant acquisition

- In the last two years (2020 and 2019), the company completed eleven acquisitions (\$92M) and the

aggregated revenue for these acquisitions was \$62 million.

- In comparison, the recent Marks Paneth acquisition is expected to add a whopping \$138 million.

Suggested further readings

M&A strategy

<https://ir.cbiz.com/static-files/8376f961-c9a3-4299-ba18-df7f98e4395c>

CBIZ M&A HISTORY

OVERVIEW

- Over our 25 year history, we've successfully acquired and integrated over 200 companies.
- We average 4 - 6 acquisitions each year with an increasing trend in the volume and size of transactions.
- We've achieved significant shareholder value with a manageable risk profile.
- Using clear criteria, we identify, cultivate and pursue acquisitions that make us a stronger company and position us for future growth.
- Our successful track record demonstrates that we can offer potential partners opportunities to accelerate growth in ways that they cannot do alone.
- We have an increasingly strong pipeline of potential transactions as more high quality firms consider strategic alternatives.
- Most recently, experience during pandemic reinforced the strength and stability of CBIZ's business model and opportunities that come with our scale.

CAPITAL STRUCTURE

	STRATEGIC ACQUISITIONS	SHARE REPURCHASES	CAPEX	DEBT LEVERAGE
	<ul style="list-style-type: none"> Focused on high-growth opportunities Typically complete three to five annually 	<ul style="list-style-type: none"> Strategic approach Neutralize impact of newly issued shares 	<ul style="list-style-type: none"> Facility improvements Office equipment 	<ul style="list-style-type: none"> Strong cash flow from operations \$400M unsecured credit facility
YTD	\$74.8M	\$84.9M	\$6.6M	1.2X
2020	\$88.8M	\$58.5M	\$11.7M	0.8X
2019	\$37.3M	\$27.2M	\$13.9M	0.9X
2018	\$41.7M	\$17.5M	\$14.6M	1.3X
2017	\$39.9M	\$19.7M	\$11.9M	1.8X
2016	\$51.1M	\$9.1M	\$4.7M	1.9X

2021 INVESTOR DAY

OPERATING LEVERAGE



GOAL:

Pre-Tax Margin Improvement of 20 to 50 bps per year

LEVERAGE COSTS:

Earnings Growth 2X Revenue

Bank First Corp (BFC): Insider buying; Recent acquisition

- Market cap: \$535 million | The company provides consumer and commercial financial services to businesses, professionals, and consumers in Wisconsin.
- Major shareholders: BLACKROCK – 6% | ASSOCIATED BANC-CORP – 5.3%
- Screen: 8-K (Keywords)

RESEARCH

WHAT WE LIKE

(i) Recent strong growth rate

- **Slow growth:** It took 14 years for the company to double, from \$7.1 million in FY 2002 to \$14.9 million in FY 2016.
- **Recent rapid growth:** Due to aggressive acquisition, the company's net income almost tripled in the last five years, from \$15.3 million in FY 2017 to \$45.4 million in FY 2021 through acquisition and organic growth. The company acquired three companies from 2017 to 2019 for approximately \$157 million.
- Total assets had grown from \$1.7 billion in FY 2017 to \$2.9 billion in FY 2021; loans had grown from \$1.3 billion to \$2.2 billion, and deposits had grown from \$1.5 billion to \$2.5 billion.
- The company's non-interest bearing deposits increased from 28% in 2015 to 33% in 2021.
- The number of full service offices increased from 12 in 2016 to 23 by 2019, and then the company consolidated branches to 21 by 2021.
- Book value per share increased from \$7.8 per share in 2002 to \$20.5 per share in 2016 (increased by 162%) and in the next five years, it increased to \$42.3 per share (increased by 106%).

(\$ in millions, except per share)	2016	2017	2018	2019	2020	2021
Net interest and dividend Income	38.7	45.7	63.0	69.6	86.8	90.0
Noninterest Income	9.2	9.8	11.5	12.6	23.5	23.5
Net Income	14.9	15.3	25.4	26.6	38.0	45.4
Book Value per share (consolidated)	20.5	23.7	26.3	32.4	38.2	42.3
Total Assets	1,315	1,753	1,793	2,210	2,718	2,937
Total Loans	1,026	1,397	1,428	1,736	2,191	2,235
Total Deposits	1,127	1,506	1,557	1,843	2,320	2,528

WHY ARE WE FLAGGING NOW?

1. Acquisition of Denmark Bancshares, Inc. (OTCQX: DMKBA and DMKBB):

- In January 2022, the company entered into an agreement to acquire Denmark Bancshares for approximately \$120 million.
- It runs a Wisconsin state-chartered bank.
- As of December 31, 2021, Denmark had approximately \$687.6 million in consolidated assets, \$479.4 million in gross loans, \$614.5 million in deposits.
- The pro-forma data for the combined company: \$3.6 billion total assets (23% increase), \$2.7 billion total loans (21% increase) and \$3.2 billion total deposits (24% increase).
- Market share: The combined company will be ranked #4 in Green Bay

area based on its deposit (market share – 6.1%), ranked #1 in Manitowoc area (market share – 39.6%) and ranked #8 in Shawano area (market share – 3.9%).

- The transaction is expected to close in the third quarter 2022.

2. Insider buying:

- In 2021, the company's insiders bought \$0.18 million worth of shares at an average price of \$69.5 per share.
- Included in the above calculation is the CEO's purchase of 1,000 shares in August 2021 at an average price of \$69.5 per share. Currently, the CEO holds approximately 1.4% of the company's common stock.

3. Others

- Dividend increased by 4.8%: In January 2022, the company increased the quarterly cash dividend by 4.8% to \$0.22 per share.

First Western Financial (MYFW): Owner-operator; Growth through acquisition; Recent acquisition

- **Market Cap:** \$300 million | First Western Financial is the parent company of First Western Trust Bank. First Western and its subsidiaries provide a fully integrated suite of wealth management services on a private trust bank platform, which includes a comprehensive selection of deposit, loan, trust, wealth planning, and investment management products and services.
- **Major shareholders:** WYLIE SCOTT C – 10.3% | BANC FUNDS COMPANY – 8.8%
- **Screen:** 8-K (keywords)

WHAT WE LIKE

1. Owner-operator

- The company was founded in 2002 by Scott C. Wylie who has served as the CEO since 2002.
- **Ownership:** Mr. Wylie holds a 10.9% stake in the company.
- Prior to First Western, Mr. Wylie started Trust Bank of Colorado, which was sold to Northern Trust in 1998.
- Mr. Wylie was the winning bidder for Equitable Bancshares of Colorado in 1993, which became Colorado Business Bank (COBZ) and later sold to BOK.

2. Affluent market

- The company targets entrepreneurs, professionals, and high-net-worth individuals, typically with \$1.0 million-plus in liquid net worth, and their related philanthropic and business organizations.
- The company offers its services through a branded network of boutique private trust bank offices, which are located in affluent and high-growth markets in locations across Colorado, Arizona, Wyoming, and California.

3. Growth and financial performance

- **Growth:** First Western opened its first private trust bank office (referred to as “profit center”) in 2004. From 2004 to September 2021, the

company opened twelve full-service profit centers, two loan production offices, and two trust offices located across four states.

- **Growth:** Revenue increased from \$53 million in FY 2016 to \$95 million in LTM September 2021 due to the acquisition and opening of new offices.
- **Acquisitions:** Since its inception in 2002, the company has done 13 acquisitions and expanded its operation by opening 18 offices.
- The company’s gross revenue increased from \$55 million in FY 2017 to \$96 million in FY 2021.
- The company’s gross loans increased from \$814 million in FY 2017 to \$1.9 billion in FY 2021.
- The company’s total deposits increased from \$816 million in FY 2017 to \$2.2 billion in FY 2021.

Years	No of acquisitions	No of office openings
2002-2005	5	3
2006-2010	4	3
2011-2015	1	6
2016-2020	2	4
2021	1	3
Total	13	18*

*Two offices were consolidated into one office in 2021.

III. WHY ARE WE FLAGGING NOW? RECENT ACQUISITION

- In January 2022, the company acquired Teton Financial Services, Inc. (parent company of Rocky Mountain Bank) for approximately \$51 million.
- The merger expands First Western’s operations across 18 offices in four states. Teton had double-digit growth in loans and deposits from 2013 to 2020.

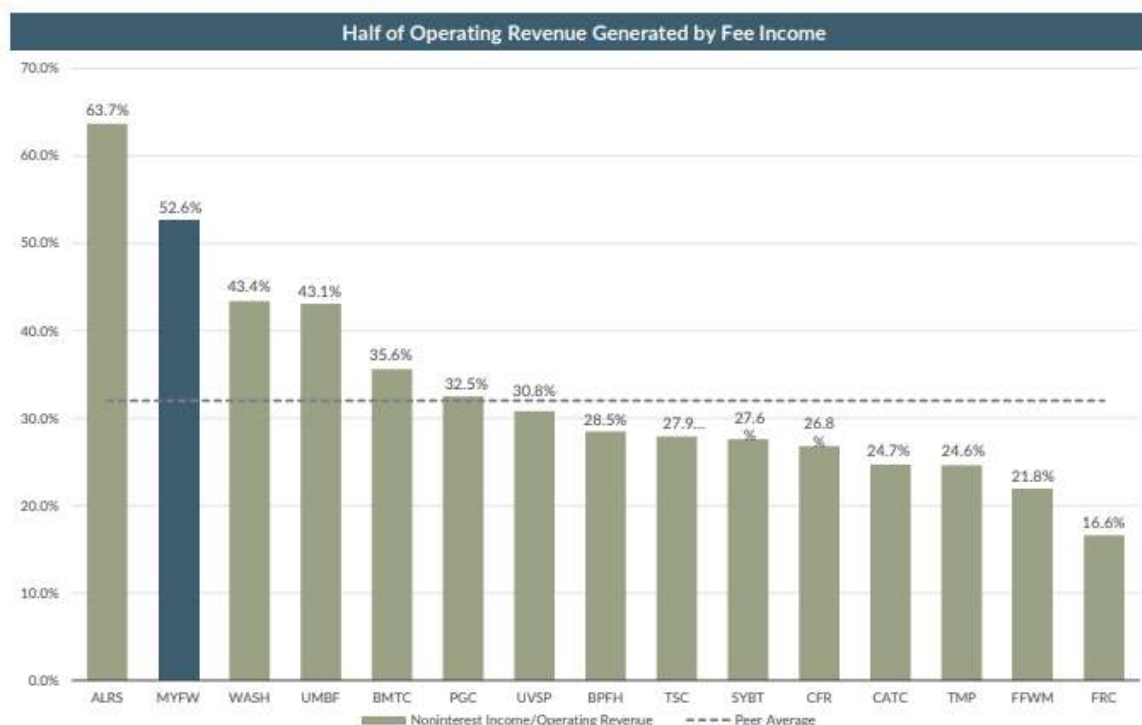
- As of September 30, 2021, the combined institutions had approximately \$2.5 billion in assets and \$7.2 billion in assets under management.

Heads-up

Bad reviews:

<https://www.glassdoor.co.in/Reviews/First-Western-Financial-Reviews-E711123.htm>

Private Bank Model Generates Strong Fee Income

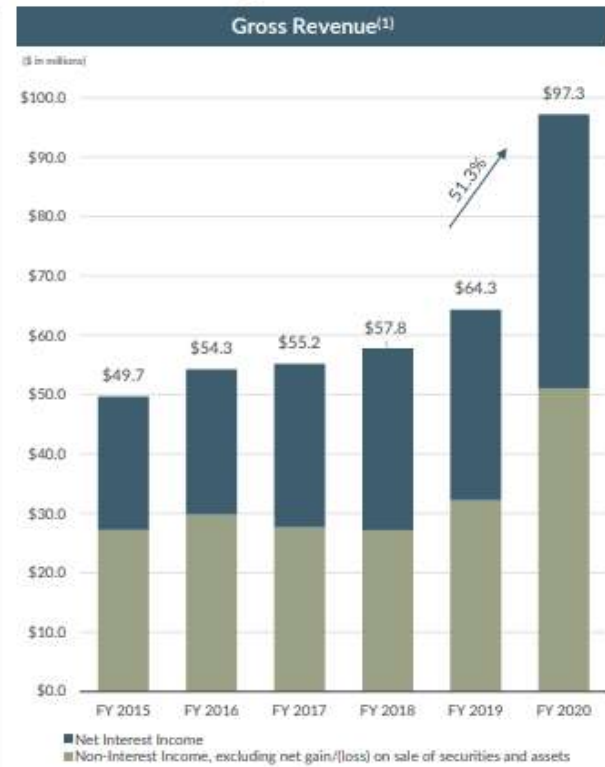
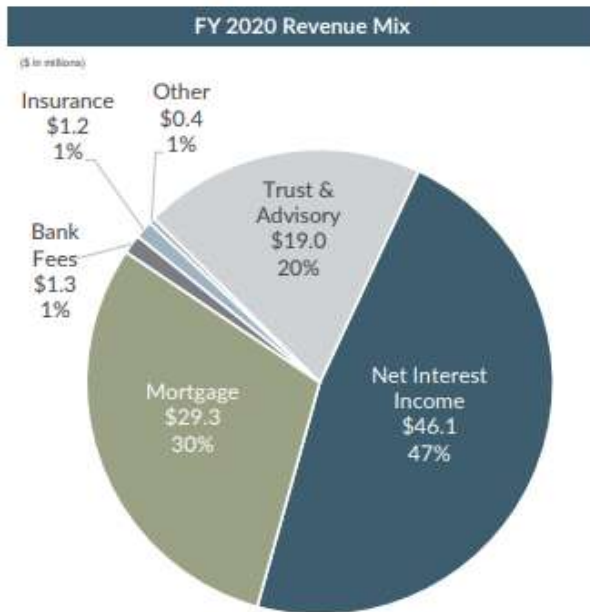


Source: S&P Global Market Intelligence (for the 12 months ended December 31, 2020)

12

W FIRSTwestern

High Quality Revenues with Predictable Sources of Recurring Income



Note: As of or for the period ended December 31, 2020. Totals may not add up due to rounding.
 1 See Non-GAAP reconciliation.

Houghton Mifflin Harcourt Company (HMHC): Potential sale? [Short note]

- Market cap: \$2.27 billion | The company provides curriculum, supplemental, intervention solutions, and professional learning services worldwide.
- Major shareholders: WELLINGTON MANAGEMENT GROUP – 11% | BURGUNDY ASSET MANAGEMENT – 8.6% | BLACKROCK – 6.7% | ALLIANCEBERNSTEIN – 5.9% | VANGUARD GROUP – 5.2%
- Screen: 8-K (keywords)

RESEARCH

1. Strategic alternatives

In January 2022, the company announced its decision to explore strategic alternatives.

2. CEO has experience in sale of company

- John Lynch joined HMH in 2017 as President, Chief Executive Officer.
- Track record: (a) During his tenure as CEO of Renaissance Learning (2012 to 2017), the company was sold for \$1.1 billion. (b) During his tenure as CEO of bigchalk.com (1999-2003), the company was sold to ProQuest.
- Our opinion: Given the fact that the current CEO has rich experience in selling companies in the past, we expect him to repeat the same here.

3. Valuation scenario

Recent comparable M&A: In July 202, Platinum Equity acquired McGraw-Hill for \$4.5 billion. EV/Revenue: 3X

Scenario #1

If we apply 3X value, the company would be worth roughly \$3.6 billion.

Scenario #2

If we apply 2.5X value, the company would be worth roughly \$3 billion.

Scenario #3

If we apply 2X value, the company would be worth roughly \$2.4 billion.

Current market cap: \$2.3 billion.
Net debt is negligible (\$40mm).

Overall –

On a rough analysis, the company's stock price has a potential upside of 25% to 50% if the company manages to get sold between 2.5X to 3X revenue.

PetIQ (PETQ): Insider buying

- Market Cap: \$549 million | PetIQ is a leading pet medication and wellness company.
- Major shareholders: MACQUARIE GROUP – 9.6% | BLACKROCK – 8.5% | EOS MANAGEMENT – 6.7% | CLARKE JAMES NATHAN – 5.8% | BOSTON PARTNERS – 5.2%
- Screen: Insider buying

I. BASICS

The company generates revenue from two ways-

(a) Products

- Products account for roughly 89% of total revenue.
- The company manufactures and distributes pet medication and health and wellness products to the retail channel, and also has strong relationships with distribution to veterinarians.
- Products include proprietary value-branded products, and leading third-party branded products, including pet Rx medications, OTC medications, and wellness products.

(b) Services

- Services business generates roughly 11% of total revenue.
- This business provides veterinarian services for pets through two ways – a) pop-up community clinics operate within retail stores during designated days and hours and b) permanent clinic locations within retail stores like Walmart and Meijer.

II. WHAT WE LIKE

1. Strong financial performance

- 5.5X revenue growth: The Company's revenue grew 5.5X in the last seven years, from \$162 million in FY 2017 to \$900 million in LTM Sep 2021 predominantly due to acquisitions.
- The company's gross margin has been increasing for the past 2 years and 9 months due to the expansion of its service business in 2018. Service

business enjoys a higher gross margin compared to product revenue.

- Adjusted EBITDA increased from \$22 million in FY 2017 to \$91 million in LTM Sep 2021.

2. Aggressive expansion and growth in the service segment

- The company generates roughly 11% of revenue from the service segment.
- Prior to the year 2018, the company generated its revenue only from the sale of its products.
- In 2018, the company started generating "service" revenue after the acquisition of community veterinary clinics (deal size: \$200 million).
- How the company generates service revenue? Some basics:
 - Through this segment, the company offers diagnostic tests, vaccinations, prescription medications, microchipping, and wellness checks through two ways – a) community clinics and wellness centers.
 - What are community clinics? It is not a permanent establishment. The company operates a clinic within a retail store on designated days and hours – for example, the company would run a clinic every Sunday 4 pm-5.30 pm in a retail store.
 - What are wellness centers? It is a permanent establishment within major U.S. retailers.
- Strong performance
 - The company's service revenue has increased from \$78 million in 2018 to \$100 million in LTM ended September 2021.

- **22X increase in wellness centers:**
The company's wellness centers have increased from approximately 10 in January 2018 to approximately 225 as of September 2021.
- The company expects to increase the wellness centers by more than 4X to 1,000 wellness centers by 2024.

Year	No of wellness center
Jan-2018	9
2018	34
2019	123
2020	150
Sep-2021	224

- **Recent challenges**
 - Before the FY 2020, the company generated 21%-22% of gross margin in service segment. Closure of clinics (due to COVID) and labour shortages have significantly affected the gross margins in 2020 to (11%). Even though gross margin has recovered to 8.7% in Q3 2021, the company is yet to reach its 2019 levels.
 - Due to the current challenges, the company plans to open approximately 100 new wellness centers in 2021 compared to its previously stated plans to open 130 to 170.

3. Products segment

- The company generates roughly 89% of revenue from the product segment.
 - Through this segment, the company manufactures and distributes pet medication, health and wellness products.
 - **Distribution:** (a) sales through veterinarian offices (b) through third-party retail outlets (Walmart, Sam's Club, PetSmart, Amazon.com) and pharmacy distributors.
 - **Growth:**
 - The segment's revenue has consistently increased from \$200 million in 2016 to \$800 million for the LTM ended September 2021 due to (a) acquisitions and (b) organic growth.
 - **Acquisitions:** The Company acquired Sergeant's Pet care (\$184mm, 2019) and Capstar (\$95mm, 2020).
 - **Gross margin improvement:** The Company's segment's gross margin increased from 14.8% in 2019 to 19.5% in 2020 due to Capstar acquisition and economies of scale in the Nebraska facility. Capstar's portfolio enjoys a high margin compared to the company's remaining products.
- ### 4. Insider buying
- **Insider buying:** In November 2021 and December 2021, the company's insiders bought \$2.5 million worth of shares at an average price of \$20.4 per share.
 - Among them, CEO purchased \$2 million worth of shares.



PetIQ is Redefining Veterinary Services

Pet parents like PetIQs convenient and affordable model; retail partners are driven by the models ability to support their strategy of becoming a “pet destination”



Position In The Market

Service Provider	Footprint Coverage (States)	Multiple Partnerships	Top 20 US Pet Retailer	Non-Pet Retailers	Mobile Clinics	Wellness Centers
PETIQ	41	✓	12	✓	✓	✓
BANFIELD PET HOSPITALS	44	✗	1	✗	✗	✓
NATIONAL VETERINARY ASSOCIATES (NVA)	43	✗	0	✗	✗	✓
VCA ANIMAL HOSPITALS	43	✗	0	✗	✗	✓
VETCO (PETCO)	32	✗	1	✗	✓	✓
SHOTVET	5	✓	2	✓	✓	✗
GOOD NEIGHBOR VET	3	✓	2	✓	✓	✗
PET PREVENTIVE CARE	3	✓	0	✗	✓	✓
VAXSMART	3	✓	1	✓	✓	✗
THRIVE	3	✗	1	✗	✗	✓
AFFORDABLE PET VACCINES	2	✓	0	✓	✓	✓
EZ VET	2	✗	1	✗	✗	✓
PETSTOP	2	✓	0	✓	✓	✗
ESSENTIALS PETCARE	2	✗	1	✓	✗	✓
VACCINATION STATION	1	✓	0	✓	✓	✗



Conversion Clinics: Turning Community Clinics Into Wellness Centers

We Succeed When We Convert
Community Clinics To Wellness Centers



MOBILE CLINICS



The Pet Owner



The Community



The Locations



Services

Learnings Are Captured & Optimized

Learnings Are Used To Customize
The Centers To The Community



WELLNESS CENTERS



Aviat Network (AVNW): Significant changes after the appointment of new CEO

- Market cap: \$317 million | The company designs, manufactures, and sells a range of wireless networking products, solutions, and services.
- Major shareholders: TOPLINE CAPITAL MANAGEMENT: 5.3% | BLACKROCK: 4.4% | VANGUARD: 4.1% | DRIEHAUS CAPITAL MANAGEMENT: 3.9% | ROYCE & ASSOCIATES: 3.8%
- Screen: Significant changes after the appointment of new CEO

RESEARCH:

New CEO

On January 2, 2020, the company appointed Peter Smith as CEO.

- Prior to joining the company, he served Jeld-Wen's \$1B+ windows business. Jeld-Wen's total enterprise value is roughly \$4 billion.
- From 2013 to 2017, he was one of the top 6 executives of Polypore International. In 2015, the company was sold for roughly \$3.2 billion.

(a) Major management shakeup

Six out of the top nine executives (excluding the CEO) were hired after the appointment of new CEO.

- Jan 2020: CEO
- Jan 2020: VP - Legal Affairs
- Jul 2020: VP- Marketing and Product Management
- Aug 2020: VP - EMEA
- Jan 2021: VP - Human Resources
- Feb 2021: VP - Product Development
- Oct 2021: CFO

(b) Revenue growth

- During the prior CEO's tenure, the company's revenue declined from \$471 million in FY 2013 to \$239 million in FY 2020. In the last five quarters, the company's revenue grew consecutively.
- Historically the company's past management chased big deals. He mentioned that he is pursuing some mid-size deals.

(c) Cost-cutting

- Since early 2020, the company's board approved a series of restructuring plans to reduce its operating costs.
- In addition to several headcount reductions, the company also eliminated the COO role.
- In the latest quarter, total operating expense as a percentage of revenue declined to 25.4% compared to 31%-35% between the first quarter of 2019 to April 2020.

(d) Africa revisited

- As you can see below, the company's revenue in Africa and the Middle East declined by a whopping 80%, from \$182mm in FY 2013 to \$38mm in FY 2020.
- Subsequent to the appointment of Peter Smith as CEO, he mentioned several times in the conference calls that Africa remains in his focus.
- In Q2 2021, he hired Steve Totoda as a new VP of sales for Europe, Middle East, and Africa.

What I can say is, Africa is an important region, our funnel in Africa is growing. – CEO, Q2, 2021

- In FY 2021, the company's revenue from Africa & Middle East grew by 17%.
- Even though the revenue grew by 1% in Q1 2022, the CEO mentioned that the company won a contract from a large Ministry of Defense Network in

[Go to index page](#)

Northern Africa and two new tier-2 operators in Africa.

Year	Revenue (\$, mm)	Growth
FY 2013	182	
FY 2014	109	-40%
FY 2015	97	-11%
FY 2016	83	-15%
FY 2017	60	-27%
FY 2018	59	-3%
FY 2019	48	-17%
FY 2020	38	-22%
FY 2021	44	17%
<u>Recent quarter</u>		
1Q 2021	10.6	
1Q 2022	10.7	1%

Hudson Global (HSON): Insider buying; 15% share repurchased; Significant changes after the appointment of new CEO

- Market Cap: \$83 million | Hudson Global, Inc. is a leading global total talent solutions company.
- Major shareholders: HOTCHKIS & WILEY CAPITAL MANAGEMENT – 15.1% | HEARTLAND ADVISORS – 12% | HUDSON GLOBAL – 6.9% | EBERWEIN JEFFREY E. – 6%
- Screen: Significant changes after the appointment of new CEO

I. BASICS

The Company delivers Recruitment Process Outsourcing (“RPO”) and contracting solutions. The Company’s RPO services include complete recruitment outsourcing, project-based outsourcing, contingent workforce solutions, and recruitment consulting.

II. WHAT WE LIKE

I. Activist appointed as CEO

- In January 2014, Jeffrey E. Eberwein [nominated](#) two candidates to the board. At the AGM held in May 2014, his nominees were elected to the board. [Source](#)
- CEO: In April 2018, the company appointed Jeffrey E. Eberwein as CEO, and he holds a 4.5% stake in the company as of April 2021.
 - Mr. Eberwein has 25 years of Wall Street experience, and has valuable public company and financial expertise gained through his employment history and directorships.
 - Mr. Eberwein formerly ran Lone Star Value Management, an investment firm he founded in 2013.
 - Mr. Eberwein was a private investor and served as a portfolio manager at Soros Fund Management from 2009 to 2011 and Viking Global Investors from 2005 to 2008.

III. Significant changes after the appointment of Jeffrey Eberwein

1. Management shakeup

- After the appointment of Mr. Eberwein as CEO, three out of the top three executives (excluding CEO) (including CEO) were appointed after 2018.
 - CEO - APAC – March 2018
 - CFO – January 2020
 - CEO, Americas & EMEA – July 2020

2. Divestiture to focus on core business:

- Exit from certain European countries: In 2015, the company completed the liquidation of those Central and Eastern Europe businesses and exited its operations in Luxembourg and Netherlands.
- Exit from US IT business: In June 2015, the company sold its Hudson Information Technology (US) business for \$17 million.
- The exit of RTM business: In March 2018, the company sold its recruitment and talent management (“RTM”) businesses in Belgium, Europe (excluding Belgium) and Asia Pacific in separate transactions for roughly \$39 million.

3. Acquisition

- In October 2020, the company acquired Coit Staffing, Inc. for an undisclosed amount. It expanded the company’s presence in the technology sector

- **Karani, LLC acquisition:** In November 2021, the company acquired Karani, LLC for roughly \$8 million. It is a Chicago-headquartered recruiting services provider that serves mainly U.S.-based customers from its operations in India and the Philippines

4. Solid financial performance

- Revenue increased from \$67 million in FY 2018 to \$147 million in LTM September 2021.
- Operating income improved from \$(2.6) million in FY 2018 to \$1.5 million in LTM September 2021.
- **Recent quarterly performance**
 - Revenue was \$45 million, up 72% year-over-year in constant currency.
 - Adjusted EBITDA was \$3 million, up from an adjusted EBITDA loss of \$0.7 million.

- Net income increased to \$1.5 million, or \$0.49 per diluted share, compared to net loss of \$1.2 million, or \$0.41 per diluted share, for the third quarter of 2020

4. 15% repurchased

- Since the beginning of 2019, the company has reduced its share count by 15%.

5. Insider buying

- Since 2021, the company's CEO (Mr. Eberwein) bought \$1.45 million worth of shares for an average price of \$17.1 per share.
- Current stock price: \$30.8

Anebulo Pharmaceuticals (ANEB): New CEO has incentive to sell the company

- Market Cap: \$157 million | Anebulo Pharmaceuticals is a clinical-stage biopharmaceutical company developing novel solutions for people suffering from acute cannabinoid intoxication and substance abuse.
- Major shareholders: ENGLISH ARON R. – 34.2% | 22NW – 14.3%
- Screen: New CEO – compensation

I. BASICS

The company's lead product candidate, ANEB-001, is intended to reverse the negative effects of acute cannabinoid intoxication ("ACI") within 1 hour of administration.

Revenue: Nil

2. WHY ARE WE FLAGGING THIS?

Incentive to sell the company:

- In January 2022, the company appointed Simon Allen as CEO effective.
- The company agreed to pay Mr. Allen a cash bonus of \$1.5 million if the

company was sold for more than \$500 million.

Insiders own 85%

- Joseph F. Lawler, the founder and director of the company, owns 51%. Mr. Lawler is the founder and portfolio manager of JFL Capital Management.
- 22NW (Aaron English) owns 34% of the o/s shares.
- As such, these two investors who serve the board owns 85% of the o/s shares of the company.

Overall, it is clear that these two investors are motivating the CEO to sell the company.

Mercury Systems (MRCY): Multiple activists

- Market Cap: \$3 billion | Mercury Systems is a global commercial technology company serving the aerospace and defense industry.
- Major shareholders: BLACKROCK – 9.6% | VANGUARD GROUP – 9.1% | Starboard Value – 7.3% | JANA PARTNERS – 6.5% | CONESTOGA CAPITAL ADVISORS – 6.2% | WILLIAM BLAIR INVESTMENT MANAGEMENT – 5.8% | BANK OF AMERICA CORP – 5.3% | WELLINGTON MANAGEMENT GROUP – 5%
- Screen: 13D/Activism

I. BASICS

- The company manufactures essential components and products related to aerospace and defense programs.
- Its products and solutions are deployed in more than 300 programs with over 25 different defense prime contractors and commercial aviation customers.

II. WHAT WE LIKE

1. Diverse mission-critical products; Sole-sourced

- The company supply subsystems and electronic components to US defence contractors.
- Through multiple and diverse acquisitions, the company expanded its reach to embedded security, mission computing, large-area display technology, rugged servers, computers, and storage systems.
- The company currently has a broad family of products designed to meet the full range of requirements in compute-intensive, signal processing, image processing and command and control applications.

Mission-critical; 300 different programs

- The company serves high priority markets for the DoD and foreign militaries, and it has secured positions on mission-critical programs.
- The company's products and solutions have been deployed on more than 300 different programs and over

25 different defense prime contractors.

Out of these 300 different programs, no single program was more than 5% of total company revenue in fiscal '21. Moreover, the company does NOT expect any of this program to account for more than 6% of total revenue.

We're designed in on our top programs with the majority being sole-sourced positions. – CC, Q1 2022

DoD security clearance

- About 720 out of 2400 employees of the company hold DoD security clearances.
- The security clearances are required to access sensitive information necessary to the performance of the work on certain U.S. government contracts and subcontracts.

Pioneer

- The company is a pioneer and contributor to the development of many of the defense industry's current and emerging open standards, including standards such as RACEway, RapidIO, VXS, VPX, REDI and notably Open-VPX.

2. Rapid growth through acquisitions

- Revenue grew from \$194 million in FY 2013 to \$953 million in LTM September 2021. During the same time, operating income increased from \$(15) million in FY 2014 to \$104 million in FY 2021. In the last two quarters, the company's profitability declined. This will be discussed below.

- Since FY 2014, the company acquired 13 companies for over \$1.2 billion.

3. Value creation initiative

- In April 2021, the company announced its transformation plan 1MPACT, to lay the foundation for the next phase of the company's value creation at scale.
- New Executives
 - In September 2021, the company appointed Thomas Huber as EVP and chief transformation officer. Mr. Huber will lead the company's 1MPACT strategic value creation initiatives.
 - In October 2021, the company appointed Mitch Stevison as EVP and chief growth officer.
- The company expects \$30 million to \$50 million incremental adjusted EBITDA by FY 2025

4. Baron Discovery Fund is upbeat about the company

Shares were down along with the broader defense industry due to concerns that defense spending will be a lower priority under the new administration. In addition, management took down 2021 guidance due to some program delays. We believe Mercury will see organic re-acceleration as well as acquisitions and the share price is a bargain
- September 30, 2021

5. Defense Policy Bill - \$768 Billion

In December 2021, the House passed a \$768 billion defense bill.

<https://www.nytimes.com/2021/12/07/us/politics/defense-budget-democrats-biden.html>

II. CURRENT PROBLEM

The company's stock price started to crash from mid-2020 due to multiple reasons-

1. There is a concern that defense spending would be constrained

by higher deficits and debt servicing due to debt accrued by the government in order to stimulate the economy during the COVID-19 pandemic.

2. After six years of profitability, the company posted net losses in the first two quarters of FY 2022. The company's profitability declined due to change in product mix and low-margin contracts from the recently acquired Physical Optics Corporation.

3. Challenging labor markets and semiconductor industry.

III. MULTIPLE ACTIVISTS

- Jana Partners: In December 2021, Jana partners disclosed a 6.6% active stake in the company. JANA stated that it intends to have discussions with the company's directors and executives regarding maximizing value for shareholders including evaluating strategic alternatives.
- Starboard Value: In January 2022, Starboard disclosed a 7.3% active stake in the company. Starboard wrote a letter to the board to eliminate the company's rights plan or increase the trigger from 7.5% to 15%.
- Purchase cost
 - Jana Partners: \$48.5 per share.
 - Starboard value: \$52.8 per share
 - Current stock price:

IV. OUR OPINION

- From Jan 2014 to May 2020, the company's stock price increased by a staggering 8 times.
- After the COVID-19 pandemic, the company's performance declined. The company's management expects to return to its normal levels of growth and margin expansion in FY 2022 and to have better performance in FY 2023.
- Activism by Jana Partners & Starboard? It is an added advantage and increases our conviction.

HEADS UP

Alteryx (AYX): Our concern over the recent big-ticket acquisition

Market cap: \$3.47 billion| The Company provides analytics platform for data analysts and scientists.

- The company's stock price crashed 63% since early 2021 due to financial performance.
- The company had a cash balance of \$596 million and debt of \$859mm.
- In January 2021, the company acquired Trifacta for \$400mm using the cash balance.
- What is our concern?
 - Trifacta generates a meager \$20mm ARR. The company is yet to disclose the financials.
 - This looks like the company significantly overpaid for the acquisition - 20X of ARR is too high.
 - It appears that Trifacta's profit couldn't even offset the loss of interest income generated from the cash balance.
 - Given the huge debt of \$859 million, this deal could put a significant financial strain on the company if Trifacta fails to generate the necessary financial targets.

The newly appointed CEO is a solid guy - former executive of Palo Alto Networks.

We will revisit the stock after the company publishes more details.

MedAvail Holdings (MDVL): Excellent CEO; Uninspiring business; Avoid

Market cap: \$42 million| The Company operates as a technology enabled Pharmacy Company.

RESEARCH

1. Newly appointed CEO sold a company that he led for \$213mm

- In January 2022, the company appointed Mark Doerr as CEO.
- From 2017 to 2020, he served as CEO of eRx Networks, which provides data-driven solutions for pharmacies. During his tenure, he sold the company \$213 million. At the time of sale, the company generated \$67 million revenue.
- Prior to that, he served as SVP-Pharmacy at Giant Eagle, Inc., a supermarket chain with over 410 stores from 2015 to 2017.

2. Even though the new CEO's track record is good, we are NOT excited with the company's business.

- The company's retail pharmacy services that generate 90% of the total revenue generate a wafer-thin gross margin of 9%.
- The company's free cash flow was \$(29) million in the recent 9 months ended September 2021.

Turning points brands (TPB): Concern over the appointment of new CEO

Market cap: \$652 million | The Company is a leading, independent provider of Other Tobacco Products (OTP) in the US.

RESEARCH

- In December 2021, the company appointed Yavor Efremov as CEO.
- From, April 2019 to November 2019, Mr. Efremov was CEO of Motorsport Network.
- During his tenure, in October 2019, the company increased the price of Autosport (magazine) from £3.99 to £10.99. Within a month's time, it was reversed after facing criticism, and Mr. Efremov resigned as CEO.
- It is apparent that he resigned after receiving criticism over the price hike.

Unhappy shareholders – six companies

Note: How do we compute voting %? We only include FOR & AGAINST/WITHHELD votes. Moreover, we ignore broker no votes.

1. More than half of shareholders opposed the appointment of audit firm

- **Scopus BioPharma (SCPS; \$17M)**- More than 51% of shareholders voted AGAINST the appointment of Citrin Cooperman & Company, LLP as the company's audit firm. [Source](#)
- On a different note, in early 2021, Purolite's CEO publicly criticized Citrin Cooperman for the failure of properly filing tax returns for Purolite. Moreover, it filed a lawsuit against the accounting firm alleging professional misconduct, negligence, forgery, and fraudulent misrepresentation. To read more, click the below links –
- <https://www.inquirer.com/business/tax-dispute-purolite-citrin-accountant-suit-20210430.html>
- <https://www.businesswire.com/news/home/20210219005498/en/Purolite-Adds-to-Its-Lawsuit-Against-Accounting-Firm-Citrin-Cooperman-and-Its-Principals-for-Professional-Misconduct-Negligence-Forgery-and-Fraudulent-Misrepresentation>

2. DIGITAL ALLY INC (DGLY, M.Cap: \$56M): Roughly 45% of the shareholders voted AGAINST the company's proposal to increase the number of authorized shares of the company's capital stock. The company's stockholders did not approve this proposal. [Source](#)

3. COMMUNICATIONS SYSTEMS INC (JCS; M.Cap: \$22M): Roughly 27% of the shareholders voted against the election of all the directors.

4. SIFCO INDUSTRIES INC (SIF, M.Cap: \$36M): Roughly 22% of the shareholders voted against the election of one director. Other directors received more than or equal to 9% withhold votes.

5. LANNETT CO INC (LCI, M.Cap: \$32M): Roughly 25% of the shareholders voted against the election of one director. Two directors received 22% of withheld votes.

6. INNOVATIVE FOOD HOLDINGS INC (IVFH, M.Cap: \$15M): Roughly 25% of the shareholders voted against the election of one director. Three directors received 14%- withheld votes. [Source](#)

Director resignation - Telephone and Data Systems (TDS): Gamco's representative resigned due to disagreement over the strategic direction of the company

M.Cap: \$2.3billion | It is a telecommunications company that provides communications services in the US.

SHORT NOTES

Gary L. Sugarman

- Mr. Sugarman is serving the board since 2009.
- He was initially nominated in 2009 by GAMCO Asset Management, Inc.
- GAMCO currently owns 1.6% of the o/ stock of the company.
- In January 2022, he resigned over the strategic direction of the company.

Letter:

January 3, 2022

To: Telephone and Data Systems, Inc. ("TDS")
Board of Directors
Cc John Kelsh, Jane McCahon, Dan DeWitt, Peter Sereda

I am submitting my resignation as a member of the Board of Directors of TDS, Inc., effective immediately.

I am resigning as I disagree with the strategic direction of the company. I have advocated strongly, over a number of years, for implementation of a number of strategic options and believe the company's failure to implement these strategies has contributed to the company's disappointing financial performance and increased leverage.

Thank you for the opportunity to serve and I hope that my contributions over the past 12 years have been helpful.

Sincerely

Gary Sugarman

Source: <https://www.sec.gov/Archives/edgar/data/1051512/000105151222000002/tds8-k2022sugarmanex171.htm>

CFO resignation: Red flags

GoHealth, Inc. (GOCO) - CFO resigned within two months

- GoHealth is a leading health insurance marketplace, which completed its IPO in July 2020. Since then, the company's share price has crashed by more than 90%.
- In January 2021, the CFO (Vance Johnston) resigned as the company's CFO within two months of his appointment.

AYTU BIOPHARMA, INC (AYTU) - CFO resigned within ten months

- Aytu BioPharma is a pharmaceutical company focused on developing and commercializing novel therapeutics.
- Richard Eisenstadt, who was appointed as CFO in March 2021, resigned in December 2021, i.e., in 10 months.

Seritage Growth Properties (SRG) - CFO resigned within 14 months

- Seritage Growth Properties is a national owner and developer of 170 retail, residential and mixed-use properties.
- Amanda Lombard, who was appointed as CFO in December 2020, resigned in January 2022.

AutoWeb, Inc. (AUTO) - CFO resigned within 15 months

- AutoWeb is a matchmaking platform connecting in-market vehicle shoppers to their preferred vehicle transactions.
- 4th CFO in less than five years:
 - Kimberly S. Boren served as CFO from 2015 to April 2018.
 - Wesley Ozima served as interim CFO from April 2018 to December 2018.
 - Joseph P. ("JP") Hannan served as CFO from December 2018 to November 2020.
 - Michael A. Sadowski served as CFO from November 2020 to January 2022.
 - In January 2022, the company appointed Carlton D. Hamer as CFO.
- Moreover, in January 2022, the company appointed Joshua J. Barsetti as VP, Controller, and Principal Accounting Officer.

OBSERVATION/THOUGHTS ON ACTIVISM - PROBLEMS FACED BY THE ACTIVIST INVESTORS

Quotient Technology (QUOT): Engaged Capital blames vote-buying schemes

- On January 10, 2022, Engaged Capital notified that it has learned that Chairman & CEO Steven Boal has approached third parties regarding the potential sale of 19.9% of the company's outstanding shares to then use the proceeds to repurchase shares of common stock of the company.
- Engaged Capital argued that sale would be a blatant effort at vote-buying ahead of a likely proxy contest and a direct contradiction to the professed reasons for implementing a 4.9% NOL pill in November 2021.
- This would be an inexplicable business decision given the highly dilutive effect of an equity capital raise when the stock is trading near all-time lows.
- <https://www.globenewswire.com/news-release/2022/01/10/2364122/0/en/Engaged-Capital-Sends-Letter-to-Board-of-Quotient-Technology-Inc.html>

DIRTT Environmental Solutions (DRTT): Lawsuit against 22NW

In January 2022, the company reported that, on December 8, 2021, the company filed an initial complaint with the Alberta Securities Commission ("ASC").

The company's argument? 22NW's harmful actions toward DIRTT's minority shareholders and repeated stonewalling have left the board no choice.

Our comment

22NW is not upset because of one bad quarter. The company's revenue has been declining for the past 10 quarters after the board terminated the founders. What do you expect a long-term shareholder to do? Sit and pray?

Griffon Corporation (GFF): Two of the three director nominees are being forced to withdraw; Withdrawal of a trading partner

On January 19, 2022, Voss Capital announced that another of its director nominees has informed Voss that he must withdraw from the proxy contest at Griffon due to a sudden reversal of approval from his employer.

- Two of Voss's nominees underwent a lengthy approval process conducted by their employers' executives and compliance departments, including at the parent company level.
- Voss Capital received confirmation of the approval they received from their respective employers BEFORE accepting their nomination for Griffon's Board.
- However, several weeks after the public announcement of their candidacy, their respective employers revoked their approval. Neither employer was able to provide a reason for the reversal at the time.

Other problems faced by Voss Capital

- Voss itself experienced a similar situation when a long-time trading partner abruptly and inexplicably ended the relationship after the fund initiated the proxy contest with Griffon
- Other service providers also alerted Voss Capital they have been pressured to drop the company.

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Intimidation

Voss Capital argues that these recent troubling developments illustrate what appears to be a pattern of intimidation. We can think of no other persons or entities that would go to such lengths in seeking to derail our efforts to bring about meaningful change at Griffon.

Our comment

We agree with the comments of Voss Capital.

https://www.sec.gov/Archives/edgar/data/50725/000092189522000188/dfan14a10925008b_01192022.htm

13D Summary: Monthly Report (January 17, 2022, to February 11, 2022)

Caligan Partners initiates active stake in ADMA Biologics

Market Cap: \$313 million | ADMA Biologics, Inc., a biopharmaceutical company, develops, manufactures, and markets specialty plasma-derived biologics for the treatment of immune deficiencies and infectious diseases in the United States.

On February 4, 2022, Caligan Partners disclosed a 5.6% active stake in the company and urged the company to consider a potential strategic review or explore a sale. It stated that the shares were undervalued and represent an attractive investment opportunity and that it plans to communicate with the management, the board, other shareholders, or third parties, including potential buyers. [Source](#)

Legion Partners Issues Letter to Guess?, Inc. Board of Directors

Market Cap: \$1.5 billion | Guess?, Inc. designs, markets, distributes, and licenses life-style collections of apparel and accessories for men, women, and children.

On February 8, 2022, Legion Partners Asset Management issued a public letter to the board calling for the removal of the company's co-founders and directors, Paul and Maurice Marciano. It stated that for more than a decade, a pattern of appalling sexual assault and harassment allegations had been made against Paul Marciano. At the same time, his brother Maurice Marciano appeared to turn a blind eye as a former Chairman of the Board. Now, new sexual assault and harassment allegations have surfaced against Paul Marciano. Legion Partners believes that it is the responsibility of the rest of the board to finally take action and immediately remove Paul Marciano from his executive role and both brothers from the board – or at the very least commit that they will not be re-nominated at the upcoming 2022 AGM. [Source](#)

22NW Fund initiates discussions with L.B. Foster Company

Market Cap: \$169 million | L.B. Foster Company is a manufacturer, fabricator, and distributor of products and services for the rail, construction, energy, and utility markets.

On February 1, 2022, 22NW Fund disclosed a 9.5% active stake in the company and stated that it has engaged and intends to continue to engage in communications with the management team and board regarding means to enhance stockholder value and improve the company's corporate governance. [Source](#)

Bradley L. Radoff initiates active stake in Newpark Resources

Market Cap: \$335 million | Newpark Resources, Inc. supplies products, as well as rentals and services primarily to the oil and natural gas exploration and production industry.

On February 9, 2022, Bradley L. Radoff disclosed a 5.5% active stake in the company and stated that it has engaged and intends to continue to engage in communications with the management team and board regarding means to enhance stockholder value and improve corporate governance. [Source](#)

Sarissa Capital Management initiates active stake in Amarin Corp

Market Cap: \$1.2 billion | Amarin Corporation plc, a pharmaceutical company, engages in the development and commercialization of therapeutics for the treatment of cardiovascular diseases in the United States.

On January 24, 2022, Sarissa Capital Management (6.06%) stated that it intends to engage in discussions with the company and others regarding its investment in the shares and ways to maximize the value of the company's assets. [Source](#)

Palm Management nominates director candidates to the Board of Altisource Asset Management Corp

Market Cap: \$37 million | Altisource Asset Management Corporation provides asset management and corporate governance services to institutional investors.

On January 24, 2022, Palm Management filed proxy materials soliciting votes for the election of director nominees at the 2022AGM. [Source](#)

William R. Kruse initiates an active stake in Ring Energy

Market Cap: \$287 million | Ring Energy, Inc. (REI), an exploration and production company, acquires, explores for, develops, and produces oil and natural gas in Texas.

Background:

Simon Kukes

- In March 2020, Simon Kukes formed a group with SK Energy and American Resources LLC, and delivered a letter to the board expressing their concern over the company's poor stock price performance. The group urged the board to explore various options, including combining with a delevered E&P company and selling the company to a larger competitor at a significant premium to the current market price. In November 2020, Simon Kukes filed a press release calling upon his fellow shareholders to withhold votes on all members of the board in the upcoming election. At the AGM held on December 15, 2020, the shareholders re-elected all the incumbent directors and approved executive officer's compensation. On December 17, 2020, Simon Kukes (8.1%) filed another press release noting that he believes the lack of support shown by the shareholders at its December 15, 2020 AGM shows that the board needs to make changes as they no longer represent the best interests of all shareholders.
- On January 28, 2021, Simon Kukes (8.1%) stated that he had spoken to and intends to continue to speak with representatives of the board and management to discuss enhancing shareholder value and the potential for undertaking transactions that Simon Kukes believes will be beneficial to stockholders, including the requested appointment of new members of the board and the requested withholding (by shareholders of the company) of votes for the board.
- On April 1, 2021, Simon Kukes filed another press release noting that he is generally encouraged by the company's actions over the past year, which follows the guidelines laid out in his March 2, 2020 letter to the board, which provided explicit recommendations to strengthen the company in the near-term such as: (1) reconstitute the

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board of directors to address entrenchment, interrelation among directors, and lack of fresh perspective and opinion on the board; (2) consolidate office locations and management to a central location to save G&A and allow for constructive interaction; (3) focus investment on core assets, divest non-core assets when the market recovers; (4) build management credibility with focus on investor relations and public communications strategy; and (5) engage major market independent audit firm to enhance company credibility and accountability. Simon Kukes went on to clarify that he is not interested at this time in nominating board members or presenting proposals to the company; however, he will continue to actively monitor the company, including its corporate governance and continued execution of its turnaround plan and continue to implore management and the board to pay down debt and seek an eventual deleveraging transaction.

Update

William R. Kruse

On February 4, 2022, William R. Kruse, a private investor, disclosed a 13.9% active stake in the company and stated that he intends to have discussions with representatives of the management and board relating to a variety of matters that he believes will increase shareholder value, including, operational, financial, corporate governance, management, banking, strategic direction, and Share performance matters. Mr. Kruse may also take other steps seeking to bring about changes to increase shareholder value.

[Source](#)

George E. Norcross supports Driver Management

Market Cap: \$278 million | Republic First Bancorp, Inc. operates as the holding company for Republic First Bank that provides a range of credit and depository banking products and services to individuals and businesses.

Background:

Driver Management

- On December 9, 2021, Driver Management nominated three candidates for election to the board at the 2021 AGM. [Source](#)
- On January 14, 2022, Driver Management filed proxy materials seeking support for its nominees.

Update

Driver Management

- On February 2, 2022, Driver Management sent a [letter](#) to the board stating that it agrees with Norcross Group's assessment of FRBK's stock price performance and operating results and thereby reiterates that radical change is needed.
- On February 7, 2022, Driver Management filed proxy materials seeking support for its nominees.

George E. Norcross, III

- On January 31, 2022, George Norcross, a South Jersey Democratic power broker and the executive chairman of insurance firm Conner Strong & Buckelew, released a letter to the board calling for leadership changes, saying that the bank's stock price has underperformed relative to its underlying value. Norcross was joined on the letter by his brother, Philip Norcross, and former TD Bank CEO Gregory Braca. Collectively, they own 6.6%. They stated their belief that the company's depressed stock performance over several years is directly attributable to weak operating results, including return on assets and return on capital of less than half that of its peers and efficiency ratios and cost of funds for its deposits running higher than industry norms. Among other changes, the shareholder group suggested that one of their members, former TD Bank executive Gregory Braca, would be an outstanding candidate to become CEO of Republic First Bancorp Inc. [Source](#)
- On February 3, 2022, the shareholder group increased its stake to 7.8%.
- On February 7, 2022, the group increased its stake to 8.8% and delivered another [letter](#) to the board requesting a meeting with the firm's directors. The group stated that it was very disappointed by the lack of a substantive response to an earlier request to meet with directors.
- On February 9, 2022, the group led by George E. Norcross, III and Greg Braca (9.6%) filed notice with the SEC that it would oppose the reappointment of Vernon Hill, Barry L. Spevak and Theodore J. Flocco, Jr., at the next meeting and support the slate nominated by Driver Management Company, LLC (Peter B. Bartholow, Pamela D. Bundy and Richard H. Sinkfield III). . The Group has not communicated with Driver and has no intention of acting in concert with Driver on the proxy solicitation process or otherwise. [Source](#)

Steel Holdings nominates Board candidates to Aerojet Rocketdyne Holdings

Market Cap: \$3 billion | Aerojet Rocketdyne Holdings, Inc. designs, develops, manufactures, and sells aerospace and defense products and systems in the United States.

- On January 28, 2022, Steel Holdings (4.9%) delivered a letter to the company nominating a slate of director candidates for election at the 2022 AGM in order to preserve its rights as a stockholder in the event the Lockheed transaction does not close prior to the meeting. Steel Partners that it believes Aerojet Rocketdyne "needs to focus on ensuring that it is optimally positioned to continue the business as a standalone entity in the event the transaction is not consummated." [Source](#)
- On February 7, 2022, Warren G. Lichtenstein, James R. Henderson, Audrey A. McNiff and Martin Turchin (the "Director Plaintiffs") filed suit in the Court seeking, among other things, declaratory relief relating to Steel Holdings' nomination of the Director Plaintiffs and its other nominees for election to the board, a nominal party to the lawsuit, at its 2022 AGM. The Director Plaintiffs filed the lawsuit due to disagreements among the company's evenly divided eight-member Board, which consists of the four Director Plaintiffs and four other directors—Eileen P. Drake, Thomas Corcoran, Kevin Chilton and Lance Lord (the "Director Defendants"), over matters relating to Steel Holdings' nomination and the annual meeting. The Director Plaintiffs believe the disagreements between the Director Plaintiffs and the Director Defendants should be settled by the stockholders through an election at the annual meeting. [Source](#)

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Scopia Capital Management initiated discussions with Verra Mobility Corporation

Market Cap: \$2.5 billion | Verra Mobility Corporation provides smart mobility technology solutions and services in the United States, Canada, and Europe.

Background:

Inclusive Capital Partners

On December 30, 2021, Sarah Farrell, a Partner at Inclusive Capital Partners (6.7%) was appointed as a member of the board. [Source](#)

Update:

Scopia Capital Management

On February 3, 2022, Scopia Capital Management (5%) stated that it has engaged, and intends to continue to engage, in communications with the board and management team regarding opportunities to enhance stockholder value. [Source](#)

Resource Capital Fund announces its intention to nominate directors to IAMGOLD Corp

Market Cap: \$1.2 billion | IAMGOLD Corporation explores for, develops, and operates gold mining properties in North and South America, and West Africa.

On February 3, 2022, Resource Capital Fund VII LP (5.2%) released an open [letter](#) to the board and announced that it would be nominating a slate of at least three director candidates who will provide the deep mining, operational, and governance experience the current board desperately needs. It stated that it has attempted to engage constructively with IAMGOLD but has been disappointed by IAMGOLD's pattern of bad faith interactions. It believes immediate leadership change is required to address massive value destruction and chronic underperformance plaguing IAMGOLD.

The Stockholder Group calls for Lee stockholders to elect two independent directors to refresh the company's entrenched, staggered board

Market Cap: \$199 million | Lee Enterprises, Incorporated (LEE) provides local news and information, and advertising services in the United States.

(a) Alden Global Capital, LLC, and MNG Enterprises

- On November 22, 2021, Alden Global Capital, LLC, together with MNG Enterprises (together 6.3%) delivered a Non-Binding Proposal to the board in respect of a potential offer by Alden to acquire all of the outstanding shares of common stock at a price per share equal to \$24.00 in cash. [Source](#)

- On November 29, 2021, Alden Global Capital, LLC, together with MNG Enterprises, announced that they delivered a notice of nomination of three individuals to serve on the board. [Source](#)
- On December 9, 2021, the company issued a press release announcing that the board rejected the Alden Proposal.
- On December 15, 2021, MNG Enterprises filed a complaint with respect to the company's rejection of its previously reported director nominees. [Source](#)

(b) Cannell Capital

- In 2019, Cannell Capital recommended shareholders to vote AGAINST the election of incumbent directors. At the AGM held on February 20, 2019, all the incumbent directors were re-elected to the board.
- On February 19, 2021, Cannell Capital (8.64%) stated that it had enjoyed a telephone call with Lee Enterprises Chairman Mary E. Junck in which it proposed and requested a reply to a recommendation for the addition of a new member to the board of directors. Cannell Capital believes that the company is undervalued, and that this new member of the board's appointment would go a long way toward decreasing the discount between LEE's market value and its estimate of LEE's economic value. On February 26, 2021, Ms. Junck replied to Cannell Capital, dismissing its recommendation and request. While Cannell Capital applauds the progress that the company has made, it believes that there is considerably more work to be done and that changes to the board of directors would benefit all shareholders. [Source](#)
- On August 31, 2021, Cannell Capital (6.84%) sent a letter to the Chairwoman of the Board calling upon all owners to infuse the Lee board with more forward-thinking people to accomplish its mission and increase value for all shareholders. In its letter, Cannell Capital included two attachments: its thesis, which values Lee's current shares at \$205 per share *assuming* (a very important assumption) new stewardship, and a list of questions for Lee. Cannell reiterates the morality and benevolent intent of Lee's management and the BOD. To read more, [click here](#).

(c) Praetorian Capital Management

On December 8, 2021, Mr. Kupperman, Praetorian Capital Management (7.31%), submitted a [letter](#) to the board regarding the takeover proposal by Alden Global Capital, LLC issued on November 22, 2021. He stated that the Alden's proposed purchase price is clearly insufficient and opportunistic, grossly undervaluing the business.

Valuation insight

I believe the shares are worth north of \$100 today and likely worth a few hundred each if the digital transformation continues at the current pace. The only reason that the shares trade where they do, is that investors have yet to realize that while the traditional print newspaper business slowly declines, the digital business has been growing rapidly, becoming an increasingly substantial percentage of the total business. Based on third quarter, 2021 numbers, LEE's digital business grew revenue by 48.3% over the prior year, with digital subscriber count growing by 50.5%. A full 33.4% of the company's revenue and almost half of the company's adjusted EBITDA now comes from this rapidly growing digital business. I believe that by 2023, approximately half of revenue and two-thirds of adjusted EBITDA will come from the digital business.

LEE has produced Trailing Twelve Month (TTM) Adjusted EBITDA of \$116.2 million and this is despite the effects of COVID on the local marketing business and before the full synergies of the BH Media merger could be realized. I believe the company can earn north of \$150 million of Adjusted EBITDA in 2023 and if LEE traded at 15 times Enterprise Value (EV) to Adjusted EBITDA (adjusted for debt paydown), it would still trade at a discount to more dominant papers like the New York Times (NYT) at approximately 20 times EV/EBITDA, yet trade for north of \$300 per share.

Update:

Cannell Capital

- On January 26, 2022, Cannell Capital decreased its stake to 7.24%.
- On February 9, 2022, Cannell Capital increased its stake to 8.8%.

Alden Global Capital, LLC and MNG Enterprises

- On January 27, 2022, the shareholder group (Alden Global Capital, LLC, together with MNG Enterprises) delivered a [letter](#) to the company withdrawing the nomination of Carlos Salas, one of its original Board candidates, in light of the decision to focus its proxy contest efforts on the replacement of two of the company's director nominees, Ms. Junck and Mr. Moloney, both of whom are extremely long-tenured and have been re-nominated in apparent contravention of the company's director retirement policy.
- On January 28, 2022, MNG Enterprises delivered to the company a letter requesting to inspect a complete list of the company's stockholders and certain other corporate records as permitted by applicable state law (the "Stockholder List Demand Letter"). The purpose of the Stockholder List Demand Letter is to enable MNG Enterprises to communicate with the stockholders in connection with its solicitation and any other matters that may properly come before the annual meeting. [Source](#)
- On February 3, 2022, the shareholder group issued a statement regarding the company. Kindly [click here](#) to read the statement.

Lee's disappointing results and 2022 guidance continue to demonstrate the need for a new strategy and new leadership that prioritizes readers and local journalism. When Lee acquired the Berkshire newspapers in February 2020, they guided towards Pro-Forma Revenue of ~\$922mm and Pro-Forma Adj. EBITDA of ~\$171mm. The Lee Board is now guiding to a Fiscal Year 22 Adj. EBITDA of \$95-98mm. Not only is Fiscal Year 22 Adj. EBITDA a miss of ~\$74mm, down a whopping 43% vs. the February 2020 Plan, but Lee's standalone Adj. EBITDA excluding the Berkshire acquisition is also ~\$17mm or 15% below Lee's Adj. EBITDA prior to the Berkshire acquisition of \$113.5mm. Just as concerning is Lee's LTM Revenue performance of \$785mm which is down ~\$137mm or ~15% vs. the February 2020 Plan.

- On February 8, 2022, the shareholder group filed proxy materials seeking support for its nominees. [Source](#)

Carl Icahn nominates three candidates to the Board of Delek US Holdings

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Market Cap: \$1.3 billion | Delek US Holdings, Inc. engages in the integrated downstream energy business in the US.

On February 1, 2022, Carl Icahn (9.41%) notified the company that he intends to nominate and seek to elect three individuals to the board at the 2022 AGM. [Source](#)

Trian Fund Management secured Board seats in Janus Henderson Group

Market Cap: \$6.4 billion | Janus Henderson Group plc is an asset management holding entity. Through its subsidiaries, the firm provides services to institutional, retail clients, and high net worth clients. It manages separate client-focused equity and fixed income portfolios.

Background:

- In October 2020, Trian Fund Management disclosed a 9.9% activist stake. It stated that it intends to further discuss with the board and/or management and may encourage the company to explore certain strategic combinations. [Source](#)
- On July 19, 2021, Trian Fund Management increased its stake to 13%.
- On October 4, 2021, Trian Fund Management (14.43%) stated that it has met with the company's Non-Executive Chairman Richard Gillingwater and CEO Richard M. Weill to discuss, and they intend to continue to discuss with members of the board and/or management from time to time, various strategic and operational initiatives that Trian Fund believes can generate value, including recommendations relating to the company's operations, organizational structure, technology, product offerings, talent development, and retention strategies, capital allocation and dividend policies and corporate governance (such as initiatives relating to the company's executive compensation design, organizational documents, and management and Board composition, including Board representation). [Source](#)
- On November 16, 2021, Trian Fund Management (15.43%) stated that it continues to engage in discussions with the board and/or management regarding various strategic and operational initiatives that they believe can generate value. As part of those discussions, Trian Fund Management has proposed changes to the composition of the board, including the addition of independent directors unaffiliated with them. [Source](#)

Update:

- On February 1, 2022, the company increased the size of its board and appointed each of Nelson Peltz, CEO and a Founding Partner of Trian Management, and Ed Garden, CIO and a Founding Partner of Trian Management, as Independent Non-Executive Directors effective as of such date. [Source](#)

Letterone Investment Holdings requests Turkcell Board to call a general assembly of shareholders to approve board changes and proposals for improved corporate governance

Market Cap: \$2.9 billion | Turkcell Iletisim Hizmetleri AS provides digital services in Turkey, Ukraine, Belarus, Azerbaijan, Cyprus, Germany, and the Netherlands.

Background:

On January 4, 2022, Letterone Investment Holdings (19.8%) stated that it intends to nominate a slate of four director candidates unaffiliated with Letterone Investment Holdings including three independent director candidates, to replace the four members who were appointed to the board on April 15, 2021. [Source](#)

Update:

On February 2, 2022, Letterone Investment Holdings issued a [press release](#) stating that it has exercised its shareholder right and formally requested the Board of Turkcell to convene a General Assembly of shareholders meeting no later than April 30 2022, with an agenda which includes, among other items, proposed changes to the composition of the board, amendments of Turkcell's articles of association and a dividend payout of 75% of FY2021 net income. LetterOne urges shareholders of Turkcell to support these proposals at the General Assembly. [presentation](#)

Driver Management nominates Board candidates to Codorus Valley Bancorp

Market Cap: \$205 million | Codorus Valley Bancorp, Inc. operates as the bank holding company for PeoplesBank, which provides community banking services.

Background:

- On June 29, 2021, Driver Management (6.3%) stated its belief that the board should immediately hire a financial advisor and conduct a comprehensive review of all available options for increasing shareholder value, including a sale of the company. [Source](#)
- On August 17, 2021, Mr. Cooper participated in a conference call with the management and lead directors and reiterated his belief that the company could currently command a price and valuation per share in a sale higher than any valuation the public market might put on CVLY in the foreseeable future and that CVLY's board of directors should immediately engage a financial advisor and determine what price could be obtained in a sale. [Source](#)
- On August 23, 2021, Mr. Cooper sent a letter to the independent directors of the board expressing his concerns on corporate governance practices. He urged the board to separate the roles of chairman and CEO, reinstate independent oversight of the executive management team and hold Mr. Miller accountable for years of under-performance.
- On September 3, 2021, Mr. Cooper (6.5%) sent a letter to the lead independent directors of the board expressing his concerns that CVLY's executive compensation practices encourage risk-taking while failing to hold executives accountable for loan losses and other credit costs and doing nothing to align management's interests with those of shareholders.
- On September 15, 2021, the company announced that as part of its long-term succession plan, the board of directors had appointed Craig L. Kauffman as president and CEO of the company effective October 1, 2021. Mr. Kauffman will succeed Larry J. Miller, who had served as president and CEO since 1986. Mr. Miller will serve as executive chair of the company and will continue in his role as executive chair of PeoplesBank until December 31, 2021.

- On October 4, 2021, Mr. Cooper (6.5%) sent a letter to the lead independent directors of the board seeking clarification on whether Mr. Miller's tenure as a member of the board will cease as of December 31, 2021.
- On October 29, 2021, Driver Management filed a motion to compel statutory inspection and examination of corporate books and records (the "Motion to Compel") against the company in the Court of Common Pleas of York County, Pennsylvania.
- On November 15, 2021, Mr. Cooper (6.72%) sent a letter to the board regarding the restricted stock unit agreement dated November 9, 2021, between the company and the company's CEO.

If the board believes that it will take three years for the Corporation to get to (current) peer levels of profitability, it is entirely unclear how and why the board could possibly conclude that finding a buyer willing to pay a significant premium to the current trading price of the Common Stock now would not be in the best interests of shareholders: the only logical explanation is that the board is putting other interests ahead of those of shareholders. Please either (i) confirm that the board is putting other interests (such as the interest of current directors in keeping their board seats) before those of shareholders or (ii) promptly take action that would demonstrate otherwise.

- On December 20, 2021, the company [announced](#) several updates to the composition of its board, as well as initiatives to further enhance its corporate governance practices. As part of the company's long-term succession plan, the Board of Directors has appointed current PeoplesBank Director Keith Cenekofsky, CPA as director of the company effective January 1, 2022. The company also announced the appointments of Cynthia A. Dotzel, CPA and J. Rodney Messick to new positions on the Company's Board, effective January 1, 2022, until the annual reorganization meeting in May 2022. The board also announced that as part of its ongoing corporate governance review, it has approved and adopted the Amended and Restated By-laws of the Corporation. The board has adopted a majority vote standard for uncontested director elections.
- On December 20, 2021, Mr. Cooper sent a [letter](#) to the board regarding the company's restated bylaws and stated that it would nominate candidates for election to the board at the 2022 AGM.
- On January 10, 2022, Driver Management sent a letter to the board. Kindly [click here](#) to read the entire letter.
- On January 18, 2022, and January 21, 2022, Driver Management sends a letter ([Letter 1](#), [Letter 2](#)) to the CEO of the company stating that while the stock is trading around \$22 per share, representing only the slightest premium to tangible book value), Driver Management believes there are a number of interested parties who might offer shareholders consideration worth in excess of \$31 per share (implying a valuation of approximately 1.5x tangible book value) in a sale.
- On January 26, 2022, Driver Management sends a [letter](#) to the CEO of the company that condemns CEO's recent statement regarding consolidation in the banking industry.

Update:

On February 2, 2022, Driver Management nominates three candidates for election to the board at the 2022 AGM. [Source](#)

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H Partners Management secured a Board seat in Harley-Davidson

Market Cap: \$5.5 billion | Harley-Davidson, Inc. manufactures and sells custom, cruiser, and touring motorcycles.

Background:

Impala Asset Management

On March 18, 2010, Impala Asset Management (2%) announced that it has filed preliminary proxy materials in connection with its nomination of two director candidates for election to the board at the 2020 annual meeting of shareholders. [Source](#)

On March 27, 2020, the company entered into a [settlement agreement](#) with Impala. The agreement provides that one new director will be appointed to the board after the 2020 Annual Meeting.

H Partners Management

On December 16, 2021, H Partners Management disclosed an 8% active stake in the company and expressed its concerns regarding certain features of the company's executive compensation structure, corporate governance practices and Board composition. [Source](#)

Update:

On February 3, 2022, the company entered into a [cooperation agreement](#) with H Partners Management (8.2%), and pursuant to it, Jared Dourdeville, a Partner at H Partners, has joined the Harley-Davidson Board of Directors.

Starboard delivers an open letter to Huntsman Corporation shareholders

Market Cap: \$8 billion | Huntsman Corporation is a global diversified chemicals manufacturer.

Background:

In an October 2021 Active-Passive Investor Summit, Starboard issued a [presentation](#) stating that there is a significant opportunity for Huntsman to improve its valuation multiple by accelerating revenue growth and increasing profitability, which should lead to greater value creation for all shareholders.



- On January 12, 2022, Starboard filed its Amendment No. 1 to the SC 13D with respect to the company announcing its nomination of a slate of director nominees for election at the annual meeting. Source

Update:

- On January 20, 2022, Starboard (8.6%) filed proxy materials seeking support for its nominees.
- On February 3, 2022, Starboard filed proxy materials seeking support for its nominees.
- On February 10, 2022, Starboard issued a press release and delivered a [letter](#) to stockholders highlighting the company's history of failed operational execution, long-term stock price underperformance, and missed promises. It urges all shareholders to vote FOR its four nominees.

ISS joins Glass Lewis in supporting Voss's case for change at Griffon

Market Cap: \$1.3 billion | Griffon Corporation, through its subsidiaries, provides consumer and professional and home and building products in the United States, Europe, Canada, Australia, and internationally.

Background:

- On November 23, 2021, Voss issued a [press release](#) and public letter to the board and announced its nomination of three candidates for election as directors of the company. Voss Capital stated that the best way to remedy the perpetual conglomerate and governance discount to the company's stock is to take the following steps: (i) immediately refresh the board with truly independent directors who will hold management accountable, (ii) bring management compensation in line with comps and base incentive pay on metrics that more accurately reflect value creation for shareholders

(e.g., ROIC), and (iii) form an independent committee of the board to conduct a comprehensive strategic review with the goal of maximizing shareholder value.

Valuation insight

Voss Capital stated that "During one of our attempts to share our view on Griffon with Mr. Kramer (Chairman of the Board), he admitted to us that the Home and Building Products business alone, if valued at the current average transaction multiple of 12x EBITDA, would recoup more than Griffon's entire enterprise value. However, despite this admission, he claims that now is not the time to sell".

- On December 21, 2021, the company entered into a definitive agreement to acquire Hunter Fan Company for \$845 million. [Source](#)
- On December 21, 2021, Voss issued a statement in opposition to Griffon's planned acquisition of Hunter Fan Company for \$845 million. Voss Capital stated that, "Griffon says their \$845 million purchase price is attractive. We disagree. Griffon is paying 9.4x their estimate of fiscal 2023 EBITDA² for Hunter Fan Company. Griffon currently trades at under 8x EV/FY 2023 EBITDA and is paying a far higher multiple to acquire Hunter Fan Company than Griffon's current or recent valuation. Given Griffon is trading near a 5-year low valuation and building products transaction valuations are hitting record highs, we believe the company should be selling, not buying". [Source](#)

Valuation insight

This year's vote represents an opportunity to finally add truly independent directors to the Griffon Board who will work to dissolve Griffon's outdated conglomerate structure and realize value for all shareholders — a process we estimate will yield over \$45/share in net cash proceeds for Griffon shareholders.

- On December 29, 2021, Voss Capital filed [proxy materials](#) seeking support for its nominees. Also, it has submitted shareholders proposals, (i) To conduct an advisory vote on the compensation of the company's executive officers, (ii) To approve an amendment to the Company's Certificate of Incorporation to phase out the classified structure of the board, (iii) To approve an amendment to the Charter to reduce the percentage of outstanding voting power required to call a special meeting, (iv) To approve an amendment and restatement to the company's 2016 Equity Incentive Plan, (v) To ratify the selection by the Company's Audit Committee of Grant Thornton LLP to serve as the company's independent registered public accounting firm for the company's fiscal year ending September 30, 2022, (vi) To transact any other matters that properly come before the annual meeting.
- On January 10, 2022, Voss Capital issued a [letter](#) to the shareholders outlining a clear path which would yield \$50 per share if implemented.

Voss's 5-Step Plan to Unlock Shareholder Value

1. Sell Defense Electronics
2. Explore alternatives for Home and Building Products
3. Use cash to reduce debt and pay a special dividend
4. Right-size corporate overhead
5. Improve margins at the Consumer segment

Update:

- On January 19, 2022, Voss Capital announced that another of its director nominees had informed Voss that he must withdraw from the proxy contest at Griffon due to a

sudden reversal of approval from his employer. Kindly [click here](#) to read the press release

- On January 20, 2022, Voss issued an Investor [Presentation](#) titled "Renovating Griffon Opening the door to value creation," outlining Voss's history of engagement with the company, the ongoing issues with Griffon's conglomerate structure and corporate governance, and opportunities to create value through the addition of Voss's highly experienced candidate to Griffon Corp.'s Board of Directors.
- On January 28, 2022, Voss issued an open letter to the shareholders, which responds to several misleading statements and mischaracterizations made by Griffon in its recent investor presentation. Kindly [click here](#), to read the entire letter.
- On February 4, 2022, Voss Capital [announced](#) that Glass Lewis has recommended that shareholders vote on the BLUE proxy card for Voss director candidate Charlie Diao for election to the board.
- On February 7, 2022, Voss Capital [announced](#) that ISS has recommended that Griffon shareholders vote on the [BLUE](#) proxy card for Voss's truly independent and engaged director candidate Charlie Diao.

Macellum nominates ten candidates for election to the Kohl's Board of Directors

Market Cap: \$7.5 billion | Kohl's Corporation operates as a retail company in the United States. Its stores and Website offer apparel, footwear, accessories, beauty, and home products.

Background:

- In February 2021, Macellum Advisors, along with Ancora Holdings Inc, Legion Partners Asset Management LLC, and 4010 Capital LLC (together holds 9.5%), nominated a slate of nine candidates for election to the board at the company's 2021 AGM. They also set forth recommendations to improve the company's strategy, including changes in merchandising, inventory management, customer engagement, and expense rationalization, as well as the potential to unlock \$7-8 billion of real estate value trapped on the company's balance sheet through sale-leaseback transactions.
- In March 2021, the investor group withdrew its nomination of four candidates, and with the withdrawal, it intends to solicit proxies to elect the remaining nominees (five candidates) to the board.
- On April 13, 2021, the Investor Group entered into a settlement agreement with the company. As part of the agreement, two new independent directors nominated by the Investor Group will join the Kohl's board. Moreover, an additional independent director identified by Kohl's and the investor group will join the board at the same time.

Update:

- On January 18, 2022, Macellum Advisors (5%) delivered a [letter](#) to the shareholders regarding the need for a more meaningful boardroom change and its intent to nominate director candidates. It contends that Kohl's, which holds \$7bn-\$8bn in real estate assets, could trade at up to \$100 per share with an optimized balance sheet and

improved execution. Also, it suggests Kohl's to explore strategic alternatives, including a potential sale to one of the many well-capitalized financial sponsors apparently interested in the company.

- On January 25, 2022, Macellum Advisors issued an open [letter](#) to the board regarding the need to immediately appoint a shareholder representative to support a credible review of strategic alternatives.
- On February 4, 2022, the company [announced](#) that it has determined, following a review with its independent financial advisors and upon the recommendation of its Finance Committee, that the valuations indicated in the current expressions of interest that it has received do not adequately reflect the company's value in light of its future growth and cash flow generation. Also, the company adopted a limited-duration shareholder rights plan.
- On February 4, 2022, Macellum Advisors [expressed](#) its disappointment over the company's rejection of the acquisition proposal.
- On February 10, 2022, Macellum Advisors (5%) [announced](#) that it had nominated a slate of ten candidates for election to the board at the 2022 AGM. In connection with its nomination, Macellum issued an open letter to the shareholders regarding the need for substantial and urgent boardroom change following the company's most recent anti-shareholder actions.

Ancora Advisors delivered a letter to the Board of Green Plains

Market Cap: \$1.8 billion | Green Plains Inc. produces, markets, and distributes ethanol in the United States and internationally

Background:

- On November 17, 2021, Ancora Advisors (7.1%) stated that it was encouraged by the company's recent efforts to improve its corporate governance and refresh its board; however, Ancora Advisors believes these actions only address a portion of the myriad of corporate governance issues plaguing the company. Ancora Advisors expressed its following concerns: (i) their belief that the board, as presently constituted, may not possess the requisite experience and skill sets necessary to lead the company at this critical juncture and successfully implement its transformation strategy; (ii) their belief that the interests of the board may not be appropriately aligned with the interests of stockholders, particularly in light of the company's recent capital raise and ongoing capital investment strategy, and given the recent and significant sales by insiders and the lack of stockholder representation on the board; and (iii) their belief that the recent, long overdue corporate governance changes appear reactionary in nature and, importantly, fail to address certain key items such as the classification of the board and the lack of an independent chairman. In light of its concerns, Ancora Advisors are considering certain alternatives, including seeking board representation and/or submitting a shareholder proposal for consideration by stockholders at the 2022 AGM. [Source](#)
- On January 4, 2022, the company [announced](#) the appointment of three executives to its leadership team. Chris Osowski joins as Executive Vice President, Operations and Technology, Jim Stark joins as Executive Vice President, and Anand Sundaresan joins as Senior Vice President.

Update:

- On January 17, 2022, Ancora Advisors (7.3%) delivered a [letter](#) to the board recognizing the dialogue they have had with management and the board since the filing of the initial SC 13D in August 2021. It noted that they have been encouraged by the company's recent efforts to enhance its corporate governance and refresh its board. While Ancora Advisors view the recent changes, many of which were reactionary, as a step in the right direction, they stated in the letter that there is still room for further improvement. In the letter, Ancora Advisors also expressed disappointment that the board has been unwilling to work with them to appoint a shareholder representative who possesses the relevant and technical experience to the board. Ancora Advisors further noted that the purpose of the letter to the board was in part to express their thoughts on how a proxy contest at the 2022 AGM can be avoided, noting that there are important deadlines, decisions and triggering events in the coming weeks. Notably, Ancora Advisors highlighted the ways in which the board's recent amendments to the Bylaws were mostly "window dressing" changes that fail to truly strengthen shareholder rights and promote the company's accountability to shareholders. For example, Ancora Advisors noted that the board had left in place its classified structure, the inability for shareholders to remove directors without cause, and a supermajority vote requirement of 66 2/3% of the outstanding shares to remove directors for cause. Although the board's amendments included lowering the ownership threshold for calling a special meeting of shareholders, other shareholder-unfriendly provisions make the ability to call any such special meeting virtually meaningless. Ancora Advisors believes that the board has an opportunity to demonstrate a genuine commitment to meaningful corporate governance enhancements by taking the necessary actions to declassify the board at the 2022 AGM.

Ides Capital delivered a letter to the Board of Safety Insurance Group

Market Cap: \$1.2 billion | Safety Insurance Group, Inc. provides private passenger and commercial automobile and homeowner insurance in the United States.

On January 18, 2022, Ides Capital (1%) issued a press release and delivered a [letter](#) to the board outlining its continued concerns about Safety Insurance's stock price underperformance, ESG and Sustainability failings, poor capital allocation, and other issues. The letter also expresses Ides' disappointment with the company's failure to work constructively to help put Safety on a better path forward for all shareholders. Further, Ides Capital nominated two directors to the board and wants the company to buy back shares, cut costs and improve financial disclosure

Cedar Realty Trust reaches amendment to the agreements with Camac Partners and Ewing Morris & Co

Market Cap: \$332 million | Cedar Realty Trust, Inc. is a fully-integrated real estate investment trust which focuses on the ownership, operation, and redevelopment of grocery-anchored shopping centers in high-density urban markets from Washington, D.C. to Boston.

Multiple activists

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Ewing Morris: On February 25, 2021, Ewing Morris (8.1%) delivered a letter to the company nominating Darcy Morris, EM Partner's co-president and CEO, for election to the board at the company's 2021 AGM.

Camac Fund:

On February 1, 2021, Camac Fund (4.8%) released a presentation and argued that the company is trading below its liquidating value (discount to liquidation NAV: -34%). It outlined a list of recommendations, including a) board representation b) selling non-core assets to deleverage the business, and c) stop all value destruction projects and monetize development portfolio through sales and implement a capital allocation policy that maximizes ROIC, preserves cash flow and improve portfolio quality.

On February 26, 2021, Camac Fund (5.2%) submitted a nomination notice to the company nominating seven individuals for election to the board at the 2021 annual meeting of shareholders. The Nomination Notice also includes a proposal concerning the repeal of any provision or amendment to the company's By-laws adopted by the board without stockholder approval after October 27, 2020. Source

On March 3, 2021, Camac Fund filed proxy materials seeking support for its nominees.

Barington Companies Equity Partners: On February 26, 2021, Barington Companies Equity Partners (1.5%) expressed its intention to nominate two persons for election as directors at the 2021 AGM. Source

Settlement agreement: On April 28, 2021, the company announced that it has agreed to appoint three new independent directors to the board: Ewing Morris and two nominees of Camac Fund. Moreover, two incumbent directors resigned, and upon the conclusion of the 2021 AGM, the board size will be reduced to eight directors, seven of which will be independent. Source

Update:

Amendment to the Settlement agreement: On January 14, 2022, Ewing Morris and Camac Fund separately entered into the Amendment to Cooperating Agreement with the company, which amends the Cooperation Agreement dated April 28, 2021. The Amended Cooperation Agreement extends the company's commitment to hold the 2022 AGM no later than November 30, 2022, extends the Termination date, and additionally the company agrees not to amend Section 2.11 of its Bylaws prior to its 2022 AGM. [Source 1](#), [Source 2](#)

KORR Value demands inspection of books and records of Medallion Financial Board

Market Cap: \$163 million | Medallion Financial Corp., together with its subsidiaries, operates as a finance company in the United States. It originates, acquires, and services loans that finance taxi medallions and various types of commercial businesses.

Background:

- On March 31, 2021, KORR Acquisitions Group (4.4%) encouraged the board to improve its corporate governance by adding additional Board members with more relevant experience. Also, it stated that in February 2021, it released a presentation regarding its proposals to remedy the company's underperformance and maximize

value for all shareholders. In its presentation, KORR is pushing for change that it believes will unlock MFIN's true value of over \$20 per share. It encourages the company to (i) change its name, (ii) repurchase shares, (iii) consolidate office locations, (iv) reduce headcount, (v) sell non-core assets, (vi) re-align senior management compensation with shareholders, (vii) segregate Medallion loans.

- On June 30, 2021, KORR Acquisitions Group delivered a letter to the company demanding inspection of certain of the company's books and records.
- On December 30, 2021, KORR Value (5.6%) delivered a [letter](#) to the company nominating a slate of two candidates, Andrew S. Fox and Philip P. Scala, for election to the board at the 2022 AGM. In the press release and letter, KORR Value expressed their deep concerns with a lawsuit recently filed by the SEC making alarming allegations of fraudulent schemes perpetrated by the company and its President Andrew Murstein to boost the company's stock price and urged, among other things, for Andrew Murstein and Alvin Murstein to resign from the board, for the board to immediately appoint the Nominees to fill the resulting vacancies and for the board to form a Special Committee of the Board to investigate and respond to the SEC allegations with the assistance of independent legal counsel. KORR Value also set forth various recommendations to enhance stockholder value, including the divestment of underperforming assets and the reduction of unnecessary costs.

Update

On January 18, 2022, KORR Value delivered a letter to the company demanding review and inspection of certain of the company's Books and Records relating to the recent charges levied against the company and Andrew Murstein, the company's President and COO, and the complaint filed on December 29, 2021, by SEC. [Source](#)

Roumell Asset Management sends a letter to the board of GSI Technology

Market Cap: \$115 million | GSI Technology, Inc., a fabless semiconductor company, designs, develops and markets semiconductor memory solutions to networking, industrial, medical, aerospace, and military customers.

Background:

VIEX Capital

In March 2015, VIEX Capital Advisors nominated four candidates to the board. In June 2015, GigOptix, Inc. offered to acquire the company at \$6.50 per share. Subsequently, VIEX Capital announced that it supported the business combination with GigOptix. The board did not endorse any of the proposed VIEX nominees in its proxy statement, and at the AGM held in August 2015, all incumbent directors were elected to the board. In September 2015, the company rejected the acquisition proposal from GigOptix. On April 18, 2016, VIEX Capital Advisors reduced its stake to 4.9%

Roumell Asset Management

On September 14, 2021, Roumell Asset Management (8.1%) sent a letter (see [Exhibit 7.01](#)) to the board stating its belief that the company's underlying intrinsic value is materially greater than the current price levels. It stated its concern that there is a complete absence of buying by directors, even among very long-tenured board members. Roumell called for the company to take steps, including conducting a valuation analysis on its patent portfolio.

Update:

On January 20, 2022, Roumell Asset Management sent a follow-up letter (refer, [Exhibit 7.02](#)) to the board asking for a change in leadership, either a new CEO and/or the addition of a new senior C-suite executive who is better qualified to execute and lead the company during this period of enormous opportunity.

Scott Klarquist issued a presentation on Firsthand Technology Value Fund

Market Cap: \$28 million | Firsthand Technology Value Fund, Inc. is an externally managed, closed-end, non-diversified management investment company. The Fund's investment objective is to seek long-term growth of capital.

Background:

Donald R Chambers

On April 15, 2020, Donald R Chambers [announced](#) that he intends to vote FOR the non-binding stockholder proposal at the annual meeting. The following non-binding stockholder proposal was submitted by Chambers for 2020 AGM.

"That the shareholders of SVVC assembled at the 2020 annual meeting in person and by proxy, hereby request that the Board of Directors of SVVC seek and pursue any and all measures to enhance shareholder value including (1) orderly termination of the fund, (2) orderly liquidation of SVVC assets with distribution of available cash to shareholders, (3) tender offers for SVVC shares using available cash from any and all investment exits, (4) merger of the fund into an entity offering shareholder exits near NAV (net asset value), or (5) other measures likely to allow shareholders to exit SVVC near its NAV."

There are two primary reasons for the proposal:

- The massive drop in the market price of SVVC's stock
- The massive expense ratio of SVVC

Source

At the [AGM](#) held on July 2, 2020, shareholders approved the non-binding stockholder proposal.

Bulldog Investors

- In January 2014, Bulldog Investors filed a proxy statement to (i) elect a slate of two individuals nominated by affiliates of Bulldog as directors of the company, (ii) ratify the selection of Tait, Weller & Baker LLP as the company's independent registered public accounting firm for the fiscal year ending December 31, 2014, (iii) terminate the investment management agreement between the Company and Firsthand Capital Management, and (iv) request that the board considers authorizing a program to repurchase shares when they are trading at a discount from net asset value.
- In May 2014, the fund entered into an agreement with Bulldog Investors. Under the terms of the settlement, Bulldog has agreed to (1) withdraw its two nominees for the Fund's Board of Directors, (2) withdraw its proposals regarding (i) termination of the Fund's Investment Management Agreement and (ii) consideration by the board of a share repurchase program, (3) not present any proposals at the Annual Meeting, and (4) vote its shares in accordance with the board's recommendations. The settlement also provides that the Fund's Board approve a plan for the Fund to repurchase up to

\$10 million of common stock in open market purchases during 2014 and to conduct a self-tender offer for at least \$20 million worth of common stock at 95% of net asset value to be completed no later than January 31, 2015

Update:

Scott Klarquist

On January 20, 2022, Scott Klarquist, CIO of Seven Corners Capital Management, issued a [presentation](#) to the shareholders titled "Time for change at SVVC" expressing his concerns on the stock price performance over the past ten years. He urged the shareholders (i) to vote AGAINST all of SVVC's incumbent director nominees and AGAINST SVVC's executive compensation, and (ii) to vote in favour of any shareholders proposal to terminate FCM's management agreement.

DIRTT Environmental Solutions filed a lawsuit against 22NW

Market Cap: \$234 million | DIRTT Environmental Solutions Ltd. designs, manufactures and installs prefabricated interior solutions for use primarily in commercial spaces across various industries and businesses in the United States, Canada, and internationally.

Background:

- On October 7, 2021, 22NW Fund (18.4%) stated that it has engaged, and intends to continue to engage, in communications with the management team and board of directors regarding means to enhance stockholder value. [Source](#)
- On November 16, 2021, 22NW Fund (18.9%) submitted a requisition of a meeting of shareholders to the company to remove incumbent directors Denis Karkkainen, Shauna King, Todd Lillibridge, Jim Lynch, Steve Parry, and Diana Rhoten and to replace them with six candidates: Aron R. English, Cory J. Mitchell, Douglas A. Edwards, Scott L. Robinson, Scott C. Ryan, and Kenneth D. Sanders. The requisition requested that the meeting be held no later than January 21, 2022. [Source](#)
- On December 7, 2021, the company announced that its board of directors, in response to a requisition made by 22NW Fund, LP, called an annual and special meeting of shareholders to be held on April 26, 2022. The company added that the meeting would deal both with normal course matters and matters related to the requisition.
- On December 9, 2021, 22NW Fund provided an update on its requisition for a meeting of shareholders. Notwithstanding the manner in which DIRTT has treated the requisition and 22NW, its largest shareholder, 22NW announced that it is attempting a constructive settlement with DIRTT by means of submitting a term sheet for a settlement proposal under which Todd Lillibridge, Denise Karkkainen, and Steve Parry would retire from DIRTT's board to be replaced by Aron English, Ken Sanders, and Scott Robinson. Under the proposal, 22NW would agree to support the board's director nominees at DIRTT's 2022 AGM, which would remain at eight. It is a condition of the proposal that it is accepted no later than December 15, 2021. If DIRTT accepts the proposal, 22NW will withdraw the requisition. [Source](#)
- On January 14, 2022, 22NW Fund filed proxy materials seeking support for its nominees.

Update:

On January 20, 2022, the company provided an update on the path forward in responding to the requisition issued by 22NW Fund, LP. The company announced that while it remains focused on realizing its potential as its top priority, it believes it has no choice but to file an application with the Alberta Securities Commission against the Activist and another shareholder for breaching take-over bid and early warning reporting provisions under applicable Canadian securities laws, in order to protect minority shareholders and ensure that all shareholders are provided with full and accurate information.

[Source](#)

Maguire Asset Management reaches agreement with Yatra Online

Market cap: \$106 million | Yatra Online, Inc. operates as an online travel company in India and internationally. It operates through Air Ticketing, and Hotels and Packages segments.

Background:

(i) Maguire Asset Management

- On April 6, 2021, Mr. Timothy J. Maguire, Maguire Asset Management (6.2%), delivered a letter via email to the CEO, Dhruv Shringi, summarizing a conversation held between Messrs. Maguire and Shringi on April 1, 2021. In their conversation, they also discussed that the company is undervalued compared to its peer companies, MakeMyTrip and Easy Trip. MakeMyTrip trades at 5X FTM revenue and Easy Trip trades at 12X TTM revenue. Yatra trades at 2.5X FTM revenue.
- On May 13, 2021, Maguire Asset Management increased its stake to 7.4%.
- On July 27, 2021, Maguire Asset Management (7.4%) issued an open letter to the shareholders reiterating its belief that the company is well-positioned to benefit from the post-COVID travel recovery and detailing certain revenue and margin growth opportunities apparently overlooked by the management and board that could drive the company's stock to \$6.00 per share on \$100 million in sales in 2022, assuming a conservative 3x price to sales multiple. The letter also expressed Maguire Asset Management's serious concerns with the disappointing shareholder returns of the company to date, which they attribute to a number of reasons, including (i) the need for an overhaul of the company's extremely shareholder-unfriendly corporate governance profile and a lack of transparency in its executive compensation packages, (ii) its subpar operational performance to date, (iii) questionable decision-making behind the failed merger with Ebix, Inc., and lastly, (iv) a lack of operational and industry experience among members of the board and management, which may be a contributing factor to each of the aforementioned issues. The letter concluded with the outline of a series of actions readily within the control of the senior management and board to address these issues and create shareholder value, referred to in the letter as the "Yatra 2022 Plan," as well as a call for unaffiliated shareholders to unite their voices in demanding the CEO, Dhruv Shringi, and other members of the board immediately announce a date for the 2021 AGM of shareholders and enact the three key precepts of the Yatra 2022 Plan outlined in the letter.

(ii) Catamount Strategic Advisors

On May 25, 2021, Catamount Strategic Advisors (5.8%) stated that the shares were undervalued relative to its peers and represented an attractive investment opportunity because of its belief that the company is well-positioned both to benefit from the ongoing recovery in the Indian travel market and to experience a multi-year cycle of sustained elevated revenue growth. Source

Update:

On January 17, 2022, Maguire Asset Management (7.8%) entered into a [Cooperation Agreement](#) with the company, and pursuant to it, Roshan Mendis will join the board as an independent director, effective January 17, 2022.

Pentwater issues letter to Turquoise Hill Board calling for action in defense of minority shareholders

Market Cap: \$3 billion | Turquoise Hill Resources Ltd. (TRQ), together with its subsidiaries, operates as a mining company. The company explores for copper, gold, silver, and molybdenum deposits.

Background:

- Rio Tinto engages in mining and metals operations in approximately thirty-five countries. Through their subsidiaries, Rio Tinto owns 50.8% of Turquoise Hill. A Rio Tinto subsidiary, Rio Tinto International Holdings is also the manager of the Oyu Tolgoi project, including having responsibility for its development and construction.
- In February 2019, the company announced that the Oyu Tolgoi project cost was expected to remain within the \$5.3 billion budget, but there was an increasingly likely risk of a further delay to sustainable first production beyond Q3'21.
- Four and a half months later, in July 2019, the company announced that the Oyu Tolgoi project would be further delayed until May 2022 to June 2023 and the development capital spend for the project may increase by \$1.2 to \$1.9 billion over the \$5.3 billion previously disclosed.
- In July 2020, Turquoise Hill and Rio Tinto announced that the revised feasibility study for the Oyu Tolgoi project had been completed. The study recommended a new design for the portion of the mine undergoing development, with the addition of structural pillars and other changes, resulting in a reduction to the estimated mineral reserves for the mine.
- In September 2020, Turquoise Hill and Rio Tinto announced that they had entered into a non-binding Memorandum of Understanding under which they would seek to "reprofile Oyu Tolgoi's existing debt" and raise an additional \$500 million through debt financing, plus up to \$3.6 billion in equity—thereby diluting Turquoise Hill's public shareholders.
- On April 10, 2020, Pentwater Capital Management disclosed 9.09% and nominated a candidate. In July 2020, the company announced that Pentwater's nominee was defeated at the AGM. In November 2020, Pentwater Capital issued an open letter criticizing Rio Tinto's management and expressed its belief that Rio Tinto's management team was responsible for substantial cost overruns, delays, and corporate governance failures associated with such construction.
- On December 3, 2020, Pentwater Capital (9.3%) issued an open letter that it learned that the Rio Tinto's board disapproved Rio Tinto's vote against allowing the owners of the mine to conduct an independent investigation into the \$1.5 billion costs overrun

and two-year schedule delay of the construction of the mine. It added that there is no logical explanation for why Rio would oppose an independent investigation into the massive cost overruns and delays, especially when the owners of the mine support such an investigation, and one of the owners is a sovereign nation and an important partner for decades to come.

Update:

On January 18, 2022, Pentwater Capital (9.68%) sent a [letter](#) to the board calling them to improve the company's corporate governance and to otherwise protect the interests of the company's minority shareholders. Pentwater Capital expects to have communications with the board and anticipates that such communications will call for, among other things, independent investigations and/or oversight of the company's operations, and may call for the resignation of one or more directors or the establishment of one or more independent committees of the board, as well as other modifications to the company's governance structure, including those affecting the board's oversight function.

Canadian National Railway Company reaches resolution agreement with TCI Fund Management

Market cap: \$84 billion | Canadian National Railway Company, together with its subsidiaries, engages in the rail and related transportation business.

Background:

- On August 31, 2021, TCI Fund Management (5.2%) sent a letter (refer, "[Exhibit 2](#)") and a presentation (refer, "[Exhibit 3](#)") to the Chairman of the Board setting forth its view that it is in the best interest of the company and its shareholders for the board to seek (i) to withdraw from the merger agreement entered into on May 21, 2021 with Kansas City Southern ("KCS") that provides for the acquisition of KCS by the company, because continuing to pursue such acquisition in the face of explicit opposition from the Surface Transportation Board of the United States would be hugely damaging to the reputation of the company and potentially financially disastrous due to uncertainty over the approval process and the interpretation of the new merger rules; (ii) to hold the senior management and the board accountable for its egregious failure of oversight in sanctioning the bid, together with potential fees of CAD\$2 billion, by replacing the Chairman of the Board; (iii) to improve the company's commercial operating performance by replacing the current Chief Executive Officer, Jean-Jacques Ruest, with Jim Vena, who has a proven track record as an exceptional operator; and (iv) to add the necessary railroad experience and expertise to help the board evaluate and address opportunities for shareholder value creation.
- On September 7, 2021, TCI Fund Management issued a press release announcing that it retained Kingsdale Advisors to act as its strategic advisor and engage with the company's shareholders to halt the company's pursuit of KCS and to upgrade the board who, among other things, will have the mandate to identify and appoint a new CEO. In the Press Release, TCI Fund stated its expectation to requisition a special meeting of the company's shareholders to nominate at least five new directors
- On September 13, 2021, TCI Fund Management (5.2%) issued a press release announcing its intention to requisition a special meeting of shareholders for the purpose of refreshing the current board by adding four independent nominees who, if elected, will provide the deep railroad operational experience the current board lacks

and help guide the selection of a new CEO, which TCI believes should be Jim Vena. TCI four proposed nominees are Gilbert H. Lamphere, Allison Landry, Rob Knight, and Paul Miller. [Source](#)

- On September 16, 2021, TCI Fund Management sent a letter to the board requisitioning a special meeting of shareholders for the following purposes: (i) to approve the removal of Robert Pace, Kevin G. Lynch, James E. O'Connor, and Laura Stein from the Board; (ii) to approve the removal of any person appointed to the Board after September 16, 2021, that is serving as a director at the time of the Special Meeting; (iii) to approve the appointment of Gilbert Lamphere, Allison Landry, Rob Knight and Paul Miller to the Board; and (iv) to transact such other business as may properly be brought before the Special Meeting. In addition, TCI sent a presentation (refer, "[Exhibit 6](#)") to the board setting forth its views regarding the company, including its belief that it is in the best interest of the company and its shareholders for the board to replace the current CEO of the company.
- On October 18, 2021, TCI Fund Management issued a press release summarizing a presentation to the shareholders released on October 18, 2021 (the "[October 18 Shareholder Presentation](#)") discussing its belief that shareholders should vote to reconstitute the board and the newly constituted board should replace the CEO of the company.

Update:

On January 25, 2022, the company announced that it has entered into a Resolution [Agreement](#) with TCI Fund Management. The company announced several changes to its board including committing to appoint two new independent Directors to the board by no later than 2022 AGM. As part of that Resolution Agreement, TCI has agreed to withdraw its requisition for a Special Meeting of Shareholders, which was previously scheduled to be held on March 22, 2022, and to support the election of all CN Director nominees at the 2022 and 2023 AGMs.

Icahn Enterprises announces extension and amendment of Southwest Gas tender offer

Market Cap: \$4 billion | Southwest Gas Holdings, Inc., through its subsidiaries, purchases, distributes, and transports natural gas in Arizona, Nevada, and California.

Background:

- On October 4, 2021, the company announced that it has agreed to acquire Questar Pipeline Co, a gas transportation and storage business owned by Dominion Energy Inc. (D.N), for \$1.98 billion.
- On October 4, 2021, Carl Icahn (4.91%) sent a letter to the board stating that a purchase of Questar Pipeline for around \$2 billion would diminish shareholder value. Icahn stated that the company should instead focus on improving share price performance. [Source](#)
- On October 11, 2021, the company [announced](#) that it has adopted a short-term stockholder rights plan. The Rights Plan is designed to protect stockholder interests by reducing the likelihood that any person or group would gain control of Southwest Gas Holdings through the open-market accumulation of the company's shares without appropriately compensating Southwest Gas Holdings' stockholders for control.

- On October 20, 2021, Carl Icahn published an open [letter](#) to stockholders which serves as a rebuttal to the [management's letter](#) dated October 13, 2021. Carl Icahn stated the reasons and reiterated that his proxy contest and tender offer are in the interest of all stakeholders. He urged shareholders to vote for his upcoming slate and decide whether to tender their shares or participate in long-term value creation.
- On October 27, 2021, Carl Icahn submitted an unsolicited tender offer to acquire the outstanding shares of the company for \$75 per share in cash.
- On November 9, 2021, the company announced that its board, after a thorough review with the assistance of its external financial and legal advisors, has unanimously determined that the tender offer from Carl Icahn is inadequate, undervalues the company, is structurally coercive and is not in the best interests of all of its stockholders. Accordingly, the board recommends that stockholders not tender any of their shares into the offer.
- Subsequently, Carl Icahn issued an open [letter](#) to the shareholders stating, "The statement issued today by the SWX board in response to our tender offer is almost inexplicable and frankly the height of hypocrisy. At the same time that they're telling stockholders their stock is worth more than our \$75 offer, they're amazingly also saying they've determined to issue up to \$1 billion of new stock, equivalent to almost 25% of the current market capitalization, in order to finance an ill-advised acquisition that will provide NO synergies and NO growth! That stock issuance would likely be at a valuation well below the currently depressed market price of \$68. In other words, it's fine for the board, in their infinite wisdom, to sell a block of SWX stock at somewhere below \$68, but they're advising YOU not to sell at \$75."
- On November 12, 2021, Carl Icahn issued an open [letter](#) to the board reiterating his proposal.
- On November 15, 2021, Carl Icahn issued a [presentation](#) titled, "Ratepayers and shareholders are suffering at the hands of the board and management."
- On November 24, 2021, Carl Icahn issued a [presentation](#) titled, "Customers should not suffer from poor management and bad decisions." In his presentation, Carl Icahn reiterated that he has nominated ten candidates for election to the board and launched a tender offer to purchase any and all shares of SWX's common stock that are tendered into the offer. The two proposals are independent of each other. Carl Icahn estimates that his slate could deliver customer savings of at least \$9 per year over the next 10 years with the potential for much more.
- On December 15, 2021, Carl C. Icahn released [presentations](#) regarding Southwest Gas Holdings.
- On December 21, 2021, the company announced that the Court issued a ruling denying the motion of Icahn Partners for a temporary restraining order with respect to Southwest Gas' permanent financing for its acquisition of Dominion Energy Questar Pipeline LLC. Icahn unsuccessfully sought to constrain the ability of Southwest Gas to raise permanent financing for the company's acquisition of Questar. [Source](#)
- On January 3, 2022, the company [announced](#) that it had completed the acquisition of Dominion Energy Questar Pipeline, LLC, and its subsidiaries and certain affiliates.

Update:

On January 26, 2022, Icahn Enterprises [announced](#) that it had extended the expiration date of its tender offer until February 23, 2022.

Julian Singer seeks Board and Management changes at Catalyst Biosciences

Market Cap: \$17 million | Catalyst Biosciences, Inc., a clinical-stage biopharmaceutical company, focuses on developing medicines to address hematology indications.

Background:

- On July 22, 2019, Julian Singer (3.1%) delivered a letter to the board expressing his concerns with the company's precipitous value destruction and prolonged share price underperformance. In the Letter, Julian Singer stated his belief that the company has strong potential for success as a clinical-stage biopharmaceutical company, noting its recent success in certain clinical trials. Julian Singer stated in the letter that the board should consider taking steps to remediate shareholder concerns to restore investor confidence and maximize shareholder value, including by adding shareholder representation on the board, adopting best practices for good corporate governance and retaining an investment bank as an independent adviser to evaluate potential strategic alternatives. Julian Singer stated his belief that the board should work cooperatively with him, by voluntarily adding two highly-qualified shareholder representatives to the board. In addition, Julian Singer questioned the company's need for a classified Board. Further, the letter noted the lack of diversity on the board, a plurality voting standard in electing directors with no director resignation policy and a supermajority voting requirement to amend the governing documents.
- On January 13, 2020, Julian Singer (3.3%) entered into a Cooperation Agreement with the company pursuant to which, within five business days of the execution of the Cooperation Agreement, the board shall irrevocably appoint Sharon Tetlow and Geoffrey Ling, MD (together, the "New Directors") as directors of the company, effective on January 15, 2020.
- On October 26, 2021, Julian Singer (2.1%) stated his belief that shareholder value is at immediate risk unless the company eliminates the classified board, drastically reforms its governance and board structure, and engages an independent financial advisor to explore strategic alternatives, including a sale of the company. He also seeks immediate wholesale changes in the board to include more qualified directors as well as wholesale changes in senior management. He urges Augustine Lawlor to step down as chairman in light of his overly long tenure as a director and his commitments to serving on other boards, and urges the board to appoint a leader who will focus on shareholder interests and value creation. Source
- On January 5, 2022, Julian Singer (2.5%) stated that in light of the precipitous fall in stock price (recently trading below the critical one dollar mark), outsized pay packages for executives misaligned with declining market capitalization, excessive cash burn with no return, and a belated decision to seek a buyer for the hemophilia assets, Julian Singer believes that management and the board have failed in their duties of oversight and accountability to shareholders. Mr. Singer attributes the destruction of shareholder value to mismanagement and numerous governance failures. Mr. Singer believes that shareholder value is at immediate risk unless the company eliminates the classified board, drastically reforms its governance and Board structure, and engages an independent financial advisor to explore strategic alternatives, including a sale of the company or its assets. Mr. Singer seeks the immediate end to stock offerings that depress the stock price. He also seeks immediate wholesale changes in the Board of Directors to include more qualified directors as well as wholesale changes in senior management. He urges Augustine Lawlor to step down as Chairman in light of his overly long tenure as a director and his commitments to serving on other

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boards, and urge the board to appoint a leader who will focus on shareholder interests and value creation. [Source](#)

Update:

On January 26, 2022, Julian Singer (2.5%) delivered a [letter](#) to the board seeking voluntary changes to the board and urgent governance reforms. Mr. Singer reiterates that he believes that shareholder value is at immediate risk unless the company eliminates the classified board, drastically reforms its governance and Board structure, and engages an independent financial advisor to explore strategic alternatives, including a sale of the company or its assets. Mr. Singer urges Augustine Lawlor to step down as Chairman in light of his overly long tenure as a director and his commitments to serving on other boards, and urge the board to appoint a leader who will focus on shareholder interests and value creation. Furthermore, Mr. Singer directed the attention of the Board and the Governance Committee to add fresh shareholder representation recommended by him.

JANA Partners nominated three Board candidates to TreeHouse Foods

Market Cap: \$2.2 billion | TreeHouse Foods, Inc. operates as a consumer packaged food and beverage manufacturer in the United States and internationally.

Background:

- On January 29, 2021, JANA Partners (7.5%) delivered a notice to the company of their intent to propose three nominees for election at the 2021AGM. [Source](#)
- On March 2, 2021, JANA Partners (7.4%) entered into a cooperation agreement with the company, and pursuant to it, TreeHouse will appoint to its board two new independent directors: John P. Gainor Jr. (one of the nominees of JANA Partners) and Kenneth I. Tuchman.
- On November 8, 2021, the company [announced](#) its plan to explore strategic alternatives including a possible sale of the company or a transaction to allow the company to focus on its higher growth Snacking & Beverages business by divesting a significant portion of its Meal Preparation business.
- On December 30, 2021, JANA Partners (9.2%) stated that it has nominated two Board candidates and intends to have constructive discussions with the board and management regarding avenues to resolve the company's undervaluation and total stockholder return, including evaluating a sale of the company, operations, capital allocation, changes to the composition of the board, corporate governance and compensation practices. [Source](#)

Update:

On January 27, 2022, JANA Partners (9.2%) delivered a notice to the company of its intent to propose Wendy Beck, Christopher Sliva, and Scott Ostfeld for election at the 2022 AGM. JANA has nominated three nominees (rather than two) in the event that John P. Gainor Jr. is not re-nominated by the company for re-election at the 2022 annual meeting. [Source](#)

Joseph Stilwell announced his intent to nominate a Board candidate to Peoples Financial Corp

Market Cap: \$82 million | Peoples Financial Corporation operates as the bank holding company for The Peoples Bank that provides banking, financial, and trust services to government entities, individuals, and small and commercial businesses in Mississippi.

Background:

- In November 2020, Joseph Stilwell disclosed 8.9% stating his belief that the company should explore all possibilities to maximize shareholder value. [Source](#)
- In March 2021, Joseph Stilwell (9.9%) filed proxy materials seeking support for his nominee. He stated that the company should explore all possibilities to maximize shareholder value.
- On May 5, 2021, the company announced that ISS recommended that the shareholders vote **FOR** the election of all six of the candidates nominated by the board.
- At the AGM held on May 19, 2021, shareholders elected all six of the company's director nominees. Stilwell's nominee was not elected to the board.

Update:

On February 7, 2022, Joseph Stilwell (9.95%) announced his intent to nominate Rodney H. Blackwell for election as director at the Issuer's upcoming annual meeting, with Jonathan W. Briggs, Ronald Wade Robertson, Jr., and Gregory H. Browne as alternate nominees. He stated his belief that the company should explore all possibilities to maximize shareholder value. [Source](#)

Pangaea Ventures/ Ortelius Advisors nominates Board candidates to Trecora Resources

Market Cap: \$208 million | Trecora Resources primarily manufactures and sells various specialty petrochemicals products and specialty waxes in the United States.

Background:

Bradley L. Radoff

- On September 9, 2021, Bradley L. Radoff (3.6%) stated his belief that the company's current share price does not reflect the underlying intrinsic value of its business. Bradley L. Radoff has engaged with, and intend to continue to engage with, members of the management and board regarding a range of methods to enhance shareholder value, including a potential sale of the company
- On November 17, 2021, Bradley L. Radoff (5%) stated that he was disappointed by the company's November 3, 2021 announcement regarding its failed M&A opportunity. Bradley L. Radoff continues to believe that a sale of the company is the best risk-adjusted path forward for the company and its stockholders, and that the board should publicly announce a strategic review process seeking the sale of the company. Bradley L. Radoff does not believe that the current board is acting in the best interests of stockholders and are strongly considering nominating a competing slate of

proven director candidates with track records of creating stockholder value for election to the board at the upcoming 2022 AGM. [Source](#)

Pangaea Ventures/ Ortelius Advisors

On November 2, 2021, Pangaea Ventures/ Ortelius Advisors (11%) stated that it has engaged in discussions with the company and its management and certain members of its board on issues that relate to corporate governance, Board composition, and shareholder value-enhancing strategies. [Source](#)

Update:

On February 7, 2022, Pangaea Ventures/ Ortelius Advisors (11.3%) submitted a notice of its intent to nominate a slate of six candidates for election to the board at the 2022 AGM. [Source](#)

Stuart M. Grant reaches agreement with Eyenovia

Market Cap: \$111 million| Eyenovia is a clinical stage ophthalmic biopharmaceutical company developing a pipeline of microdose therapeutics utilizing its patented piezo-print delivery technology.

Background:

- On May 4, 2020, Stuart M. Grant (19%) stated that he intends to vote for the election of Messrs. Eshelman, Ianchulev, Lee, and Sun and against the election of Messrs. LaBelle, Mario, and Mather, at the 2020 AGM currently scheduled to be held on June 11, 2020. [Source](#)
- At the [AGM](#) held on June 11, 2020, shareholders elected all the incumbent directors. But Messrs. Eshelman, Ianchulev, Lee, and Sun received 99% of the votes and Messrs. LaBelle, Mario, and Mather received 70% of the votes
- On June 10, 2021, Stuart M. Grant stated that he voted **against** the re-election of Chairman Fred Eshelman and Director and Chair of the Nominating and Corporate Governance Committee, Ernest Mario, at the 2021 AGM. Stuart M. Grant believes that significant responsibility for the undervaluation of the stock lies with these two directors. Unlike the leadership of other companies in the industry, Directors Eshelman and Mario do not appear at industry events, do not raise awareness of the company's successful Phase 3 Trials and New Drug Applications (NDAs), and do not make any effort to communicate with stockholders. Neither Director Eshelman nor Mario even attended the 2020 AGM, which was held virtually.
- At the [AGM](#) held on June 16, 2021, shareholders elected all the incumbent directors. But Messrs. Eshelman and Mario received just 60% of the votes.
- On December 23, 2021, Stuart M. Grant (18.5%) expressed his dissatisfaction with the performance of the company's stock price and the ineffectiveness of its board and believes that refreshing of the board, with new directors bringing additional skill sets, is in the best interest of the company and its stockholders. In that vein, Stuart M. Grant is considering nominating director candidates for election to the board at the next AGM. Also, he delivered two letters (refer, "[Exhibit A & B](#)") to the company relating to (i) a demand for certain books and records of the company and (ii) a stockholder proposal seeking to amend the Amended and Restated Bylaws of the company

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to add a mandatory retirement age of seventy-two (72) years for directors of the company.

Update:

On February 7, 2022, the company announced that on February 4, 2022, Stuart M. Grant entered into a Settlement Agreement with the company providing, among other things, that the board will take all necessary actions to add two new directors, Rachel Jacobson and Stephen Benjamin, to the board with terms expiring at the 2022 AGM, and to nominate such directors for re-election at the 2022 Annual Meeting. In addition, a third new director will be mutually agreed upon by the company and Stuart M. Grant to be elected to the board at the 2022 Annual Meeting. [Source](#)

325 Master Fund and Harbert Fund nominated Board candidates to TransAct Technologies

Market Cap: \$102 million| TransAct Technologies Incorporated designs, develops, assembles, and markets transaction-based and specialty printers and terminals in the United States and internationally.

Background

Harbert Discovery Fund

- On March 10, 2020, Harbert Discovery Fund disclosed 5.5% and stated that it had and anticipates having further conversations with members of the management and board of directors regarding possible ways to enhance shareholder value. [Source](#)
- On August 4, 2020, Harbert Discovery Fund increased its stake to 6.6%.

Grand Slam Asset Management

- On December 18, 2018, Grand Slam Asset Management (7.36%) sent a [letter](#) to the board discussing its concerns about the company's financial performance and its current intent to (i) support the expansion of the board to include additional industry veterans and (ii) support the replacement of the Wall Street-experienced director with a director who has both Wall Street experience and who is, and has been, heavily committed to the company's success from both an operating and stock performance perspective.
- On May 20, 2019, Grand Slam Asset Management (7.36%) sent another [letter](#) to the board discussing, among other things, (i) its support of Emanuel Hilario and Ms. Olinger (newly nominated directors) for election to the board and (ii) its gratitude to the board and management for open communication and increased shareholder outreach. [Source](#)
- At the [AGM](#) held on May 28, 2019, Emanuel Hilario and Ms. Olinger were elected to the board.

Update

325 Master Fund and Harbert Fund

On February 8, 2022, 325 Master Fund (10.3%) and Harbert Fund (6.5%) collectively delivered a letter to the company nominating two candidates, Audrey P. Dunning and

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Daniel M. Friedberg, for election to the board at the 2022 AGM. They also submitted two non-binding proposals that the board take all necessary steps in its power to (i) declassify the board so that all directors are elected on an annual basis and (ii) separate the Chairman and CEO roles, such that the position of Chairman of the Board may not be held by any individual who is also an officer of the company. [Source](#)

Ancora Advisors reaches agreement with Ampco-Pittsburgh Corporation

Market Cap: \$115 million | Ampco-Pittsburgh Corporation is a producer of forged and cast rolls for the steel and aluminum industries across the world, as well as ingot and open die forged products for the oil and gas, aluminum, and plastic extrusion industries.

Background:

Ancora Advisors

On January 7, 2022, Ancora Advisors disclosed a 5.6% active stake in the company and stated that it has engaged and intends to continue to engage in discussions with members of the board and management regarding means to create shareholders value, including, but not limited to, by improving capital allocation, divesting non-core assets, conducting a strategic review of current lines of business and enhancing corporate governance (including changes to the composition of the board). [Source](#)

Crawford United

- On February 1, 2021, Crawford United (10.3%) nominated Mr. Ambassador Edward Crawford and Mr. John D. Grampa for election as members of the board at the 2021 AGM. [Source](#)
- On February 13, 2021, the CEO of the company called Mr. Crawford and notified him that the board had decided not to include the Crawford United Nominees as nominees for election at the annual meeting.
- On April 9, 2021, Crawford United stated that it has determined not to solicit on their proxies with respect to the 2021 annual meeting, scheduled to occur May 13, 2021. [Source](#)

Who is Edward Crawford? Edward Francis Crawford is an American businessman and entrepreneur who served as the US Ambassador to Ireland from 2019 to 2021. He previously served as chairman and CEO of Park-Ohio Holdings, an industrial supply chain logistics, and diversified manufacturing business.

Update:

Ancora Advisors

On February 10, 2022, Ancora Advisors (5.6%) entered into a [Cooperation Agreement](#) with the company. Pursuant to it, the company appointed (i) Laurence E. Paul and William K. Lieberman as members of the class of directors with a term expiring at the 2022 AGM, and (ii) Frederick D. DiSanto and Darrell M. McNair (Ancora Appointees) to the board as members of the class of directors with a term expiring at the 2023 AGM. Further, for so long as Ancora continues to beneficially own at least 4% of the company's then issued and outstanding common stock (the "Four Percent Threshold") and prior to

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the expiration of the Standstill Period, the company agreed not to increase the size of the board beyond eleven (11) members. In the event that Ancora ceases to satisfy the Four Percent Threshold, Mr. DiSanto shall resign from the board and all applicable committees.

TABLES

Audit: Non-Timely (NT) filings

Company name (Ticker)	Stock exchange	Market cap. (\$, mm)	Revenue (\$, mm)	Last filed form 10-Q/10-K period	Last filed form 10-Q/10-K filing date	No. of pending quarters
Youngevity International, Inc. (YGYI)	OTC	4	147	12/31/2019	6/25/2021	7
IEH CORP (IEHC)	OTC	29	32	3/31/2020	10/8/2020	6
LIBERATED SYNDICATION INC (LSYN)	OTC	54	25	9/30/2020	11/16/2020	4
TARONIS FUELS INC (TRNF)	OTC	35	28	9/30/2020	11/19/2020	4
EVO TRANSN & ENERGY SVCS INC (EVOA)	OTC	53	179	12/31/2020	2/1/2022	3
China XD Plastics Company Limit (CXDC)	NasdaqGS	9	1030	12/31/2020	11/15/2021	3
IFRESH INC (IFMK)	NasdaqCM	31	94	12/31/2020	2/22/2021	3
SEQUENTIAL BRANDS GROUP, INC.(SQBGQ)	OTC	2	90	12/31/2020	4/15/2021	3
CPI Aerostructures, Inc. (CVU)	NYSE American	36	88	3/31/2021	12/27/2021	2
PFSWEB INC(PFSW)	NasdaqCM	284	286	3/31/2021	5/7/2021	2
VIEW, INC.(VIEW)	NasdaqGM	1389	35	3/31/2021	5/17/2021	2
CRONOS GROUP INC. (CRON)	NasdaqGM	1980	57	6/30/2021	8/6/2021	1
UNICO AMERICAN CORP (UNAM)	NasdaqGM	17	32	6/30/2021	8/17/2021	1
REDWIRE CORP (RDW)	NYSE	606	103	6/30/2021	8/13/2021	1
EARGO, INC. (EAR)	NasdaqGS	246	79	6/30/2021	8/12/2021	1
EACO CORP (EACO)	OTC	117	229	5/31/2021	7/15/2021	1
KAIVAL BRANDS INNOVATIONS GROUP, INC. (KAVL)	NasdaqCM	20	68	7/31/2021	9/14/2021	1

Non-Reliance on Previously Issued Financial Statements

Company Name	Market cap. (\$, mm)	Revenue (\$, mm)	Date	Notes	Link
BIOCEPT INC (BIOC)	45	66	1/31/2022	The Company discovered that it failed to accrue for certain expenses incurred during the third quarter of 2021 in an amount estimated to be approximately \$1.0 to \$1.2 million.	Link

Audit: Non-Timely (NT) filers who have filed their respective filings in January 2022

Company name	No. of filed 10-K/10-Q forms	Market cap. (\$, mm)	Revenue (\$, mm)	NT filed date	Pending quarter	Rectified date
CEMTREX INC (CETX)	1	20	39	12/30/2021	9/30/2021	1/21/2022
QUAD M SOLUTIONS, INC. (MMMM)	1	26	36	12/29/2021	9/30/2021	1/14/2022

Significant audit firm changes

Company Name	Date	Market cap. (\$, mm)	Revenue (\$, mm)	Trigger	Notes	Link
TUESDAY MORNING CORP/DE (TUEM)	1/3/2022	197	706	Material weaknesses and going concern	The material weakness was related to an ineffective assessment of impairment of long-lived assets.	Link
SELECTIS HEALTH, INC. (GBCS)	1/28/2022	20	25	Material weaknesses and going concern	The material weakness was noted in 2020 and going concern was noted in 2019, which was removed in 2020.	Link
Zedge, Inc. (ZDGE)	1/31/2022	96	22	Material weaknesses	MHM identified a material weakness in internal controls in connection with management's review controls related to the valuation allowance against deferred tax assets disclosed	Link

List of all audit firm changes in January 2022

Date	Company Name	Market cap. (\$, mm)	Revenue (\$, mm)	Outgoing audit firm	Newly appointed audit firm	Link
1/3/2022	TUESDAY MORNING CORP/DE (TUEM)	197	706	Ernst & Young, LLP	Grant Thornton LLP	Link

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1/10/2022	Dave Inc./DE (DAVE)	157	147	With-umSmith+Brown, PC	Moss Adams LLP	Link
1/24/2022	Ramaco Resources, Inc. (METC)	508	247	Briggs & Veselka Co.	Crowe LLP	Link
1/27/2022	Ever-Glory International Group, Inc. (EVK)	37	305	BF Borgers CPA PC	Paris, Kreit & Chiu CPA LLP	Link
1/28/2022	SELECTIS HEALTH, INC. (GBCS)	20	25	MaloneBailey, LLP	MaloneBailey, LLP	Link
1/31/2022	Zedge, Inc. (ZDGE)	96	22	Mayer Hoffman McCann P.C.	Friedman LLP	Link

Multiple activists

Company Name	Market cap. (\$, mm)	Revenue (\$, mm)	Sum of activist ownership	Activist
TEXAS PACIFIC LAND TRUST (TPL)	11,396	290	23	SCHWARTZ INVESTMENT COUNSEL INC - 0.95% SOFTVEST, LP - 1.7% HORIZON KINETICS LLC / HORIZON KINETICS ASSET MANAGEMENT LLC - 20.08% SANTA MONICA PARTNERS LP - 0.23%
MERRIMACK PHARMACEUTICALS (MACK)	69	0	35	JFL Capital Management, LLC - 5.2% 22NW Fund - 9.3% Newtyn Management, LLC - 11.3% Western Standard LLC - 8.9%
Wheeler Real Estate Investment Trust Inc (WHLR)	34	60	57	STILWELL JOSEPH - 37.8% Khoshaba Daniel - 11.4% Steamboat Capital Partners, LLC - 7.4%
BUILD A BEAR WORKSHOP INC (BBW)	238	300	18	CANNELL CAPITAL LLC - 9.65% PHILOTIMO FUND, LP / Kanen Wealth Management - 6.32% Solas Capital Management, LLC - 2.06%
SCOTT'S LIQUID GOLD - INC. (SLGD)	31	32	26	SUMMERS VALUE FUND LP - 6% ISZO CAPITAL LP - 7.5% Maran Partners Fund - 12.8%
PG&E CORP (PCG)	18,650	19,560	2	KNIGHTHEAD CAPITAL MANAGEMENT, LLC - 0.49% ABRAMS CAPITAL MANAGEMENT, L.P. - 1.14% REDWOOD CAPITAL MANAGEMENT, LLC - 0.68%
TIVITY HEALTH, INC. (TVTY)	1,133	424	29	Altaris Capital - 8.96% Hudson Executive Capital LP - 9.74% HG Vora Capital Management - 9.75%
GCP Applied Technologies (GCP)	1,750	909	21	Starboard Value - 8.91% 40 North Management LLC - 6.97% GAMCO INVESTORS - 5.2%
XEROX CORP (XRX)	4,191	7,200	24	DEASON DARWIN - 7.96% ICAHN CARL C - 16.22%
HARTE HANKS INC (HRTH)	42	180	20	FONDREN MANAGEMENT LP / BLR Partners - 9.84% HARTE HOUSTON H - 9.85%
HILL INTERNATIONAL, INC. (HIL)	126	292	16	ANCORA ADVISORS LLC - 6.61% ENGINE CAPITAL LP - 9.81%

MUSCLEPHARM CORP (MSLP)	46	61	17	AMEROP HOLDINGS INC - 10.9% WYNNEFIELD PARTNERS SMALL CAP VALUE LP I - 6.14%
WYNN RESORTS LTD (WYNN)	11,413	2,780	8	NEW YORK STATE COMMON RETIREMENT FUND - 0.1% WYNN ELAINE P - 8.25%
MARCHEX INC (MCHX)	116	52	40	HARBERT DISCOVERY FUND LP - 3.69% EDENBROOK CAPITAL LLC - 36.3%
DESTINATION MATERNITY CORP (DESTQ)	0.2	363	18	MILLER NATHAN G - 6.6% ORCHESTRA-PREMAMAN SA - 11.3%
TSR INC (TSRI)	17	63	49	QAR INDUSTRIES INC - 26.38% ZEFF CAPITAL LP - 22.3%
HUSBAY MINERALS INC. (HBM)	1,770	1,160	31	WATERTON MINING PARALLEL FUND OFF-SHORE MASTER, LP - 16.7% GMT CAPITAL CORP - 14.49%
J. ALEXANDER'S HOLDINGS, INC. (JAX)	208	184	14	ANCORA ADVISORS, LLC - 7.54% Hill Path Capital LP - 6.18%
ONE GROUP HOSPITALITY, INC. (STKS)	278	152	16	MAGUIRE ASSET MANAGEMENT, LLC - 0% Kanen Wealth Management/ Philotimo Fund - 15.7%
NUVEEN OHIO QUALITY MUNICIPAL INCOME FUND (NUO)	306	16	5	ANCORA ADVISORS, LLC - 0.015% Saba Capital Management, L.P. - 5.29%
INNOVATIVE FOOD HOLDINGS INC (IVFH)	11	51	27	SMITH DENVER JOHNSON - 7.7% JCP INVESTMENT MANAGEMENT, LLC - 12.6%, Bandera Partners LLC - 6.9%
IMMERSION CORP (IMMR)	229	31	9	RAGING CAPITAL MANAGEMENT, LLC - 7.19% VIEK CAPITAL ADVISORS, LLC - 1.61%
VERSO CORP (VRS)	582	1,170	15	Lapetus Capital II LLC - 8.2% SCW Capital Management - 6.84%
EASTSIDE DISTILLING, INC. (EAST)	49	14	9	Quad Capital Management Advisors - 4.75% WICKERSHAM GROVER T. - 4.3%
LANDEC CORP \CA\ (LNDC)	312	544	21	Wynnefield Capital - 10.87% Legion Partners Asset Management - 9.98%
HC2 HOLDINGS, INC. (HCHC)	306	991	34	Avram Glazer - 27.2% Percy Rockdale LLC - 6.3%
SUPERIOR INDUSTRIES INTERNATIONAL INC (SUP)	214	1,360	5	Gamco Investors - 0.41% D.C. Capital Advisors - 4.62%
SYNALLOY CORP (SYNL)	93	251	25	PRIVET FUND LP - 17.3% UPG ENTERPRISES LLC - 7.86%
FLOTEK INDUSTRIES INC/CN/ (FTK)	124	45	16	North Sound Trading - 9.6% NIERENBERG INVESTMENT MANAGEMENT COMPANY, INC. - 6.44%
TRANSACT TECHNOLOGIES INC (TACT)	151	33	12	Grand Slam Asset Management - 6.06% Harbert Discovery Fund - 5.53%
GAMESTOP CORP. (GME)	11,413	5,350	19	Hestia Capital Partners - 6.58% RC Ventures LLC - 12.53%

TURQUOISE HILL RESOURCES LTD. (TRQ)	3,112	1,510	12	SailingStone Capital Partners - 2.49% Pentwater Capital Management LP - 9.3%
TESSCO TECHNOLOGIES INC (TESS)	49	382	33	Robert B. Barnhill, Jr. - 18.23% Lakeview Investment Group - 14.9%
ENZO BIOCHEM INC (ENZ)	151	112	32	ROUMELL ASSET MANAGEMENT, LLC - 6.01% HARBERT DISCOVERY FUND, LP - 10.7%. Bradley L Radoff - 8.9%, James G. Wolf - 5.4%
BIG LOTS (BIG)	1,908	6,390	9	Macellum Advisors - 8.43% Ancora Advisors - 0.57%
Exxon Mobil Corporation (XOM)	242,159	217,910	0.2	NY State Pension Fund - 0.18% ENGINE NO. 1 LP - 0.021%
TUFIN SOFTWARE TECHNOLOGIES LTD. (TUFN)	374	101	17	CATALYST PRIVATE EQUITY PARTNERS (ISRAEL) II LP - 4.82% MARKER II LP - 11.96%
CIM COMMERCIAL TRUST CORP (CMCT)	184	71	6	Lionbridge Capital - 3.14% ENGINE CAPITAL, L.P. - 2.4%
MONMOUTH REAL ESTATE INVESTMENT CORP (MNR)	1,890	179	5	Blackwells Capital - 4.17% Land & Buildings Investment Management, LLC - 0.7%
AMPCO PITTSBURGH CORP (AP)	114	324	23	Gamco Investors - 10.59% 2006 Irrevocable Trust of Laura W. Van Loan for the Benefit of Mary M. Crawford - 6.47%, Ancora Advisors - 5.6%
Cedar Realty Trust, Inc. (CDR)	236	130	17	Camac Fund, LP - 9.3% Ewing Morris & Co. Investment Partners Ltd. - 8.1%
KVH Industries, Inc. (KVHI)	205	171	6	Vintage Capital - 2.07% VIEX CAPITAL ADVISORS - 4.3%
EHEALTH, INC. (EHTH)	1,283	618	14	HUDSON EXECUTIVE CAPITAL LP - 5.74% STARBOARD VALUE LP - 8.5%
TORTOISE ENERGY INDEPENDENCE FUND (NDP)	37	0	19	ARISTIDES CAPITAL LLC - 5.98% Bulldog Investors, LLP - 12.7%
NOCOPI TECHNOLOGIES INC/MD/(NNUP)	14	3	19	SRK Fund I, LP. - 8.37% Eriksen Capital Management LLC - 10.1%
NN INC (NNBR)	303	438	19	LEGION PARTNERS ASSET MANAGEMENT - 9.19% Corre Partners Management, LLC - 10.13%
SWK HOLDINGS CORP (SWKH)	221	38	79	CARLSON CAPITAL L P - 71.1% CANNELL CAPITAL LLC - 7.56%
YATRA ONLINE, INC. (YTRA)	123	1,270	12	Maguire Asset Management, LLC - 7.94% Cata-mount Strategic Advisors, LLC - 3.75%
Rocky Mountain Chocolate Factory, Inc. (RMCF)	50	28	33	AB Value Management LLC - 15.5% Global Value Investment Corp. - 8.1%, Bradley L. Radoff - 9.3%
MDC PARTNERS INC (MDCA)	426	1,180	32	Indaba Capital Management, L.P. - 11.9%, Stagwell Agency Holdings LLC - 19.9%
CAPITAL SENIOR LIVING CORP (CSU)	80	247	40	ARBITER PARTNERS CAPITAL MANAGEMENT - 13.8%, PANGAEA VENTURES - 9%, Sam Levinson - 17.1%

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1847 GOEDEKER INC. (GOED)	331	107	15	CANNELL CAPITAL - 9.1%, Philotimo Fund, LP - 5.5%
OPTEX SYSTEMS HOLDINGS INC (OPXS)	17	20	14	HENRY PARTNERS L P - 4.3%, Sudbury Capital Fund, LP - 9.9%
Evolving Systems Inc (EVOL)	33	27	29	Karen Singer - 20.8%, Piton Capital Partners LLC - 8.1%
GRIFFON CORP (GFF)	1,530	2,270	8	GAMCO INVESTORS - 6.6%, VOSS CAPITAL - 1.6%
Lee Enterprises (LEE)	176	794	22	CANNELL CAPITAL - 8.8%, PRAETORIAN CAPITAL MANAGEMENT - 7.3%, MNG ENTERPRISES - 6.3%
Brightcove Inc (BCOV)	401	212	20	EDENBROOK CAPITAL - 11.2%, TENZING GLOBAL MANAGEMENT - 8.57%
Schmitt Industries (SMIT)	21	10	24	SENTENTIA CAPITAL MANAGEMENT - 13.7%, ACTIVIST INVESTING - 9.9%
Trecora Resources (TREC)	202	256	16	Bradley L. Radoff - 5%, Pangaea Ventures, L.P. - 11%
NAM TAI PROPERTY INC.(NTP)	375	152	36	Peter R. Kellogg - 18.8%, IsZo Capital - 16.7%
HARLEY-DAVIDSON, INC. (HOG)	5,660	5,050	10	H Partners Management - 8%, IMPALA ASSET MANAGEMENT - 2%
VALARIS PLC (VAL)	2,997	1,220	6	Famatown Finance - 6.2%, Luminus Management - 0.02%
REPUBLIC FIRST BANCORP INC (FRBK)	306	156	10	Driver Management Company - 1.7%, George E. Norcross, III - 7.8%

13D Filings

Date	Company Name	Market cap. (\$, mm)	Revenue (\$, mm)	Filer Name
1/10/2022	ALKERMES PLC. (ALKS)	3752	1130	SARISSA CAPITAL MANAGEMENT LP
1/24/2022	AMARIN CORP PLC\UK (AMRN)	1401	606	SARISSA CAPITAL MANAGEMENT LP
1/7/2022	AMPCO PITTSBURGH CORP (AP)	116	347	ANCORA ADVISORS, LLC
1/5/2022	CATALYST BIOSCIENCES, INC. (CBIO)	16	7	SINGER JULIAN D.
1/19/2022	CEDAR REALTY TRUST, INC. (CDR)	297	130	CAMAC FUND, LP
1/19/2022	CEDAR REALTY TRUST, INC. (CDR)	297	130	EWING MORRIS & CO. INVESTMENT PARTNERS LTD.
1/26/2022	CANADIAN NATIONAL RAILWAY CO (CNI)	85301	14480	TCI FUND MANAGEMENT LTD
1/10/2022	CODORUS VALLEY BANCORP INC (CVLY)	209	75	DRIVER MANAGEMENT CO LLC
1/21/2022	CODORUS VALLEY BANCORP INC (CVLY)	209	75	DRIVER MANAGEMENT CO LLC

1/7/2022	DANA INC (DAN)	3012	8780	ICAHN CARL C
1/7/2022	EHEALTH, INC. (EHTH)	417	588	STARBOARD VALUE LP
1/14/2022	ELECTRO SENSORS INC (ELSE)	18	8	ACTIVIST INVESTING LLC
1/4/2022	ENZO BIOCHEM INC (ENZ)	163	116	RADOFF BRADLEY LOUIS
1/31/2022	REPUBLIC FIRST BANCORP INC (FRBK)	306	156	NORCROSS GEORGE E III
1/10/2022	GRIFFON CORP (GFF)	1273	2320	VOSS CAPITAL, LLC
1/18/2022	GREEN PLAINS INC. (GPRE)	1605	2830	ANCORA ALTERNATIVES LLC
1/20/2022	GSI TECHNOLOGY INC (GSIT)	106	32	ROUMELL ASSET MANAGEMENT, LLC
1/12/2022	HUNTSMAN CORP (HUN)	8030	7810	STARBOARD VALUE LP
1/6/2022	JANUS HENDERSON GROUP PLC (JHG)	5737	2770	TRIAN FUND MANAGEMENT, L.P.
1/4/2022	LAWSON PRODUCTS INC/NEW/DE/ (LAWS)	398	414	KING LUTHER CAPITAL MANAGEMENT CORP
1/26/2022	LEE ENTERPRISES, INC (LEE)	208	785	CANNELL CAPITAL LLC
1/31/2022	LEE ENTERPRISES, INC (LEE)	208	785	MNG ENTERPRISES, INC.
1/3/2022	MEDALLION FINANCIAL CORP (MFIN)	189	175	ORR KEN
1/3/2022	ODP CORP (ODP)	2217	9350	HG VORA CAPITAL MANAGEMENT, LLC
1/10/2022	QUOTIENT TECHNOLOGY INC. (QUOT)	567	521	ENGAGED CAPITAL LLC
1/10/2022	SWK HOLDINGS CORP (SWKH)	237	52	CARLSON CAPITAL L P
1/28/2022	TREEHOUSE FOODS, INC. (THS)	1968	4340	JANA PARTNERS LLC
1/4/2022	TURKCELL ILETISIM HIZMETLERI A S (TKC)	3056	0	LETTERONE INVESTMENT HOLDINGS S.A.R.L.
1/24/2022	TURQUOISE HILL RESOURCES LTD. (TRQ)	4133	1870	PENTWATER CAPITAL MANAGEMENT LP
1/4/2022	VERRA MOBILITY CORP (VRRM)	2602	481	INCLUSIVE CAPITAL PARTNERS, L.P.
1/5/2022	WESTWOOD HOLDINGS GROUP INC (WHG)	143	73	JCP INVESTMENT MANAGEMENT, LLC
1/24/2022	YATRA ONLINE, INC. (YTRA)	106	1570	MAGUIRE ASSET MANAGEMENT, LLC

13G Filings (First-time filer)

Date	Company name	M.Cap	Revenue	Fund name
1/26/2022	Aaron's Company, Inc. (AAN)	652	1830	Copeland Capital Management, LLC
1/31/2022	ACI WORLDWIDE, INC. (ACIW)	4041	1290	FRANKLIN MUTUAL ADVISERS LLC

1/14/2022	AgroFresh Solutions, Inc. (AGFS)	108	162	TSP Capital Management Group, LLC
1/4/2022	Agrify Corp (AGFY)	207	39	AdvisorShares Trust
1/18/2022	AMERICAN SUPERCONDUCTOR CORP /DE/ (AMSC)	260	98	BAILLIE GIFFORD & CO
1/19/2022	Blue Apron Holdings, Inc. (APRN)	233	479	Wolf Hill Capital Management, LP
1/31/2022	ARCH RESOURCES, INC. (ARCH)	1450	1730	BANK OF AMERICA CORP /DE/
1/29/2022	A10 Networks, Inc. (ATEN)	1105	242	FIRST TRUST PORTFOLIOS LP
1/10/2022	Adtalem Global Education Inc. (ATGE)	1468	1190	ARIEL INVESTMENTS, LLC
1/31/2022	ASTRONICS CORP (ATRO)	378	444	ROYCE & ASSOCIATES LP
1/7/2022	Braemar Hotels & Resorts Inc. (BHR)	343	349	ZAZOVE ASSOCIATES LLC
1/21/2022	BigCommerce Holdings, Inc. (BIGC)	1976	198	Darsana Capital Partners LP
1/6/2022	Allbirds, Inc. (BIRD)	2237	260	Jackson Square Partners, LLC
1/10/2022	bluebird bio, Inc. (BLUE)	625	54	STATE STREET CORP
1/26/2022	bluebird bio, Inc. (BLUE)	512	54	FIRST TRUST PORTFOLIOS LP
1/10/2022	BELLRING BRANDS, INC. (BRBR)	968	1250	Point72 Asset Management, L.P.
1/12/2022	BALLANTYNE STRONG, INC. (BTN)	55	23	Sanda Par Olof
1/19/2022	CENTRAL GARDEN & PET CO (CENT)	2383	3300	Allspring Global Investments Holdings, LLC
1/12/2022	Certara, Inc. (CERT)	4410	275	BAILLIE GIFFORD & CO
1/31/2022	CORE MOLDING TECHNOLOGIES INC (CMT)	65	295	Wax Asset Management, LLC
1/31/2022	CorePoint Lodging Inc. (CPLG)	929	463	GLAZER CAPITAL, LLC
1/21/2022	Casper Sleep Inc. (CSPR)	262	586	GLAZER CAPITAL, LLC
1/31/2022	Chicken Soup for the Soul Entertainment, Inc. (CSSE)	167	95	BANK OF AMERICA CORP /DE/
1/19/2022	CSW INDUSTRIALS, INC. (CSWI)	1871	540	Allspring Global Investments Holdings, LLC
1/10/2022	Citi Trends Inc (CTRN)	553	1000	ADAGE CAPITAL PARTNERS GP, L.L.C.
1/10/2022	Deciphera Pharmaceuticals, Inc. (DCPH)	502	91	STATE STREET CORP
1/31/2022	Deciphera Pharmaceuticals, Inc. (DCPH)	493	91	BANK OF AMERICA CORP /DE/
1/19/2022	Dine Brands Global, Inc. (DIN)	1209	863	Allspring Global Investments Holdings, LLC
1/25/2022	Viant Technology Inc. (DSP)	100	198	KORNITZER CAPITAL MANAGEMENT INC /KS
1/20/2022	Eventbrite, Inc. (EB)	1406	154	Broad Bay Capital Management, LP
1/26/2022	Eventbrite, Inc. (EB)	1226	154	Portsea Asset Management LLP
1/19/2022	ENNIS, INC. (EBF)	499	390	Allspring Global Investments Holdings, LLC
1/29/2022	FIBROGEN INC (FGEN)	1344	284	FIRST TRUST PORTFOLIOS LP

1/31/2022	Fortress Transportation & Infrastructure Investors LLC (FTAI)	2647	386	BANK OF AMERICA CORP /DE/
1/10/2022	FTS International, Inc. (FTSI)	369	336	GLAZER CAPITAL, LLC
1/31/2022	CEDAR FAIR L P (FUN)	2827	1020	BANK OF AMERICA CORP /DE/
1/24/2022	Goodness Growth Holdings, Inc. (GDNSF)	211	53	Cowen Financial Products LLC
1/10/2022	GLAUKOS Corp (GKOS)	2372	294	WELLINGTON MANAGEMENT GROUP LLP
1/26/2022	GreenSky, Inc. (GSKY)	931	519	Community Foundation Charitable Real Estate Fund
1/21/2022	G1 Therapeutics, Inc. (GTHX)	371	42	JPMORGAN CHASE & CO
1/3/2022	HCI Group, Inc. (HCI)	815	366	Park West Asset Management LLC
1/31/2022	Hess Midstream LP (HESM)	988	1200	FIRST TRUST PORTFOLIOS LP
1/24/2022	HERON THERAPEUTICS, INC. /DE/ (HRTX)	869	86	JPMORGAN CHASE & CO
1/31/2022	HyreCar Inc. (HYRE)	73	33	GOLDMAN SACHS GROUP INC
1/21/2022	INGLES MARKETS INC (IMKTA)	1444	4990	ROYCE & ASSOCIATES LP
1/24/2022	iRhythm Technologies, Inc. (IRTC)	3515	320	JPMORGAN CHASE & CO
1/21/2022	J.Jill, Inc. (JILL)	152	566	ROYCE & ASSOCIATES LP
1/19/2022	J&J SNACK FOODS CORP (JJSF)	2897	1140	Allspring Global Investments Holdings, LLC
1/31/2022	Nuveen Floating Rate Income Opportunity Fund (JRO)	413	31	BANK OF AMERICA CORP /DE/
1/14/2022	Jerash Holdings (JRSH)	81	120	Chiu Ka Lun
1/21/2022	Lazydays Holdings, Inc. (LAZY)	212	1110	ROYCE & ASSOCIATES LP
1/26/2022	LEMAITRE VASCULAR INC (LMAT)	884	153	Copeland Capital Management, LLC
1/7/2022	Landsea Homes Corp (LSEA)	359	910	ZAZOVE ASSOCIATES LLC
1/29/2022	MARCUS CORP (MCS)	511	311	BNP PARIBAS ARBITRAGE, SA
1/24/2022	Metromile, Inc. (MILE)	189	86	Man Group plc
1/31/2022	AG Mortgage Investment Trust, Inc. (MITT)	241	114	Hill Country Asset Management, LP.
1/19/2022	MUELLER INDUSTRIES INC (MLI)	3241	3490	Allspring Global Investments Holdings, LLC
1/21/2022	Manitex International, Inc. (MNTX)	126	203	ROYCE & ASSOCIATES LP
1/24/2022	MRC GLOBAL INC. (MRC)	631	2560	PZENA INVESTMENT MANAGEMENT LLC
1/10/2022	MERCURY SYSTEMS INC (MRCY)	3245	943	Conestoga Capital Advisors, LLC
1/31/2022	MERCURY SYSTEMS INC (MRCY)	3224	943	BANK OF AMERICA CORP /DE/
1/19/2022	NATUS MEDICAL INC (NTUS)	818	464	Allspring Global Investments Holdings, LLC
1/20/2022	NETSOL TECHNOLOGIES INC (NTWK)	44	56	Topline Capital Management, LLC
1/31/2022	NETSOL TECHNOLOGIES INC (NTWK)	44	56	Felte Todd M

1/10/2022	Omega Flex, Inc. (OFLX)	1371	126	Conestoga Capital Advisors, LLC
1/19/2022	Olo Inc. (OLO)	2389	140	Allspring Global Investments Holdings, LLC
1/29/2022	PLAINS GP HOLDINGS LP (PAGP)	2239	35050	FIRST TRUST PORTFOLIOS LP
1/21/2022	PHIBRO ANIMAL HEALTH CORP (PAHC)	808	853	PZENA INVESTMENT MANAGEMENT LLC
1/20/2022	Paysign, Inc. (PAYS)	96	28	Topline Capital Management, LLC
1/27/2022	Pacira BioSciences, Inc. (PCRX)	2737	513	BAILLIE GIFFORD & CO
1/10/2022	P3 Health Partners Inc. (PIII)	236	584	FMR LLC
1/27/2022	PIERIS PHARMACEUTICALS, INC. (PIRS)	235	25	Soleus Capital Master Fund, L.P.
1/19/2022	DOUGLAS DYNAMICS, INC (PLOW)	829	547	Allspring Global Investments Holdings, LLC
1/6/2022	Porch Group, Inc. (PRCH)	1298	160	Park West Asset Management LLC
1/12/2022	Purple Innovation, Inc. (PRPL)	769	714	SCHWARTZ INVESTMENT COUNSEL INC
1/20/2022	Quipt Home Medical Corp. (QIPT)	190	99	CLARET ASSET MANAGEMENT Corp
1/11/2022	CIT GROUP INC (QIT1.F)	4665	2770	ICS OPPORTUNITIES, LTD.
1/29/2022	RumbleOn, Inc. (RMBL)	495	565	Hood River Capital Management LLC
1/26/2022	RAPID MICRO BIOSYSTEMS, INC. (RPID)	277	23	JPMORGAN CHASE & CO
1/31/2022	Rackspace Technology, Inc. (RXT)	2628	2950	FIRST TRUST PORTFOLIOS LP
1/31/2022	SciPlay Corp (SCPL)	307	599	BANK OF AMERICA CORP /DE/
1/29/2022	SHYFT GROUP, INC. (SHYF)	1449	886	abrdn plc
1/24/2022	Silk Road Medical Inc (SILK)	1092	94	Flynn James E
1/19/2022	SAN JUAN BASIN ROYALTY TRUST (SJT)	326	25	K2 PRINCIPAL FUND, L.P.
1/25/2022	SHARPS COMPLIANCE CORP (SMED)	126	77	ROYCE & ASSOCIATES LP
1/29/2022	Sonder Holdings, Inc. (SOND)	1933	175	Spark Capital IV, L.P.
1/14/2022	SPORTSMAN'S WAREHOUSE HOLDINGS, INC. (SPWH)	432	1530	MILLENNIUM MANAGEMENT LLC
1/19/2022	STEWART INFORMATION SERVICES CORP (STC)	1943	3080	Allspring Global Investments Holdings, LLC
1/31/2022	SERVOTRONICS INC /DE/ (SVT)	33	41	Wax Asset Management, LLC
1/31/2022	TravelCenters of America Inc. /MD/ (TA)	665	6590	GOLDMAN SACHS GROUP INC
1/25/2022	Trean Insurance Group, Inc. (TIG)	401	193	ROYCE & ASSOCIATES LP
1/24/2022	TPG Inc. (TPG)	2175	5450	GIC Private Ltd
1/26/2022	TPG Inc. (TPG)	2244	5450	Temasek Holdings
1/31/2022	TPI COMPOSITES, INC (TPIC)	447	1810	BNP Paribas Asset Management UK Ltd

1/19/2022	TRIMAS CORP (TRS)	1500	836	Allspring Global Investments Holdings, LLC
1/10/2022	Zseventy bio, Inc. (TSVT)	516	48	STATE STREET CORP
1/19/2022	TUPPERWARE BRANDS CORP (TUP)	725	1840	Allspring Global Investments Holdings, LLC
1/29/2022	Upland Software, Inc. (UPLD)	571	305	Hood River Capital Management LLC
1/18/2022	Vislink Technologies, Inc. (VISL)	47	30	Hantash Debbie
1/21/2022	MERIDIAN BIOSCIENCE INC (VIVO)	925	318	ROYCE & ASSOCIATES LP
1/26/2022	Vimeo, Inc. (VMEQ)	2112	369	BAILLIE GIFFORD & CO
1/19/2022	VIAD CORP (VVI)	801	352	Allspring Global Investments Holdings, LLC
1/19/2022	WESTWOOD HOLDINGS GROUP INC (WHG)	154	71	Allspring Global Investments Holdings, LLC
1/31/2022	Intersect ENT, Inc. (XENT)	917	104	GOLDMAN SACHS GROUP INC
1/5/2022	Xeris Biopharma Holdings, Inc. (XERS)	314	35	CAXTON CORP
1/14/2022	Xeris Biopharma Holdings, Inc. (XERS)	282	35	Stonepine Capital Management, LLC
1/25/2022	Zovio Inc (ZVO)	41	301	ROYCE & ASSOCIATES LP
1/24/2022	TrueCar, Inc. (TRUE)	319	250	GOLDMAN SACHS GROUP INC

CEO & CFO changes

Company Name	Market cap. (\$, mm)	Revenue (\$, mm)	CEO (8-k date)	CFO (8-k Date)	Number of months between the appointment of CEO and CFO
ESPEY MFG & ELECTRONICS CORP (ESP)	36	28	1/4/2022	1/4/2022	0
Fulcrum Therapeutics, Inc. (FULC)	697	18	3/4/2021	1/4/2022	10.2
Elys Game Technology, Corp. (ELYS)	62	46	7/19/2021	1/5/2022	5.7
Seritage Growth Properties (SRG)	567	105	2/9/2021	1/7/2022	11.1
Consensus Cloud Solutions, Inc. (CCSI)	1130	700	10/8/2021	1/7/2022	3
MedAvail Holdings, Inc. (MDVL)	41	18	1/11/2022	9/20/2021	3.8
Dave Inc./DE (DAVE)	157	147	1/11/2022	1/11/2022	0
Bark, Inc. (BARK)	787	455	1/11/2022	11/10/2021	2.1
EZCORP INC (EZPW)	347	730	1/13/2022	5/4/2021	8.5
PS BUSINESS PARKS, INC./MD (PSB)	4727	433	1/18/2022	10/7/2021	3.4
CIRCOR INTERNATIONAL INC (CIR)	480	770	1/19/2022	12/15/2021	1.2

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AUDIOEYE INC (AEYE)	67	24	1/20/2022	6/23/2021	7
ALERUS FINANCIAL CORP (ALRS)	490	238	9/20/2021	1/28/2022	4.3
ContextLogic Inc. (WISH)	1704	2590	1/31/2022	10/25/2021	3.3
MultiPlan Corp (MPLN)	2572	1070	1/31/2022	11/16/2021	2.5

CEO changes

Date	Company Name	Internal/ External appointment	CEO Name	Market cap. (\$, mm)	Revenue (\$, mm)	Link
01/03/2022	InnovAge Holding Corp. (INNV)	Internal	Patrick Blair	679	658	Link
01/05/2022	ESPEY MFG & ELECTRONICS CORP (ESP)	Internal	David A. O'Neil	36	28	Link
01/06/2022	PowerFleet, Inc. (PWFL)	External	Steve Towe	173	121	Link
01/06/2022	Zymeworks Inc. (ZYME)	External	Kenneth Galbraith	703	22	Link
01/07/2022	PROVIDENT FINANCIAL SERVICES INC (PFS)	Internal	Anthony Labozzetta	1985	475	Link
01/11/2022	AMEDISYS INC (AMED)	Internal	Christopher T. Gerard	4969	2210	Link
01/12/2022	MedAvail Holdings, Inc. (MDVL)	External	Mark Doerr	41	18	Link
01/12/2022	Dave Inc./DE (DAVE)	Internal	Jason Wilk	157	147	Link
01/12/2022	RE/MAX Holdings, Inc. (RMAX)	Internal	Stephen P. Joyce	587	313	Link
01/12/2022	Bark, Inc. (BARK)	Internal	Matt Meeker	787	455	Link
01/17/2022	JEWETT CAMERON TRADING CO LTD (JCTCF)	Internal	Chad Summers	30	60	Link
01/17/2022	LOGIQ, INC. (LGIQ)	Internal	Brent Suen	51	31	Link
01/17/2022	EZCORP INC (EZPW)	Internal	Lachlan P. Given	347	730	Link
01/17/2022	EZCORP INC (EZPW)	Internal	John Blair Powell	347	730	Link

01/17/2022	INNOVATIVE SOLUTIONS & SUPPORT INC (ISSC)	Internal	Shahram Askarpour	121	23	Link
01/17/2022	Douglas Elliman Inc. (DOUG)	Internal	Howard M. Lorber	827	1290	Link
01/19/2022	PS BUSINESS PARKS, INC./MD (PSB)	Internal	Stephen W. Wilson	4727	433	Link
01/20/2022	DIRTT ENVIRONMENTAL SOLUTIONS LTD (DRTT)	Internal	Todd Lillibridge	212	147	Link
01/20/2022	CIRCOR INTERNATIONAL INC (CIR)	Internal	Tony Najjar	480	770	Link
01/20/2022	CROSS COUNTRY HEALTHCARE INC (CCRN)	Internal	John A. Martins	756	1250	Link
01/21/2022	AUDIOEYE INC (AEYE)	Internal	David Moradi	67	24	Link
01/21/2022	INTEVAC INC (IVAC)	External	Nigel Hunton	134	73	Link
01/21/2022	PERDOCEO EDUCATION Corp (PRDO)	Internal	Andrew Hurst	797	704	Link
01/21/2022	Beauty Health Co (SKIN)	External	Andrew Stanleick	2123	220	Link
01/24/2022	XpresSpa Group, Inc. (XSPA)	Internal	Scott R. Milford	149	45	Link
01/25/2022	FLUIDIGM CORP (FLDM)	External	Michael Egholm	228	137	Link
01/28/2022	HarborOne Bancorp, Inc. (HONE)	Internal	Joseph F. Casey	758	247	Link
01/31/2022	TPG RE Finance Trust, Inc. (TRTX)	External	Doug Bouquard	965	147	Link
02/01/2022	Laird Superfood, Inc. (LSF)	External	Jason Vieth	72	35	Link
02/01/2022	Kraton Corp (KRA)	Internal	Holger Jung	1491	1860	Link
02/01/2022	Kraton Corp (KRA)	Internal	Marcello Boldrini	1491	1860	Link
02/01/2022	ContextLogic Inc. (WISH)	External	Vijay Talwar	1704	2590	Link
02/01/2022	MultiPlan Corp (MPLN)	Internal	Dale White	2572	1070	Link