SNOWBALL
RESEARCH
NOTES

Significant Changes & Events

Issue 6

First cust analysis
Focus: Under $2.5 billion market cap

01 Management change

Research new CEO appointment - compensation etc

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05 8-K filings

Extracting data from 8-K filings

06 Insider buying

Notable insider buys

Update: 8-K Screening & Insider Buying

Dear Members:

This is our sixth issue.

This month we significantly expanded the scope of our research to include the insider buying screen and 8-K screen.

Special note: 8-K screening

We predominantly use keywords to narrow down filings from the thousands of 8-K filings.

The objective of this screening methodology is to capture "significant events" and "significant changes" that are not captured in the remaining five screens that we run. One example is to search for keywords like "strategic alternative" in SEC filings.

I am very excited by this 8-K screening methodology - This screening technique can hardly be replicated by a software program.

Thank you.

Best,

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INSIDE

Benefitfocus: A small cap company attracted a top executive of ADP, a $83 billion payroll company

| New CEO research

Market Cap: $473mm; EV: $652mm;

Benefitfocus, Inc. is an industry-leading benefits technology platform that simplifies benefits administration for employers, health plans and brokers.

Major shareholders
BuildGroup Management: 16.5% | Indaba Capital: 9.5% | Brown Brothers Harriman: 9.5%

I. Track record of the new CEO

On May 4, 2021, the company appointed Matthew Levin as its new CEO.

(a) Top executive of ADP

- Automatic Data Processing (ADP) is an $83 billion payroll company.
- He was one of the top executives of ADP.
- From 2018 through April 2021, he served as ADP's chief strategy officer. During this tenure, he worked closely with the ADP's CEO and the company's board members.

(b) Top executive of Aon

- Aon plc is a $65 billion global professional services firm that provides a broad range of insurance and human capital solutions.
- Top executive: For five years, he served as EVP & global head of global strategy, where he worked under the CEO, and he was a part of Aon's global executive committee.

(c) PE experience

- From January 2017 to October 2018, he served as managing partner of Psilos group, a growth equity firm.
- He was responsible for sourcing and executing private investments in technology-enabled health care services businesses.

(d) ADP sues Matthew Levin

- Within a few days after his appointment as CEO of Benefitfocus, ADP sued him. The lawsuit alleges that Levin knew details about ADP's business plans, sales and potential products and would use that information to harm ADP.
- Following a hearing on May 25, 2021, the District Court denied ADP's application for a temporary restraining order and preliminary injunction. The litigation between ADP and Mr. Levin is ongoing.
- As of writing the report, Levin is serving as CEO of the company.

II. Significant management changes

Since September 2020, seven out of the top twelve executives are new.

- May 2021: CEO
- March 2021: General Counsel & Chief Legal Officer
- Dec 2020: Chief Technology Officer
- Nov 2020: Chief Data Officer
- Nov 2020: VP - Strategic Initiatives
- Sep 2020: Chief Human Resources Officer
- Sep 2020: EVP & Digital Transformation Executive

III. Activism and the resignation of the chairman

- In February 2021, Indaba Capital Management urged the board to undertake a full review of strategic alternatives, including a good-faith sales process. Subsequently, it nominated two director candidates for election to the board at the 2021 AGM. Most recently, the company rejected the settlement offer presented by Indaba Capital.
- Indaba Capital's couple of arguments are notable-
  - Lease agreement with the executive chairman and a former executive - Total payments paid since 2014 and owed through the leases' lives amount to approximately $186 million.
  - Recently, the company raised $80 million from Buildgroup. At the time of the capital raise, the company was sitting on a cash pile of $115 million and repurchased debt that carried 1.25% interest. The question is, why repurchase a low-cost debt and raise a high-cost debt? Lanham, a director of the company, controls Buildgroup and serves as the CEO of Buildgroup. Given the fact that the company is already burdened with debt amid operating losses, the capital raise makes no sense.
- Changes after Indaba Capital's involvement
  - In January 2021, the company decided to eliminate the position of executive chairman and announced that Mr. Holland would step down as executive chairman at the AGM (which got delayed).
  - The company agreed to submit a de-stagger proposal to the shareholders.
    - There were few changes to the board.

IV. Indaba Capital's valuation insight

Extracted from the latest letter sent by Indaba Capital:

Human capital management (Peer group): Relative valuation: On an enterprise value to revenue basis, the Company trades at a meager 2.1x consensus 2021 revenue. This represents a significant discount to the HCM Peers average of 13.1x and less than half of the lowest multiple in the group. The disparity is similar when compared to the Company's self-identified Peer Group, which trades at an average multiple of 9.0x (more than 4x Benefitfocus' multiple). The valuation gap is equally stark on an enterprise value to gross profit basis. Benefitfocus trades at 3.9x 2021 consensus gross profit versus the HCM Peer average of 19.9x. Again, the analogous average multiple for the Company's self-identified Peer Group is 14.0x.

Transaction multiple: Transaction multiples tell the same story as there has been significant strategic and financial sponsor interest for well-managed human capital management companies. In 2019, peer company Ultimate Software was bought by a private equity sponsor for 8x the next 12 months' revenue. In 2020, Cornerstone OnDemand acquired Saba Software, a talent software company, for 4.9x the next 12 months' revenue.13 These multiples and levels of interest are not just a recent phenomenon. In 2011, SAP acquired SuccessFactors for 8.7x the next 12 months' revenue.

Tuesday Morning Corporation (TUEM): New CEO is a former top executive of Burlington Stores; Relisting on Nasdaq

| New CEO analysis

Market Cap: $346 million | Tuesday Morning Corporation is an off-price retailer, selling high-quality products at prices generally below those found in boutique, specialty and department stores, catalogs and on-line retailers.

Major shareholder
Osmium Partners: 31.4%

I. CEO and CFO change

In May 2021, the company appointed a new CEO and an interim CFO.

II. Track record of new CEO

On May 6, 2021, the company appointed Fred Hand as CEO.

- A top executive of Burlington Stores (EV: $25 billion)
  - Mr. Hand joined Burlington Stores in 2008 and served in various executive positions, including COO of the company, since July 2020.
  - Burlington Stores is a $25 billion nationally recognized off-price retailer with FY2020 net sales of $7.15 billion.
- From March 2006 to February 2008, Mr. Hand served as SVP -director of stores of Macy's, Inc., a $12 billion retail store company.
- From 2001 to 2006, Mr. Hand served as SVP, stores, and visual merchandising of Filene's Department Stores.

III. Restructuring & bankruptcy

- In January 2021, the company emerged from bankruptcy. During the process, the company
  - Closed 199 stores.
  - Renegotiated favorable lease terms with pro-forma store landlords on 386 stores.
  - Simplified supply chain operations through the closure of the Phonix DC and consolidation of the Dallas DC.
  - Reduced corporate overhead.
- Consulting agreement with Paul Metcalf
  - In April 2019, the company entered into a consulting agreement with Paul Metcalf, owner of BEL Retail/Wholesale Advisors.
  - Prior to his role at Tuesday Morning, he was the EVP and chief merchandising officer at Burlington Stores, Inc. While there, Mr. Metcalf successfully led the transformation of the merchant organization and helped to take the company public in 2013. After leaving Burlington, he helped turn around Gabe's prior to its sale to Warburg Pincus.
  - In the October 2020 presentation, the company credited Paul Metcalf for rebuilding the merchandising organization.
- Notable shareholder
  - In February 2021, Osmium Partners, LLC, purchased 19.29 million shares for $1.1 per share and an additional 10 million warrants ($1.65 exercise price). Current stock price: $4.
  - In December 2020, the company entered into an agreement with Osmium Partners. Pursuant to the agreement, out of nine directors, three directors would be selected by Osmium Partners, and four directors would be mutually agreed by

the Osmium Partners, company, and the equity committee.

- Relisting on Nasdaq
  - On May 24, 2021, the company announced that the Nasdaq has approved its application for the relisting of the Company's common stock on the Nasdaq Capital Market.

Overall: Two former executives of Burlington Stores are working to improve the performance of Tuesday Morning Corporation.

Refreshed Merchandising Team and Strategy

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Tuesday Morning rebuilt and restructured its merchandising organization under the leadership of Paul Metcalf to successfully execute its off-price business model

- Over the last 18 months, the Company re-aligned its merchandising, planning and allocation team, hired new off-price merchant leaders and 11 new merchants with prior off-price experience allowing the Company to rapidly advance its off-price strategy
  - Merchant team primarily trained at leading public off-price retailers Ross, TJX and Burlington
- These efforts are led by Paul Metcalf, who has a strong reputation and is well-known in the retail and investment communities
  - Former Chief Merchandising Officer at Burlington and largely credited with its shift to off-price
  - After leaving Burlington, helped turn around Gabe's prior to its sale to Warburg Pincus
  - Began his off-price career as one of the three senior merchants at TJX
- After consulting for Tuesday Morning for an extended period of time, Mr. Metcalf was appointed as Acting Chief Merchant in December 2019 and rebuilt the merchandising organization
- Implemented changes and initiatives include:
  - Replacing leadership with veteran off-price talent, adding 10 merchandise buyers (all with prior experience at major off-price retailers) and retraining team in off-price fundamentals
  - Changing allocation standards to reflect off-price model, including instituting flow & hold and pack & hold
  - Increasing closeouts as a percentage of merchandise mix
  - Expanding its access to numerous nationally recognized brands by meaningfully growing its vendor base and brand penetration
- Two strong GMMs (prior experience at Burlington, Ollie's and TJX) are now leading the group
- Prior to COVID, the Company had already seen meaningful improvement as a result of its merchandising initiatives
- Post-COVID, the revamped merchandising effort has resulted in significant improvement in inventory turns, sell-through and AUR
  - All families of business are significantly beating last year's sell through
  - Total average weekly sell-through YoY grew to 10.2% vs 6.0% in July and 10.3% vs 6.3% in August
  - Receipt AUR is projected to increase from $8.67 in FY2019 to $9.90 or higher in FY2021
    - Sales AUR YoY grew to $8.97 vs $8.26 in July and $9.19 vs $7.97 in August

A small cap bank, Amalgamated Financial Corp, appoints a former top executive of $130 billion Commonwealth Bank of Australia

| New CEO analysis

Market Cap: $498 million | Amalgamated Financial Corp. is the bank holding company for Amalgamated Bank, a New York-based full-service commercial bank and a chartered trust company with a combined network of six branches in New York City, Washington D.C., San Francisco, and Boston.

Major shareholders

Adage Capital: 5.7% | Blackrock: 4.05% | Vanguard: 3.1%

Track record of the new CEO

On May 11, 2021, the company appointed Priscilla Sims Brown as CEO, effective June 1, 2021.

- A top executive of Commonwealth Bank of Australia ($130 billion)
  - Commonwealth Bank of Australia is an Australian multinational bank with businesses across the globe with a market capitalization of $130 billion.
  - Ms. Brown was one of the top 15 executives in the company. She served as group executive in marketing and corporate affairs at Commonwealth Bank of Australia since August 2019.
- Grew up the corporate ladder: Ms. Brown started her career as an intern and then a business reporter at KQED-TV in San Francisco. Since then, Ms. Brown has served in various executives positions, like chief marketing and brand officer at the Lincoln Financial Group, head of marketing at Sun Life Financial, chief marketing and development officer at AmeriHealth Caritas, senior executive vice president, and chief marketing officer for AXA US.
- Lincoln Financial Group: During her 18-year tenure at Lincoln Financial Group, Ms. Brown held numerous leadership positions where she integrated acquired companies, established new businesses and led the consumer brand. She established the firm's first investment management profit center, targeting midsized insurance companies. She also started and chaired Lincoln's first family of standalone mutual funds and served as president of the broker-dealer. Ms. Brown also led the investor relations function, before expanding her responsibilities to include corporate and strategic marketing.

B&G Foods appoints a food and beverage industry veteran as its new CEO who has overseen multiple M&As

| New CEO analysis

Market Cap: $1.9 billion | B&G Foods and its subsidiaries manufacture, sell and distribute high-quality, branded shelf-stable and frozen foods across the United States, Canada and Puerto Rico.

Major shareholders
Blackrock: 15.6% | Vanguard: 11.2% | State street: 4.3%

I. Track record of the new CEO

On May 11, 2021, the company appointed Kenneth C. "Casey" Keller as CEO, effective June 14, 2021.

- Led the merger and IPO of $7 billion JDE Peet
  - In July 2018, Mr. Keller joined Peet's Coffee, a US specialty coffee company, as CEO.
  - Merger: During his tenure, he merged the company with Jacobs Douwe Egberts (JDE) in 2020 to create JDE Peet's NV, a $7 billion global coffee and tea company.
  - IPO: After the merger, he served as CEO of JDE Peet's NV and successfully completed its IPO – the largest IPO in the European consumer space in the last fifteen years.
- Wrigley Americas: Mr. Keller joined Mars, a private, family-owned business with $35 billion in revenue in 2011, as president of Wrigley North America business and later assumed responsibility for Wrigley Americas. In 2016, Mr. Keller played an important part in the integration of Chocolate and Wrigley segments to create Mars Wrigley.
- Alberto Culver Company: Mr. Keller served as President of Alberto Culver Company's American business, and during his tenure, he increased the revenue from $863 million in 2008 to $943 million in 2010 through organic growth and acquisitions (Noxzema). In 2011, Alberto Culver Company was acquired by Unilever for $3.7 billion.
- Concern: In 2008, he resigned as EVP, chief marketing officer of Motorola during a management shakeup effected by the new CEO.

Overall-

- B&G Foods grew its revenue predominantly by acquisitions. In fact, in the last few years, the company executed a few big-ticket acquisitions: The J.M. Smucker Company ($540 million), Clabber Girl Corporation ($85 million), *McCann's* brand of premium Irish oatmeal ($31 million).
- Given the track record of Mr. Keller, he may continue to execute several M&As. We wouldn't be surprised if he merges the company with another food company or sells the company.

Karyopharm Therapeutics, a small-cap company, attracts a former executive of Amgen and Ispen

| New CEO research

Market Cap: $684 million | Karyopharm Therapeutics Inc. is a commercial-stage pharmaceutical company pioneering novel cancer therapies.

Major shareholders
BlackRock: 10.5% | Palo Alto Investors: 7.3% | State Street: 7.2%

I. Track record of the new CEO
In May 2021, the company appointed Richard Paulson as CEO.

- Lead $10 billion business at Amgen:
  - Amgen is a $140 billion therapeutics company.
  - Mr. Paulson worked at Amgen for ten years in various positions, including VP & general manager of oncology in the US Oncology Business Unit, from 2015 to 2018.
  - He claims that he was recruited internally as VP of oncology to lead a $10 billion business and to transform the US organization to transition from an established portfolio to a new, innovative, and bio-similar portfolio.
- CEO of North America segment of Ispen:
  - Mr. Paulson served as CEO of the North American segment of Ipsen Pharma (Market Cap.: EUR6.9 billion, Revenue: EUR 2.7 billion).
  - Mr. Paulson was one of the top executives in Ipsen.
  - During his tenure as CEO, North America's revenue increased from €615 million in 2018 to €857 million in 2020.

II. Short note about the company
- Following the July 2019 FDA approval of XPOVIO, the company began generating product revenue from the sale of XPOVIO in the US during the third quarter of 2019.
- XPOVIO is used to treat adult patients with multiple myeloma, a cancer that forms in a type of white blood cell called a plasma cell.

($, mm)	2018	2019	2020
Product revenue	0.0	30.5	76.2
License & other revenue	30.3	10.4	31.9
Total revenue	30.3	40.9	108.1
Loss from operations	(179.9)	(189.3)	(171.9)
Cash from operations	(159.1)	(190.8)	(160.2)
Capex	(2.4)	(0.2)	(0.1)
Cash burn	(161.5)	(191.0)	(160.4)

Select Interior Concepts (SIC): Recent big-ticket divestment; significant changes under the new CEO

Market Cap: $269 million | Select Interior Concepts is a premier installer and nation-wide distributor of interior building products with leading market positions in highly attractive markets.

Major shareholders
Solace Capital: 15.8% | B. Riley: 12.7% | Philotimo Fund: 5.7% | American Financial: 5.2% | Divisar Capital: 3.8%

What we like

a) Significant management and board shakeup and notable shareholders

- Chairman is a shareholder and a PE investor
  - Solace Capital owns 15.8% of the o/s shares of the company.
  - Background: Mr. Wyard has served as founder and managing partner of Solace Capital Partners, a private equity firm. Mr. Wyard has been involved in the investment of $11 billion of committed capital. Prior to co-founding Solace Capital, Mr. Wyard was with the Carlyle Group. He was involved with raising and investing $2 billion as a global partner, managing director, and co-head of Carlyle Strategic Partners.
  - In April 2020, the company appointed Brett Wyard as chairman of the board. He has been serving the board since December 2017.
- After the appointment of Mr. Wyard as chairman of the board, the company appointed three new executives; three out of the top six executives are newly appointed.
  - Chairman – April 2020
  - CEO – June 2020
  - President ASG – July 2020
  - President of RDS – March 2021
- Other notable shareholder:
  - B. Riley holds a 12% stake in the company
  - The fund has had a representative in the company since November 2019.

b) New CEO has a track of selling companies under his watch

In June 2020, the company appointed L. W. (Bill) Varner, Jr., as its new CEO.
- During his roughly 8-year tenure (2012-2018) as CEO of United Subcontractors, Inc., one of the largest insulation services providers, he sold the company for $475 million.
- During his roughly 8-year tenure (2004-2012) as CEO of a private equity-backed Aquilex Corporation, a leading provider of specialty services to the energy sector, the company was sold twice: in FY 2017 and FY 2018. In FY 2018, the company was sold for $760 million.
- Prior to Aquilex in 2004, Mr. Varner led global industrial businesses for Flakt AB (ABB), Zellweger Uster, AG and Invensys PLC.

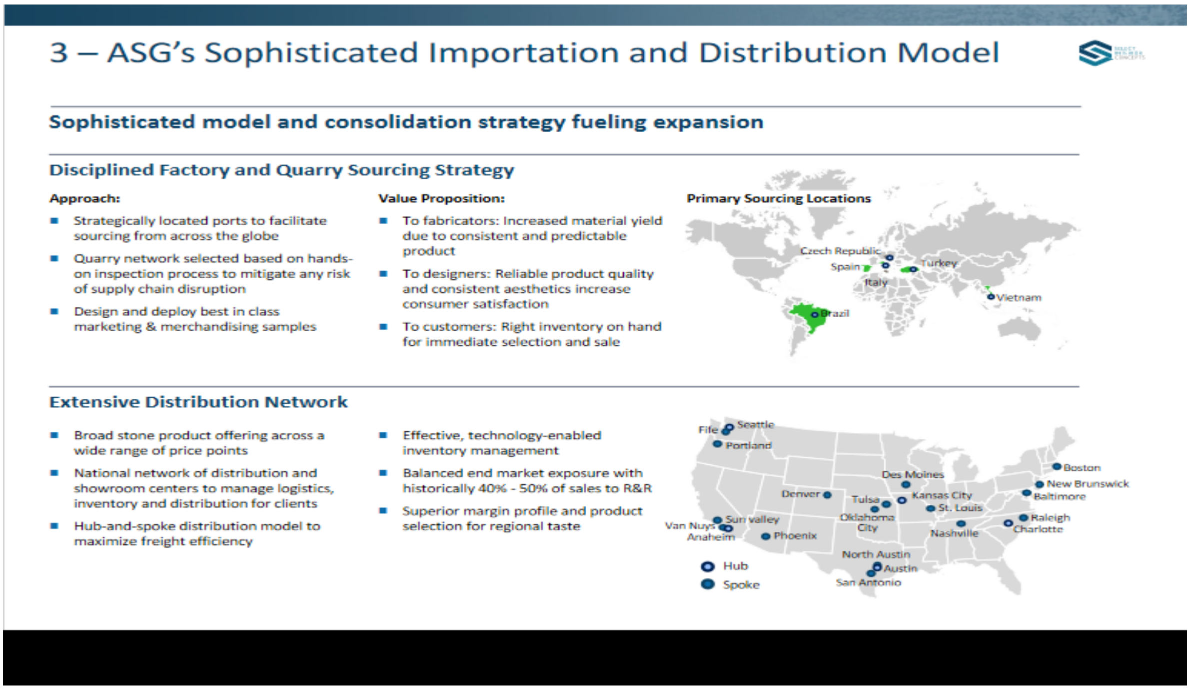
c) Divestment of segment that accounted for 60% of total revenue and potential debt repayment:
- In May 2021, the company announced that it has entered into a definitive agreement to sell its Residential Design Services segment ("RDS") for $215 million.
- RDS segment accounted for 60% of total revenue for FY 2020.

- The company intends to use the proceeds to repay all its outstanding indebtedness and capital lease obligations.
- Total debt: $165 million as of March 2021.
- Repayment of debt will lead to a decrease in interest expenses. The company spent $17.2 million and $14.5 million as interest expenses in 2019 and 2020, respectively.

c) Architectural Surfaces Group ("ASG") - Pure-play

- ASG sources natural and engineered stone from a global supply base and markets these materials through a national network of distribution centers and showrooms at 21 different locations.
- Complementary sales strategies, single quarry sourcing, and hub-and-spoke distribution all provide a competitive advantage.
- ASG is the sole active US consolidator of scale fueling sophisticated importation and distribution model.
- In contrast to some of its larger competitors, ASG does not have an in-house manufacturing facility, and there is no process concentration, resulting in low fixed costs and a highly variable cost structure.
- Pricing leverage: ASG is able to fully incorporate pricing increases through its showrooms on a 60- to 120-day timeline. It does not rely on fixed contracts with suppliers and can shift suppliers according to price dynamics in the current market.

($, mm)	2016	2017	2018	2019	2020
Revenue	58.6	161.1	223.9	244.7	223.5
Operating income	5.9	7.9	11.9	19.8	19.1
Operating income as a % of revenue	10%	4.90%	5%	8%	9%
Capital expenditures	2.2	2.7	6.5	1.9	1.1



Rimini Street: Aggressive management team expansion; Providing support services is a legitimate business, says Court

Market Cap: $528 million | Rimini Street, Inc. (NASDAQ: RMNI) is a global provider of enterprise software products and services, the leading third-party support provider for Oracle and SAP software products and a Salesforce partner.

Major shareholders

Adams Street: 30.6% | Ravin Seth: 17.7% | Radcliff River: 6.3%

I. Business model and decade-long courtroom drama

Basics

The company is an independent, third-party enterprise software support services. To put it simply, for customers who purchase software products from companies like Oracle & SAP, Rimini Street provides support services.

Why does Rimini exist when Oracle/SAP provides support services?

- Traditional vendor support costs of Oracle/SAP is not only expensive, but it is also increasing. For example, Oracle's support costs roughly 22% of the license fee.
- Rimini's pitch is this: low cost and continued support for all versions of the products. Rimni's customers are not in a hurry to "upgrade" the software versions.

Litigation to thwart Rimini's growth

- For companies like Oracle/SAP, support and maintenance is the most lucrative revenue stream –a cash cow with an ultra-high profit margin.
- Rimini is a threat to these enterprise software companies. This is especially true with the legacy/on-premise customers of Oracle/SAP.
- In order to dissuade their customers from migrating to a third-party support provider like Rimini Street, in 2010, Oracle sued Rimini Street for copyright infringement.
- Why does it matter? For FY 2020, the company generated roughly 64% of revenue from clients using Oracle products.

A decade-long lawsuit

- In 2015, the court concluded that Rimini Street was found liable for only one "innocent infringement" claim, and the company paid $124 million. The district court entered a permanent injunction prohibiting the company from using certain processes that had been found to "innocently" infringe certain Oracle copyrights, which Rimini ceased using no later than July 31, 2014.
- In July 2020, Oracle filed a motion to show cause contending that the company was in contempt of the injunction.
- In September 2020, the court ruled in some instances for Rimini Street and in some instances for Oracle. The court found that certain past Rimini Street third-party support practices infringed on at least 17 Oracle copyrights.
- Current status: The court has scheduled an evidentiary hearing in September 2021.
- Suggested further readings:

https://www.itjungle.com/2021/04/05/oracle-versus-rimini-slogs-on-in-second-decade/

https://www.crn.com/news/cloud/revived-oracle-lawsuit-with-rimini-street-a-message-for-msps-attorneys

II. WHAT WE LIKE

(a) Legitimate business

In the September 2020 and March 2021 rulings, the court was said to reiterate Rimini Street's legal right to still provide aftermarket support for Oracle's enterprise software.

- Licensees can and often do seek third-party service providers.
- The court rejected Oracle's theory that third-party service providers are not permitted to re-use their "know-how" and experience learned from servicing one client to service other clients.
- https://www.sec.gov/Archives/edgar/data/1635282/000163528220000068/exhibit992toform8-kdat.htm

(b) Strong financial performance

- Ability to grow revenue amid litigation: For over the last fifteen years, the company has been providing support service, and its revenue grew from scratch to over $300 million in FY 2020. In fact, revenue doubled in FY 2020 compared to FY 2016.
- Positive cash flow: In the last ten years, except in FY 2016, the company generated positive cash flow.
- The company’s goal is to reach $1 billion in annual revenue by 2026.

(c) Growing customer list and strong operational performance

- Retention rate: 92%
- Strong client growth: Active clients as of March 31, 2021, were 2,550, which is an increase of 22.8% compared to 2,077 active clients as of March 31, 2020.
- Blue-chip customers: (a) 25% of top 100 US retailers and many major global retailers; (b) 30 of the top 100 global manufacturers; (c) as of March 31, 2021, the company supported 2,550 active clients globally, including 75 Fortune 500 companies and 17 Fortune Global 100 companies.

(d) Competitive moat: Litigation learning curve

- In the last 10+ years, Rimini has grown amidst expensive and highly distractive lawsuits. The entire team is not only exposed to the technology but also to the legal aspect of this game. They know which offering is an "infringement" and what is not. It is a deep learning curve. This could benefit in two ways:
- The "potential legal threat" could deter any new competitors to aggressively compete with Rimini. It could be very hard for a potential competitor to "learn" the "infringement rules." It is a hassle, nuisance, and expensive, and it could knock them down.
- If Rimini and a new competitor knock on the door of potential customers, customers are most likely to hire Rimini for a couple of reasons: technological expertise and legal experience. In fact, Rimini would know how to help the customer if the customer receives any lawsuit threat from Oracle.

(e) Recent management changes

In the last 17 months, the company has significantly changed the senior management team and expanded the management team drastically.

Senior Management

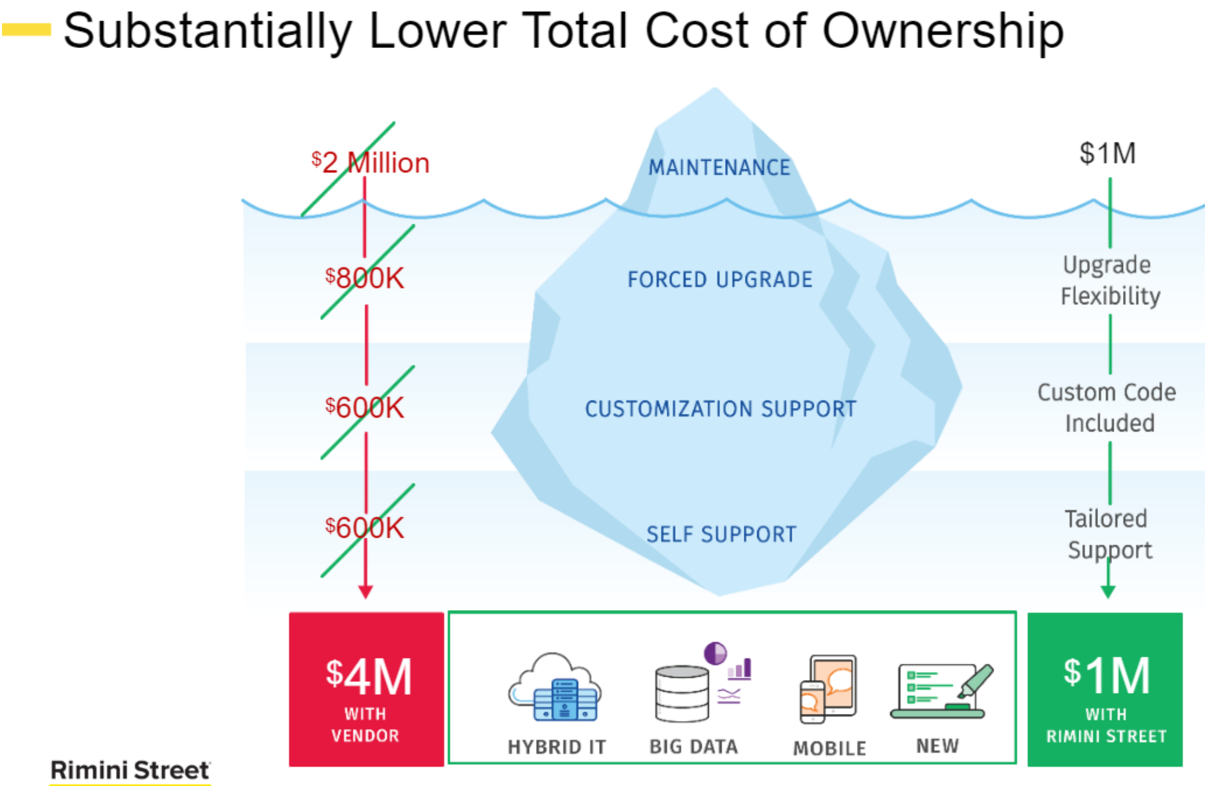
1. April 2020: EVP, Global Service Delivery
2. June 2020: EVP & COO
3. October 2020: CFO

Management Team

4. 2020: Group VP and GM, North America - Southwest and South Region
   2020: Group VP, AGC, Ethics & Compliance
5. January 2020: VP, Global Operations
6. January 2020: VP, Product Strategy
7. February 2020: VP Sales-Central Region
8. April 2020: Group VP, Global Thought Leadership and Research
9. May 2020: VP, Global Integrated Campaigns
10. July 2020: VP, Chief of Staff, Global Service Delivery
11. October 2020: Group VP and General Manager, SAP Services
12. November 2020: GVP, Information Technology
13. November 2020: Group VP, Global SAP Support
14. November 2020: SVP - Global Support
15. November 2020: Group VP - Global Technology Support
16. November 2020: Group VP, Global Oracle Applications Support
17. November 2020: Group VP Global AMS
18. November 2020: VP and Chief of Staff for Corporate Services
19. November 2020: Group VP and GM
20. December 2020: Group VP & General Manager, North East
21. January 2021: Regional GM of Spanish-Speaking LATAM and All LATAM
22. January 2021: VP, Global Human Resources
23. February 2021: Chief of Staff, VP Legal Operations
24. February 2021: VP Northeast Region
25. March 2021: VP Sales EMEA
26. March 2021: VP of Sales
27. April 2021: VP of Special Projects, Office of the CEO
28. April 2021: GVP & Regional General Manager - EMEA
29. April 2021: SVP and Chief Technology Officer
30. 2021: SVP, Global Operations

(f) Recent quarter performance

Revenue was $87.9 million for the 2021 first quarter, an increase of 12.6% compared to $78 million for the same period last year. Net loss was $3.6 million for the 2021 first quarter compared to net income of $2.5 million for the same period last year.



eHealth, Inc. (EHTH): Strategic investment from a PE investor and involvement of two activist investors

Market Cap: $1.7 billion | eHealth, Inc. (NASDAQ: EHTH) operates a leading health insurance marketplace at eHealth.com and eHealthMedicare.com with technology that provides consumers with health insurance enrollment solutions. Blackrock: 15.6% | Vanguard: 8.3% | Starboard: 7.4% | Ruffer: 7% | Hudson Executive: 5.8%

(a) ehealth business

eHealth Insurance Services is a broker that allows visitors to shop for insurance plans through their site. eHealth Insurance partners with government health insurance exchanges in order to assist individuals in purchasing health insurance.

(b) Federal website

- Medicare website (www.medicare.gov) also helps beneficiaries compare and choose their Medicare health coverage options and drug plans.
- It is a trusted and neutral resource.

(c) So, why do private players exist?

The immediate question that comes to mind is this: What is the role of private online brokers when Medicare runs a similar website?

1. Medicare website's drawbacks: In 2019, United States Government Accountability Office published a report highlighting the drawbacks on the website.
   - The first complaint is poor navigation. The website requires navigation through multiple pages before displaying plan details.
   - Difficult for beneficiaries to understand the information in MPF. For example, beneficiaries do not always understand the terminology, such as the differences between cost-sharing, copayment, and out-of-pocket costs. Most stakeholders also noted that beneficiaries struggle to understand cost estimates and how much they will pay.
2. The private health insurance brokers can estimate the projected health care costs for an individual based on different enrollment options. In contrast, Medicare.gov website provides this feature only for the prescription drugs taken by a given patient.
3. Private players use sophisticated technology like artificial intelligence to provide consumers with highly customized recommendations and savings. For example, eHealth has found that its drug cost comparison tool potentially saved $782 on average for users who entered their drug list while shopping for a Medicare Advantage plan.

II. WHY ARE WE FLAGGING NOW?

(i) Recent involvement of two activist investors and one PE investor

- Hudson Executive Capital
  - In March 2021, Hudson Executive Capital reached an agreement with the company and secured a board seat.
  - Ownership: 5.1%.
  - Average purchase cost: $62.90 per share.

- eHealth ranks fourth in Hudson Executive Capital's portfolio, accounting for 6.8% of its portfolio.

- <u>Starboard Value</u>
  - In May 12, 2021, Starboard entered into an agreement with the company and secured a board seat.
  - Ownership: 6.1%.
  - Average purchase cost: $56.89 per share.

- <u>HIG. Capital</u>
  - In February 2021, the company entered into an investment agreement with HIG Capital, a private equity firm.
  - In April 2021, the company raised $225 million from HIG Capital through the sale of Series A preferred stock.

<u>(b) Shift to internal agent force</u>

- The underperformance of external agents: In the latest quarter, the company blamed the underperformance of the outsourced external agent force for the less-than-expected approved application growth.
- The company determined to shift the agent salesforce to a predominantly internal full-time agent model, as its internal agents have experienced stronger performance and productivity than its outsourced agents.
- The company began this shift towards the increased utilization of internal agents near the end of the 2020 AEP.

<u>(c) Strong recent quarterly result</u>

- Commission revenue increased $27.4 million, or 27%, during the three months ended March 31, 2021, compared to the same period in 2020 due to a $24.6 million increase in commission revenue from the Medicare segment and a $2.8 million increase in commission revenue from the Individual, Family and Small Business segment.

Leading Health Insurance Distribution Platform

Omni-Channel is a Major Competitive Differentiator

Grew 10x Rate of total Medicare Market Enrollment Growth in 2020(1)

Taking Share From Traditional Channels

	eHealth	DTC Competitors	Traditional Brokers	Carriers
Broad Plan Selection	✓	Mixed	–	–
Customer-First, Carrier Agnostic	✓	Limited – conflict of interest	–	–
Actively Enrolling Online	✓	–	–	✓
Best-in-Class Digital Experience	✓	–	–	–
Agent Support	✓	✓	✓	✓
Scalability	✓	✓	–	✓

Horizon Global Corporation (HZN): Significant changes after the appointment of new CEO; Insider buying

Market Cap: $221 million | Horizon Global is the #1 designer, manufacturer and distributor of a wide variety of high-quality, custom-engineered towing, trailering, cargo management and other related accessory products in North America and Europe.

Price T Rowe: 17.3% | Iron Park Capital: 14.5% | Corre Partners: 10.3% | Royce & Associates: 9.5%

a) Major management and board shakeup

<u>Majority board change after Atlas Capital involvement</u>

- In March 2019, Atlas Capital announced its intent to add its representative to the board. Within a month, the company's four incumbent directors resigned, and six new directors were added to the board.
- As of now, all nine directors were appointed after the involvement of Atlas Capital.

<u>Management changes</u>

- July of 2019: President, Europe & Africa
- September 2019: CEO
- November of 2019: COO
- December 2019: Chief Administrative Officer
- February 2020: SVP – Commercial Americas
- March of 2020: CFO

<u>Governance improvement</u>

- Separated roles of CEO and Chairman in March 2019
- Declassified board structure in June 2019

b) Significant changes after the appointment of new CEO

In September 2019, the company appointed Terrence G. Gohl as CEO. After his appointment, he implemented several changes:

- <u>Refinancing</u>: Immediately after he joined the company, he undertook a competitive process to refinance the company's debt.
- <u>Divestment</u>: In September 2019, the company sold its Asia-Pacific segment for roughly $210 million and used the proceeds to repay debt.
- <u>Operational improvement in 2020</u>
  - In early 2020, the company accelerated the execution of operational improvement initiatives, including the operational transformation of Mexico manufacturing and Americas distribution, streamlining Americas product portfolio, and rationalizing the Europe-Africa distribution footprint. Due to this process, the company significantly reduced its operating expense.
  - In FY 2020, the company's operating losses narrowed down to $6.9 million, a $50.3 million improvement compared to the prior year.
  - Compared to negative free cash flow in 2018 and 2019, the company generated a positive cash flow of $24.9 million in FY 2020.
  - In Q1 2021, the company updated and added over 100 new qualified suppliers to the team. These additional suppliers have been onboarded to support the increasing demands.

> We simply did not accept COVID-related shutdowns and volume loss in 2020 as an excuse to take our foot off the gas. We continue to improve the business each and everyday. Our plans to turn around the business never wavered from stabilization to foundation and standardization to now acceleration - *Terry Gohl, Q1 2021 conference call*

c) Strong recent quarterly performance

- Net sales of $199.2 million, a 22% growth from Q1 of 2020.
- Q1 2021 gross profit of $40.6 million for the quarter reflected an improvement of $14.3 million over Q1 in 2020.
- Adjusted EBITDA performance for the first quarter of 2021 improved $9.8 million to $12.7 million over the prior year.
- Booked order balances increased each month throughout the quarter from $56 million at the end of January 2021 to $60.3 million at the end of the quarter in 2021, or 169.6% better than the end of Q1 2020.

($, mm)	2018	2019	2020	LTM
Revenue	714	690	661	697
EBIT	-190.6	-57.1	-6.9	6.4

d) Insider buying

	Name	No of shares	Price	Purchase cost
13-05-2021	Barrett John Frederick (Director)	10,000	$7.67	$76,370
07-05-2021	KENNEDY JOHN C (Director)	20,000	$7.3335	$146,670
07-05-2021	Barrett John Frederick (Director)	1,01,616	$7.28	$739,763
07-05-2021	GOHL TERRY (CEO)	7,000	$7.2203	$50,542
07-05-2021	Corre Partners Management LLC (Director)	1,01,616	$7.28	$739,763
			TOTAL	**$1.75 million**

Armstrong Flooring: Significant changes after the appointment of new CEO

Market Cap. $130 million | Armstrong Flooring, Inc. (NYSE: AFI) is a global leader in the design and manufacture of innovative flooring solutions.

Major shareholders

Hotchkis & Wiley: 11.4% | 22NW: 9.9% | Gamco:8.6%

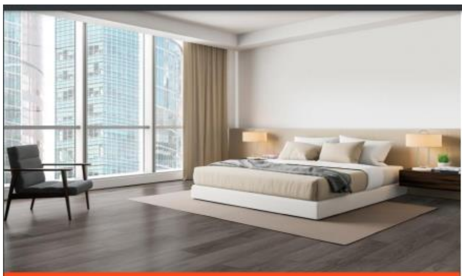
I. Major management shakeup after the appointment of new CEO

Since the appointment of a new CEO in September 2019, the company has hired five new executives. Overall, six out of the top ten executives are new since September 2019.

- September 2019: CEO
- December 2019: Senior Vice President, Product and Innovation
- July 2020: VP Supply chain
- October 2020: CFO
- September 2020: VP Controller
- September 2020: VP Business Transformation

II. Significant changes after the appointment of new CEO

- Multi-year strategic roadmap: Within a few months after his appointment as CEO, in the first quarter of 2021, the company initiated its multi-year strategic roadmap to transform and modernize its operations to become a leaner, faster-growing, and more profitable business.
- "Made in the USA" Quick ship program: In June 2020, the company introduced the Made in the USA Quick Ship Program featuring 50 LVT options, all proudly manufactured in the USA. Orders up to 20,000 square feet are guaranteed to ship within ten business days for projects located in the United States.
- HQ relocation – All in one: In June 2020, the company announced that it would relocate its corporate headquarters in 2021, which would include three leased buildings. The plan is to transform three buildings into collaborative office space, design showroom, and technical center.
- Focus on hospitality: In October 2020, the company appointed a new VP of hospitality sales, an untapped target vertical. The company added 40 sales and support positions.
- Repayment of debt from the proceeds of CA facility:
  - In March 2021, the company sold its South Gate, California facility for a total purchase price of $76.7 million. The company recognized a gain of $46.0 million on the sale, and the proceeds were used to repay debt.
  - The company's net debt decreased from $66 million in December 2020 to $36 million in March 2021.
- Recent revenue growth: Q1 2021 marks the second straight quarter of revenue growth since Q3 2018. Nevertheless, profitability took a hit due to supply chain problems, weather, and high commodities costs.



Multi Year Plan: Expand

- Add Direct Sales representation and augment the Supply Chain model to service Key Independent Retailers, Commercial National Accounts & Large Flooring Contractors
- Resource & Grow by servicing customers the way they want
- Increase focus and investment with Big Box Retail/National Accounts
- Optimize and invest in current Distribution Network
- Penetrate new Commercial verticals such as Hospitality, Corporate/Office and Government
- Invest in Marketing capabilities to drive demand creation with key growth platforms – digital tool expansion, brand refresh & self-service toolbox

Expand: Recent Progress

Customer Reach

- In 2021, added more than 15 new sales professionals to enhance customer reach; over the last year, more than 40 professionals added in sales, marketing and customer service
- Introduced Armstrong® Flooring Pro™ line for the builder channel – avail. in Q2 2021
- Exclusive products introduced for distribution channel under the Armstrong® Flooring Signature™ line
- Rest & Refuge line introduced in Hospitality channel with attractive palette and durability
- Key wins in Asia & Australia healthcare channels

ArmstrongFlooring PRO

ArmstrongFlooring SIGNATURE

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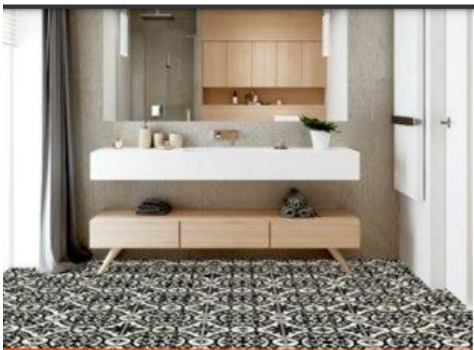

Multi Year Plan: Simplify

- Reduce Complexity of offerings in Commercial VCT and Residential Sheet
- Refresh to MAINTAIN Commercial Sheet and Residential Tile
- Invest to GROW in Commercial and Residential LVT
- Innovate with Coatings, Personalization, Non-PVC, Recycling and Acoustics
- Optimize manufacturing footprint
- Invest in Marketing, Supply Chain, Design & Innovation; Simplify pricing structure and streamline admin processes and systems

Simplify: Recent Progress

Portfolio & Organization

- Completed sale of South Gate, CA property for $76.7 million on March 10
- Distribution Center opened in Los Angeles already servicing West Coast customers efficiently
- Improved reliability and consistency in manufacturing footprint

AFI Manufacturing & Distribution Sites:
★ Lancaster, PA
Beech Creek, PA
Kankakee, IL
Jackson MS
Stillwater, OK

AFI Distribution Sites:
☆ Los Angeles, CA

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Strengthen: Recent Progress

Transform and Modernize Capabilities

- Innovation & Product Development: Tech Center move complete – creating a unique space for R&D near new Corp HQ site
- Productivity: ERP Modernization in 3 manufacturing facilities; enhancing visibility, standardization and access to data and information
- Project Management: Transformation office expands change management initiatives to enable common approach, governance and sustainability
- Processes: Improved organizational alignment between supply chain, customer service and procurement organizations to support go to market initiatives and customer expectations

Revenue Drivers

- Leverage strength in commercial verticals
- Penetrate underrepresented sectors
- Develop market-leading product portfolio

Gross Margin

- Enhance margin mix through direct sales
- Optimize manufacturing footprint
- Streamline product portfolio
- Reduce pricing complexity
- Enhanced logistics and distribution

SG&A Investments

- Expand sales force to drive revenue
- Revitalize brand and enhance marketing
- Modernize systems and processes
- Drive operating efficiencies
- Align incentives with profitable growth

Working Capital & Capex

- Optimize SKUs and reduce inventory
- Match inventory to market requirements
- Invest in key customer accounts
- Targeted capital investment to fuel growth
- Monetize non-core assets (i.e. South Gate)

Accelerate Adjusted EBITDA Growth and Generate Positive Free Cash Flow

Franchise Group, Inc. (FRG): Roll-up strategy executed by the founder of Vintage Capital; Significant insider buying

Market Cap: $1.5 billion | Franchise Group, Inc. is an operator of franchised and franchisable businesses.

Major shareholder

Vintage Capital: 31.5%

a) Roll-up strategy under the new CEO

Initially, the company was a provider of tax preparation services in the US and Canada since 1996 by the name Liberty Tax, Inc.

- CEO fired and board changes: In September 2017, the company terminated the employment of John T. Hewitt as CEO due to inappropriate conduct. Subsequently, in July 2018, Mr. Hewitt sold all his shares to Vintage Capital Management and resigned as directors.
- New CEO:
  - The majority of the current board of directors were appointed after the involvement of Vintage Capital.
  - In October 2019, the company appointed Brian R. Kahn as CEO. Mr. Kahn is the founder and investment manager of Vintage Capital.
  - Brian R. Kahn founded and has served as the investment manager of Vintage and its predecessor, Kahn Capital Management, LLC, since 1998. Vintage Capital is a value-oriented, operations-focused private and public equity investor specializing in the defense, manufacturing, and consumer sectors with a 20-year track record of consistently successful returns.
- Roll up Strategy: After the appointment of Mr. Kahn, the company acquired plenty of companies: Pet Supplies Plus (March 2021, $700 million), American Freight (February 2020, $358 million), Vitamin Shoppe (December 2019, $162 million), Sears Outlet (October 2019, $129 million), Buddy's Home Furnishings (July 2019, $122 million).
- Divestiture: In February 2021, the company entered into an agreement to sell the Liberty Tax business for $243 million and intends to use the cash proceeds to repay debt.
- Due to acquisitions, the company's indebtedness and capital lease obligations increased from $20 million to $1.9 billion as of March 2021.

b) Insider buying

- In May 2021 Mr. Kahn bought $36 million worth of shares @ $36 per share. As of May 2021, Vintage Capital holds 30.7% stake in the company.
- In May 2021, Patrick A. Cozza (Directors since 2018) bought $0.1 million worth of shares @ $34.35 per share.
- In June 2021, Andrew M. Laurence (Executive Vice President since October 2019) bought $1.8 million worth of shares @ $36 per share. He is a Principal of Vintage Capital.

Market position of portfolio[5]

[1] As-is appliances defined as one-of-a-kind, discontinued, obsolete, reconditioned, overstocked, scratched and dented household appliances and unbranded furniture; [2] Based on US retail location; [3] Presented for directional purposes only; [4] As of 012/26/20A LTM; [5] Management estimates

4 Refranchising strategy creates significant cash inflows to de-lever and encourages area development

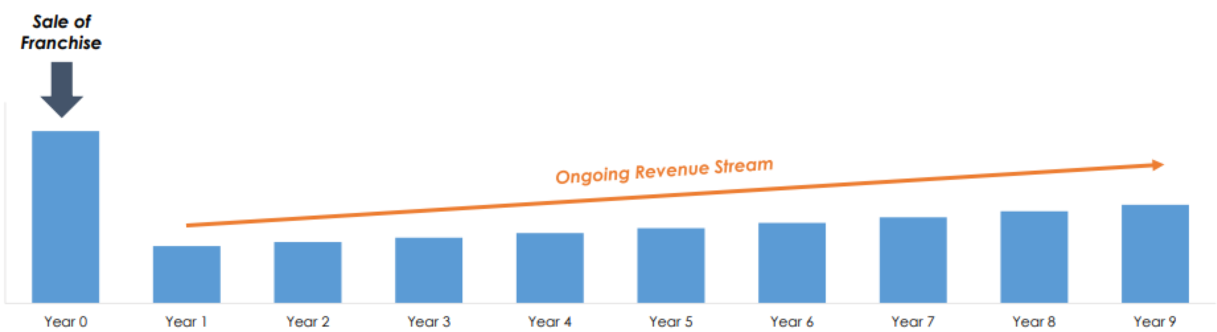
Franchising Update

- **Actively evaluating refranchising and new franchising opportunities**
- **Experienced professional staff at FRG and brand level to sell, train and support franchisees**
- **Implementing cloud-based solutions for efficient management and growth**
- **All brands are now available for franchising**
- **PSP is ~60% franchised today; Buddy's is ~85%**

Notional Refranchise

- **On November 11th, refranchised 47 Buddy's locations for $35 million and signed a development deal for 20 new locations**

$, not to scale



Lawson Products: King Luther Capital Management urges the board to establish a holding company structure and acquire two distribution businesses

Market Cap: $549 million | Lawson Products sells and distributes specialty products to the industrial, commercial, institutional and government maintenance, repair and operations market (MRO).

Major shareholders

King Luther Capital: 48% | Dimensional Fund: 5.3% | Blackrock: 4.8% | Royce & Associates: 4.1%

I. Basic

- (a) The company generates 89% of revenue by distributing over 397,000 products: fastening systems, cutting tools and abrasives, specialty chemicals, electrical etc., that are obtained from suppliers in bulk. (b) The company generates 11% of revenue from vendor-managed inventory service to customers.
- Financial growth: The Company's revenue increased consistently from $276 million in FY 2016 to $370 million in FY 2019. In FY 2020, the company's revenue declined due to the COVID-19 pandemic in spite of the Partsmaster acquisition.
- Latest quarter: Net sales in the first quarter of 2021 were $103.6 million, an increase of 13.8% compared to $91.0 million in sales in the first quarter of 2020. Partsmaster acquisition contributed $15.7 million in sales in the first quarter of 2021.

II. King Luther Capital Management proposes a holding company structure

a) King Luther Capital Management ("LKCM")

- LKCM is an investment management firm with over $22.6 billion of AUM.
- LKCM owns 48% of the o/s shares of the company.
- LKCM has three representatives on the board, including J. Bryan King, who is currently serving as the chairman of the board.

b) Holding company structure

- On May 16, 2021, LKCM sent a letter to the board, where it proposed the board establish a holding company structure and combine Lawson with two highly complementary value-added distribution businesses owned by LKCM Headwater Investments
- Projected revenue and EBITDA: If executed, the holding company would earn over $1.1 billion of revenue and more than $110 million of EBITDA on day one.
- Five-year plan: LKCM believes that after the combination, Lawson would, among other things, have the ability to accelerate cash flow growth over the next five years to approximately $300 million while maintaining a leverage ratio targeted below 2.5x debt to pro forma EBITDA.
- Structure: These three distribution verticals would operate largely independently under a holding company structure, where all customer-facing activities would remain under existing

leadership teams consistent with current practice.

c) LKCM's pitch to nullify related party transaction concern

Given the fact that LKCM is suggesting the company's board acquire two companies in its LCKM's portfolio, it automatically raises potential risks related to "related party transactions."

LKCM's pitch

- LKCM Headwater Investments and other LKCM affiliates would not receive any cash proceeds from the combination transaction.
- Instead, the fund would significantly increase its already substantial equity investment in Lawson by receiving only shares of Lawson stock for contributing to the two distribution companies owned by LKCM Headwater Investments.

https://www.sec.gov/Archives/edgar/data/310051/000119312521162864/d180535dex991.htm
Letter from LKCM, J. Bryan King, CFA

> I have enjoyed eighteen years of chairing industrial distribution businesses and learning from and working with capable management teams, board members, consultants, bankers, salespeople, and friends across the spectrum of the industrial distribution landscape. Most of them are still helping us and a majority of the early management teams and board members are now meaningful investors alongside the capital we deploy, roughly one-third of which comes from our investment team and our affiliates and related parties. This proposed strategy has been heavily vetted, with all engaged recognizing that regardless of one's bias, or vertical's lens represented, the expected value that would be created for all contemplated is perceived to be tremendous and the risk for each of the three complementary businesses' long-term success is also believed to drop significantly. We have enjoyed many outsized outcomes in industrial distribution over the last 18 years that have allowed our team the capital and benefit of an extended time horizon lens to deliberately pull together control of these three verticals and to focus on how to assemble the businesses and leadership teams together to deliver tremendous value for
>
> Many have challenged us on why we would not take Lawson private. However, we believe as a public company, for the management teams, investors, and their families, there is as much value to be made even when shared with the broader public shareholder group because of the more flexible public balance sheet to execute actionable growth and more optionality and resources to impact those accretive growth initiatives. Importantly, less financial leverage would be needed to impact the same exceptional outcome we believe is within our reach while the liquidity and the float will be improved as the market cap grows. Our firm over the last 42 years, and over my 35 years of investing there, believes firmly in protecting the integrity of the capital markets as our historic roots are principally as passive, long-term investors that believe in management teams' and boards' ability to thoughtfully compound enterprise value for all shareholders. Hopefully our enthusiastic belief in this rare opportunity to create transformative value for Lawson shareholders is infectious! We will dedicate the necessary resources to complete the contemplated transactions efficiently and look forward to engaging in more advanced dialogues with each management team and the Lawson board of directors over the coming weeks. ***- Letter from LKCM, J. Bryan King, CFA***

Rattler Midstream LP: A midstream company with no commodity price exposure, high margin, and free cash flow

Market Cap: $1.6 billion | Rattler Midstream LP is a Delaware limited partnership formed by Diamondback Energy to own, operate, develop and acquire midstream and energy-related infrastructure assets.

Cardinal capital: 8.3% | Clearbridge Investments: 7.3% | Capital world: 6.9% | Salient Capital: 5.4%

I. Basics

- The company is formed by Diamondback to own, operate, develop, and acquire midstream and energy-related infrastructure assets in the Midland and Delaware Basins of the Permian Basin.
- The company is Diamondback's primary provider of crude oil, natural gas, and water-related midstream services, including water sourcing and transportation and produced water gathering and disposal.

II. No direct commodity price exposure – high margin and free cash flow

- The company's commercial agreement with Diamondback is fee-based, which means it is based upon the prevailing market rates at the time of execution with annual escalators.
- The agreement provides exposure to Diamondback's production with no direct commodity price exposure, thus enhancing the predictability of free cash flow.

III. Assets are located at the core of the Permian

- The company believes that the assets are located in the core of the Midland and Delaware Basins of the Permian, which are characterized by high return single-well economics; it is among the best in the Lower 48 and has a deep inventory of economic horizontal drilling locations.
- Moreover, the company's assets are situated in close proximity to other leading exploration and production operators that provide additional opportunities to execute third-party contracts for midstream services.

IV. Buyback

- In October 2020, the company authorized the repurchase of up to $100 million of o/s shares.
- In total through February 12, 2021, the company repurchased 21% of the $100 million.

($, mm)	**2018**	**2019**	**2020**
Revenue	184	448	424
EBIT	80	219	182
Net Income	80	219	182
Cash from operations	173	218	230
Capex	(165)	(242)	(137)
FCF	9	-24	93

McGrath RentCorp: Acquisition

Market Cap: $2 billion | McGrath RentCorp. is a diversified business-to-business rental company providing modular buildings, electronic test equipment, portable storage and tank containment solutions across the United States and other select North American regions.

Major shareholders
Vanguard: 10.2% | Blackrock: 9.2% | Price T Rowe: 6.9% | Dimensional: 6.1%

Basics

The company runs the business in three segments: Mobile Modular (62%), electronic test equipment (25%), and liquid & solid containment tanks and boxes (13%).

What we like

- Rental business model: The Company invests capital in rental products and generally has recovered its original investment through rents less cash operating expenses in a relatively short period of time compared to the product's rental life.
- The company enjoys a 25% operating margin.
- Market leader: The Company believes that it is the largest modular supplier in California and Florida, and a significant supplier in Texas, of modular educational facilities for rental to both public and private schools.

Design Space acquisition

- In May 2021, the company acquired Design Space for $260 million by using revolving credit. Acquisition multiple: 8.1 times of EBITDA.
- Design Space is a leading modular building and portable storage provider in the Western US with 15 branches.
- High margin: As of December 31, 2020, on a trailing 12-month basis, Design Space generated $32 million of EBITDA on $81 million of total revenue. As of March 31, 2021, EBITDA margin: 39.5%.

($,mm)	2018	2019	2020
Revenue	498.3	570.2	572.6
EBIT	117.5	141.4	140.8
Net income	79.4	96.8	101.9
Cash from operations	142.66	187.9	180.5
Capex	(96.9)	(135)	(53.0)
FCF	45.7	53	127

Oasis Petroleum: Revamped board, new CEO, big-ticket acquisition and divestment

Market cap: $1.8 billion | Oasis Petroleum Inc. is an independent exploration and production company with quality and sustainable long-lived assets in the Williston and Permian Basins.

I. Significant changes after emerging from bankruptcy

In November 2020, the company emerged from bankruptcy and reduced its prepetition debt by $1.8 billion.

After emerging from bankruptcy, the company made the following significant changes:

a) Revamped board and new CEO

- All six directors were newly appointed in November 2020.
- In April 2021, the company appointed Daniel E. Brown as the new CEO.
  - A top executive of Anadarko: Mr. Brown was one of the top five executives of Anadarko Petroleum, which Occidental Petroleum acquired for $55 billion in August 2019.
  - Grew up the corporate ladder: Mr. Brown joined Anadarko in August 2006 as a production engineer manager. He climbed up the ladder and was appointed as EVP-US of onshore operations in October 2017, a position that he held till August 2019.

b) Governance changes post-bankruptcy

- De-staggered the board.
- Directors must be elected by a majority of the votes cast and the company eliminated super-majority voting requirements.
- Shareholder has the ability to call special meetings.
- The Board of Directors established a capital allocation committee that developed a framework focused on systematic evaluation and screening of capital investments.

II. Pure-play Williston Basin business: Acquisition and divestment

- $745mm acquisition: On May 3, 2021, the company acquired Williston Basin assets for $745 million. Expected to close in July 2021.
- $406mm divestment: On May 20, 2021, the company entered into an agreement to sell its "entire" Permian Basin position for $406 million. In addition, the company would receive $25 million annual contingent payment (based on barrel price) for three years.

Overall-

- After the sale of Permian Basin, the company would focus exclusively on Williston Basin acreage.
- Williston Basin acreage is one of the largest concentrated leasehold positions that is prospective in the Bakken and Three Forks formations.
- Prior to the recent acquisition, as of December 31, 2020, the company had 401,766 net leasehold acres in the Williston Basin.

Elevate Credit, Inc. (ELVT): Aggressive debt repayment and repurchase of shares

Market Cap: $146 million | Elevate Credit, Inc., is a leading tech-enabled provider of innovative and responsible online credit solutions for non-prime consumers.

Major shareholders
TCV V LP: 16.6% | HEAD TYLER W. K.: 13.5% | SEQUOIA CAPITAL: 12.3% | VICTORY PARK CAPITAL: 6.6%

I. Basics

(a) Business model: Technical support NOT lending

- Elevate Credit gives technical support to the banks in providing online credit solutions to consumers.
- Elevate is not a lender and does not make loans, nor is Elevate acting as a loan broker or loan finder in any transaction.

(b) Rise and Elastic

The company generates revenue primarily from two online credit brands, Rise and Elastic, which were launched in 2013.

Rise (62% of revenue)
- Rise provides installment loans.
- Originator: FinWise Bank and Capital Community Bank
- The company utilizes its risk-based pricing across the portfolio to optimally serve a large percentage of non-prime customers with rates ranging from 36% to 299%.
- Eligible customers may receive a rate reduction on their next loan if certain eligibility criteria are met. As of December 31, 2020, more than 65% of Rise installment customers in good standing received a rate reduction mid-loan or after a refinance or on a subsequent loan.

Elastic (36% of revenue)
- Elastic is an online line of credit (loan size: $500-$4500) for non-prime consumers, originated by a third-party lender, Republic Bank.
- The company provides Republic Bank with marketing services related to the Elastic program and licenses them the company's technology platform and proprietary credit and fraud-scoring models to originate and service Elastic customers.

II. What we like

(a) Lowest interest rate compared to legacy lenders

- The average customer receives an interest rate that the company believes is more than 50% less than that offered by many legacy non-prime lenders.
- Overall pricing on the entire loan portfolio is now down 59% from 2013.

(b) Fintech start-ups have largely ignored the non-prime credit market

- Unlike prime consumers, the credit profiles of non-prime consumers vary greatly and may contain significant derogatory credit information.

- The company believes that lenders still require deep insight and extensive experience to successfully serve non-prime consumers while maintaining target loss rates.
- Compliance and other systems necessary to serve non-prime consumers in a manner consistent with regulatory requirements can be barriers to entry.
- The company claims that few innovative solutions tailored for non-prime consumers have come to market and achieved any meaningful scale.
- There are only a limited number of comparable online competitors in the non-prime lending space, such as OppLoans and NetCredit.

(c) Proprietary risk analytics infrastructure

- Unlike prime lenders who can use off-the-shelf credit scores, such as FICO, or build custom scores with limited data fields, the company's risk analytics infrastructure utilizes a massive (approximately 80+ terabyte) Hadoop database composed of greater than ten thousand potential data variables related to each of the 2.5 million customers the company serves.
- This data is composed of variables from consumer applications and website behavior, credit bureaus, bank account transaction data, numerous other alternative third-party data providers, as well as performance history for funded customers.

(d) Strong retention rates

Approximately 70% of Rise installment customers in good standing have refinanced or taken out a subsequent loan as of December 31, 2020.

(e) APR is lower than the average effective rate

- Rise's effective APR of 110% for the year ended December 31, 2020, is nearly 75% lower than the average effective rate of a typical payday loan, based on the CFPB's findings that the average APR for a payday loan is approximately 400%.
- Elastic's effective APR of 94% for the year ended December 31, 2020, is more than 75% lower than the average effective rate of a typical payday loan, based on the above-mentioned findings by the CFPB. (f) Improving margin due to improved credit quality
- Even though revenue increased rapidly from $72 million in FY 2013 to $673 million in FY 2017, revenue declined to $465 million FY 2020.
- Interestingly, irrespective of revenue decline, the company's gross profit increased during the same period due to the decrease in additional provision for loan losses resulting from improved credit quality.

III. Why are we flagging now?

1. Share repurchase

- In the first quarter of 2021, the company repurchased roughly 6.5% of the o/s shares.
- In fact, since beginning of the common share repurchases in August of 2019, the company has repurchased approximately 23% of all o/s shares.
- The company currently has roughly $44 million outstanding, which is roughly 30% of the o/s shares.

2) 37% decline in total debt

- In the last nine quarters, the company's total debt declined from $562.5 million in FY2018 to $352 million in Q1 2021, a staggering 37% decline in less than 2.6 years.

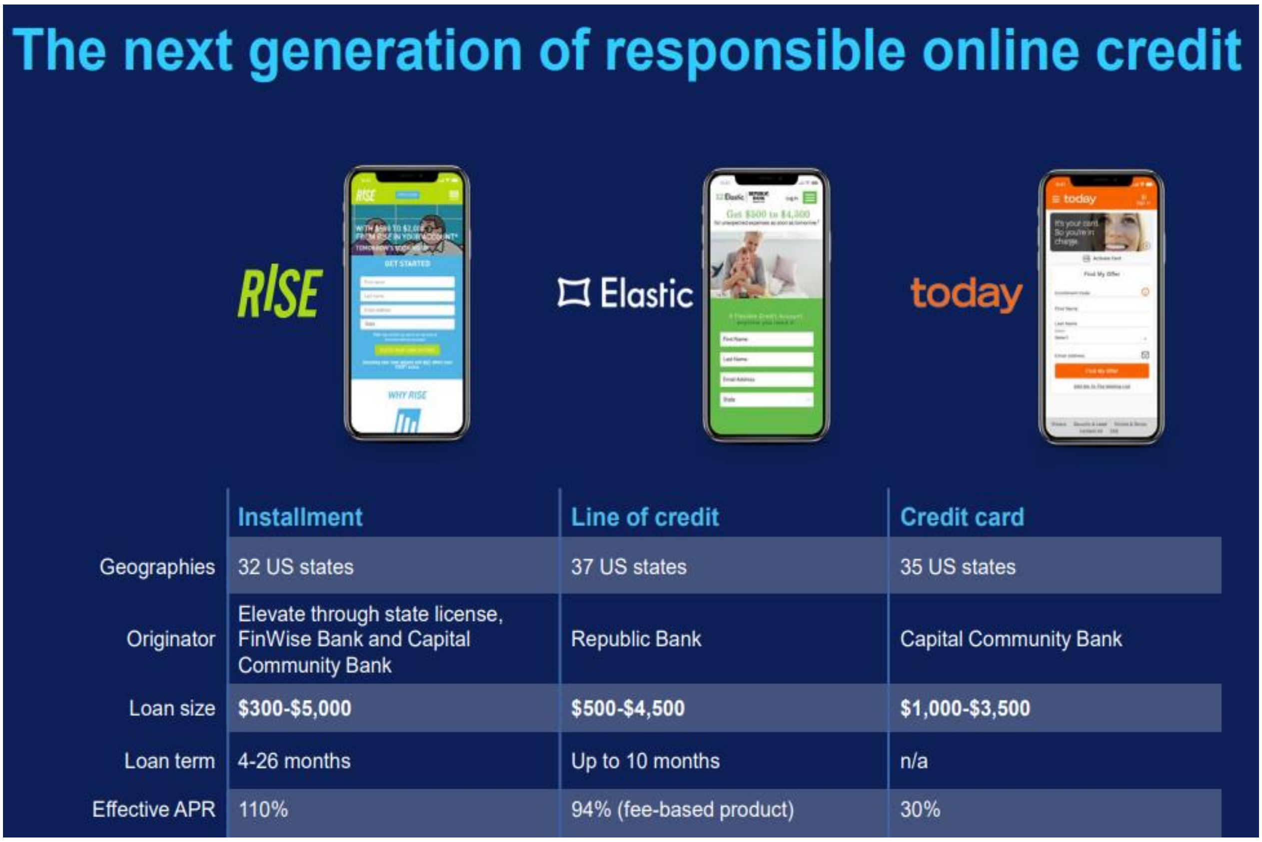
- Net interest expenses decreased from $73 million in 2018 to $44 million in LTM ended March 31, 2021.

Recent problems

- Due to COVID 19 pandemic, substantial government assistance to potential customers has affected the company's revenue in 2020 and Q1 2021.

- Latest quarter results: Revenues decreased during the first quarter of 2021 to $89.7 million, compared to $162.5 million for the first quarter of 2020. The decrease in revenue is attributable to reductions in loan origination volume and lower effective APRs earned on the loan portfolio due to the economic crisis created by the COVID-19 pandemic beginning in March 2020.

($,mm)	2013	2014	2015	2016	2017	2018	2019	2020
Revenue	72	273	434	580	673	663	639	465
Gross profit	0.3	32	125	180	223	234	265	280
EBIT	-52	-61	9	47.8	70.9	87.8	101.6	120



Scott's Liquid Gold Inc.: Significant board change and CEO change after Maran Capital's involvement

Market cap: $34 million | Scott's Liquid Gold Inc. develops, markets, and sells high-quality, high-value household and personal care products nationally and internationally.

Major shareholders
Maran Partners: 12.8% | Iszo Capital: 7.5% | Summers Value Fund: 5.9%

I. Management and board change

- Board shakeup: In January 2021, Maran Capital entered into an agreement with the company and secured three board seats by increasing the board size to eight. At 2021 AGM, the board seat was set at six. As such, three out of six directors are new after the involvement of Maran Capital.
- The exit of CEO: On April 29, 2021, Mark Goldstein retired as CEO after 43 years with the company.
- On the same day, the company appointed Kevin Paprzycki and Tisha Pedrazzini as interim co-presidents.
- CFO & interim president Kevin Paprzycki's background raises our eyebrows.
  - He has been serving as CFO of Scott's Liquid since June 2018.
  - For two years (2015-2017), Mr. Paprzycki served as CEO of Westmoreland Coal, a $1.7 million/year Nasdaq-listed mining and energy company, and as CFO of Westmoreland Coal for roughly ten years.
  - Prior to Westmoreland, he served as corporate controller of Applied Films Corporation, a $250 million revenue-generating Nasdaq-listed thin film deposition equipment manufacturer.
- Pedrazzini, interim-president (Maran Capital's nominee)
  - Ms. Pedrazzini was president at The Integer Group/TBWA, where she oversaw all aspects of building and growing the agency. The Integer Group generated over $100 million in revenue.
  - During her tenure at The Integer Group, she led a team of over 400 agency partners across five offices, working with sales and marketing leadership teams across many Fortune 500 clients to deliver advertising, big idea development, go-to-market strategies, and digital, eCommerce, DTC, social media, and consumer insights for existing and emerging brands.

II. Others

- Asset-light model: In March 2020, the company sold its manufacturing assets and outsourced its production. Moreover, the company also hired third-party logistics. As of today, the company no longer manufactures or ships any of its products directly to its retail partners.
- Recent quarterly results: In the first quarter of 2021, net sales increased 20% to $9.4. The growth was driven by a rebound in sales of Batiste Dry Shampoo, where sales approached pre-COVID levels at the end of the first quarter. Moreover, the company recorded a net loss of $0.3 million, which was primarily due to related supply chain disruptions and product delays.

The ODP Corporation (ODP): Spin-off announcement after the involvement of two activist investors

Market Cap: $2.4 billion | The ODP Corporation is a provider of business services, products and digital workplace technology solutions through an integrated B2B distribution platform with an online presence and approximately 1,100 stores.

Major shareholders

Blackrock: 16.4% | Vanguard: 10.8% | HG Vora Capital: 9.5% | Thomas Lee: 8.1% | Dimensional: 6.6% | Hotchkis & Wiley: 4.8%

I. Basic

a) Products revenue (86% of total revenue in 2020) includes the sale of

- Supplies such as paper, writing instruments and office supplies etc.
- Technology related products such as toner and ink, printers and computers, tablets etc.
- Furniture and other products such as desks, seating, and luggage.

b) Services revenue (13.7% of total revenue in 2020) includes the sale of

- Technology service offerings such as technology lifecycle management, end user computing and collaboration, service desk, remote technology monitoring and management, and information technology ("IT") workforce solutions, as well as technology support services offerings provided in the Company's retail stores, such as installation and repair.
- Copy, print, and other service offerings such as managed print and fulfillment services, product subscriptions, and sales of third party software, gift cards, warranties, remote support as well as rental income on operating lease arrangements where the Company conveys to its customers the right to use devices and other equipment for a stated period.

II. What we like

(a) Two activist investors

- **Kanen Wealth Management argues that ODP Corp could be worth $282.60 per share**
  - On March 25, 2021, Kanen Wealth Management/Philotimo Fund (1.15%) sent a letter to the board expressing its disappointment over the low valuation and urged the board to buy back shares.
  - Valuation insight

    > The Company generated $417M in FCF in 2020 (a pandemic stricken year). This means ODP *should* have generated $23.55/share in Free Cash Flow in 2020. With its net cash balance sheet; strong FCF generation; quality BSD distribution business (normalized); large opportunity for digital procurement marketplace platform; potential to capture a highly synergistic merger or outright sale of retail segment; and a Company that cares about creating value for shareholders…ODP *should* be trading for at least 12x FCF.\
    >
    > 12 x $23.55/share = **$282.60 per share**, or more than 8x ODP's current trading price ($40).

  - Letter: https://www.sec.gov/Archives/edgar/data/800240/000121390021017924/ea138456ex99-1_theodp.htm

- HG Vora: In January 2021, the company entered into a cooperation agreement with HG Vora Capital Management (9.5%) and added HG Vora's designee to the board.

(b) CompuCom strategic alternatives review

- CompuCom Division generated 8.7% of the company's total revenue.
- In January 2021, the company initiated a process to explore the sale of the company's CompuCom Division.

(c) Share repurchase: In May 2021, the company's directors authorized a new $300 million stock repurchase program.

(d) Rejected offer from Staples

- In 1996 and 2016, Staples tried to acquire certain assets of ODP Corporation but failed due to regulatory proceedings.
- In January 2021, Staples sent a proposal to acquire ODP Corporation for $40 per share, and in March 2021, Staples sent a second proposal to acquire various ODP assets.
- The company's directors rejected both proposals.

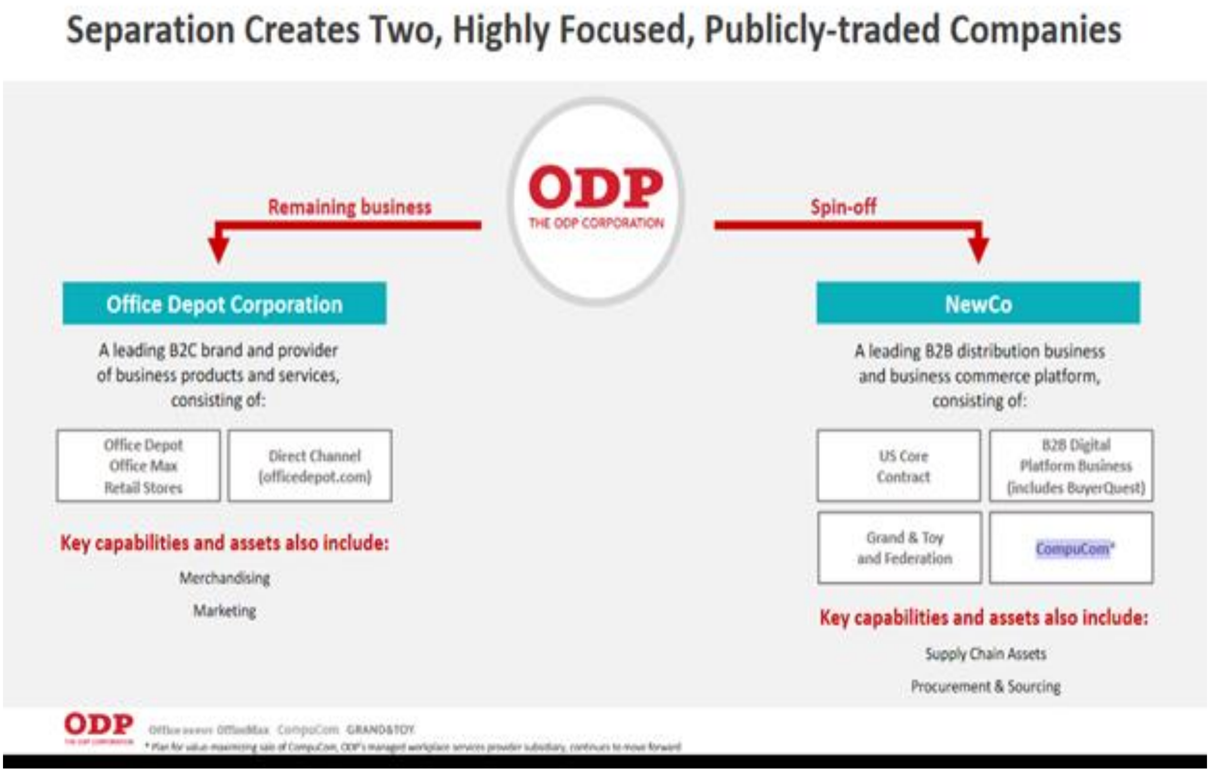
(e) Spin-off

In May 2021, the company approved a spin-off plan to separate the company into two independent, publicly-traded companies.

The separation is intended to be completed during the first half of 2022, subject to approval.

Business Solutions Division ($, mm)	2018	2019	2020
Revenue	5,282	5,279	4,683
Division operating income (loss)	243	271	116
Capital expenditures	43	43	25
Retail Division ($, mm)	**2018**	**2019**	**2020**
Revenue	4,641	4,363	4,167
Division operating income (loss)	193	194	275
Capital expenditures	108	68	28
CompuCom Division ($, mm)	**2018**	**2019**	**2020**
Revenue	1,086	994	854

Division operating income (loss)	17	(2)	14
Capital expenditures	14	10	10



Cutera, Inc. (CUTR): Insider buying

Market Cap: $727 million | Cutera is a global provider of laser and energy-based aesthetic systems for practitioners worldwide.

Major shareholders
Blackrock: 15.5% | Victory Capital: 7.3% | Gamco: 7% | First Light Asset: 6.9% | Voce Capital: 6.9% | Vanguard: 6% | Royce & Associates: 4.4%

(a) Rich portfolio of aesthetics solutions

- The company designs and manufactures medical device-like handpieces, which are used by physicians and other qualified practitioners to offer aesthetic treatments for 1) body contouring, 2) skin resurfacing and revitalization, 3) tattoo removal, 4) removal of benign pigmented lesions, 5) vascular conditions, 6) hair removal, 7) toenail fungus, and 9) women's health.
- In addition, the company distributes third-party manufactured skincare products.

(b) Revenue break-up

- Systems segment (77% of revenue) – Revenue from the sale of medical device handpieces and upgrades to the medical devices.
- Recurring revenue (22% of revenue) includes revenue from the sale of third-party manufactured skincare products, consumables and service revenue.

(c) Multiple applications in a single platform

- Many of the company's platforms feature multiple applications that enable practitioners to perform a variety of aesthetic procedures using a single device. These procedures include hair removal, vascular treatments, and skin revitalization, which address discoloration, fine lines, and uneven texture.
- Because practitioners can use the company's systems for multiple indications, the investment in a unit is spread across a greater number of patients and procedures, and the acquisition cost may be more rapidly recovered.

(d) Cost borne by the patients

- Most procedures performed using the company's products are elective procedures. The cost is not reimbursable through government or private health insurance. As such, the cost is borne by the patients.
- Note: The consumers considering a cash-pay cosmetic procedure increased by 2X (2018 vs. 2013).

(e) Strong financials – Signs of recovery

- The company's revenue grew organically from $118 million in 2016 to $181 million in 2019. In 2020, the company's decreased by 19% due to the direct result of the COVID-19 pandemic, given the elective nature of the procedures.
- Sign of recovery:
  - In Q1 2021, the company's revenue increased by 54%.
  - Adjusted EBITDA was $4.6 million in the period as compared to $(8.3) million, a $12.9 million improvement over the prior-year period.

(f) Insider buying

- Voce Capital's founder Daniel Plants has been a director of the company since 2015 and became the chairman of the board in 2016.
- In May 2021, Mr. Plants acquired $19.6 million worth of shares @ $29.5 per share. Ownership: 6.8%

Radius Global Infrastructure, Inc. (RADI): Insider buying

Market Cap: $857 million | Radius Global Infrastructure, Inc., is a multinational owner of a growing, diversified portfolio of primarily triple net rental streams from wireless operators and tower companies for properties underlying their mission critical digital infrastructure.

Third Point: 8.6%

I. Insider buying

- In May 2021, Centerbridge (14.6%) acquired $12.9 million worth of shares in the company. Centerbridge Partners has a representative on the board.
- In May 2021, DKLDO (13.7%) acquired $12.9 million worth of shares in the company.

Notable shareholder

- Third Point LLC holds 8.6% voting rights in the company.

II. What we like:

- Rental income: APW Group is one of the largest international aggregators of rental streams underlying wireless sites through the acquisition of wireless telecom real property interests and contractual rights.
- Low churn rate/high switching cost: The company's historically churn as a percentage of revenue ranged from 1% to 2% during FY 2020 and FY 2019. This is primarily due to the significant network challenges and expenses incurred by owners of wireless communications towers and antennae in connection with the relocation of these infrastructure assets to alternative sites.
- Low-risk triple-net lease accounts for 85% revenue: Assets with triple-net lease arrangements represented 85% of revenue for the year 2020. Under triple-net lease arrangements, tenants or the underlying property owners are contractually responsible for property-level operating expenses, including taxes, utilities, maintenance capital and operating expenditures, and insurance. Triple-net lease arrangements support a stable, consistent, and predictable cash flow. APW's triple-net leases are typically low risk.
- First mover: The APW Group (the company's subsidiary) was established as a US cell site lease aggregator in 2010 and holds assets in a total of 18 jurisdictions in addition to the US. The company believes that the APW Group is a "first mover" in many of these jurisdictions.
- Strong revenue growth
  - The company's revenue has been growing at a CAGR of 27%, from 2014-2019.
  - Revenue increased 25% to $69.8 million for the year 2020 compared to revenue of $55.7 million in 2019.
  - Revenue increased 42% to $22.2 million for the three months ended March 31, 2021 compared to revenue of $15.6 million for the three months ended March 31, 2020.

Comment

Revenue: $83 million
EV: $1.7 billion
Valuation -EV/Revenue: 21X

LSI Industries Inc. (LYTS): Acquisition

Market Cap: $233 million | LSI Industries Inc. is a leading producer of high-performance, American-made lighting solutions.

Major shareholders
Kennedy Capital: 9.3% | Blackrock: 8.3% | Royce & Associates: 7.9% | Accretive Capital: 7.2% | Dimensional: 6.4% | Vanguard: 5.2%

Basic:

- The lighting services segment (68%) manufactures lighting solutions for outdoor buildings and infrastructures and for indoor buildings.
- The graphics segment (32%) manufactures structural graphics and signage systems for gas stations, automotive dealerships, restaurants, grocery stores, pharmacies, and retailers.

What we like:

i) Acquisition of JSI Store Fixtures ("JSI")

- On May 24, 2021, the company acquired JSI Store Fixtures for $90 million by using the existing cash balance and raising debt.
- JSI is a provider of retail, commercial display solutions throughout North America. For more than 30 years, JSI has supplied major supermarket, convenience, and specialty store chains with branded display solutions.
- Revenue: $70 million; adjusted EBITDA: $10 million.

(ii) Improving margin and strong free cash flow

- Even though the company's revenue has been declining since 2019 due to continued competitiveness and COVID disruption, the company's gross profit as a percentage of sales reflects the progress in transitioning toward a higher-value sales mix, cost savings from the closure of the New Windsor facility.
- In FY2020, the company's adjusted free cash flow was $27 million.
- The company's free cash flow for the nine months ended March 31, 2021, was $23.1million.

iii) Debt

- The company reduces its total debt from $49.6 million in 2017 to $10.7 million in 2020.
- Since the company acquired JSI by raising debt, the company announced that it intends to significantly reduce net leverage within the next two years

iv) Sign of recovery and projection

- Revenue growth in the recent quarter: For the three months ended March 31, 2021, net sales were $72.2 million, a growth of 2% versus the prior year.
- Projection - $500mm revenue by 2025: It is to be noted that the company claims that with this acquisition, the company is on pace to achieve $500 million revenue and $50 million adjusted EBITDA by 2025.

JSI Acquisition Provides Compelling Growth Platform

LSI will Become a Higher-Growth, Higher-Margin, Less Cyclical Business

	LSI	JSI	LSI + JSI
Facilities	7	4	11
Employees	~1,100	~300	~1,400
Annual Revenue(1)	~$306 million	~$70 million	~$376 million
Annual Adj. EBITDA(1)	~$15 million	~$10 million	~$25 million
TTM Adj. EBITDA Margin(1)	~5%	~14%	~7%

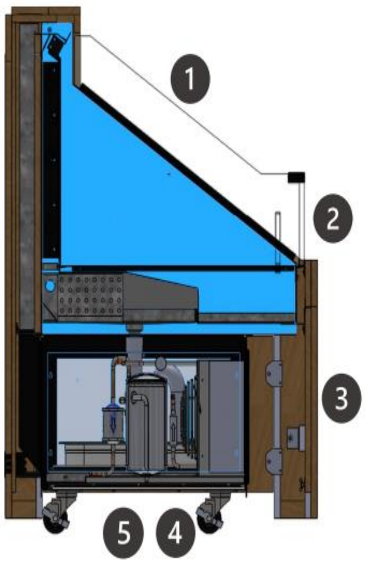
(1) Reflects LSI fiscal 2020 financial performance; JSI calendar 2020 financial performance

JSI is the Industry's Only "Bundled Solution" Provider

Technically Advanced, Aesthetically-Designed Food Equipment

Technically-Advanced Refrigeration Capabilities + Complete Merchandising Solutions

1	Manufacturing capabilities in both self-contained and remote refrigeration
2	Maintains critical temperature at a variety of custom settings
3	Customer finish options such as wrapped in wood to match "farm-to-table" look
4	Easy maintenance for service technicians
5	Highly reliable componentry abiding by all regulatory requirements



1. Compatibility with protection accessories
2. Ability to customize stains and finishes to enable the same look across entire store
3. Ability to cross-merchandise
4. Ability to bundle refrigerated and non-refrigerated food equipment

"One-Stop" Bundled Food Equipment Solutions Represent 80% of JSI's Annual Sales

AMMO acquired a high-margin online portal (firearms) with over 6 million users.

Market Cap: $756 million | AMMO designs and manufactures products for a variety of aptitudes, including law enforcement, military, sport shooting and self-defense.

Major shareholders
Urvan Steve (CEO - Gunbroker.com): 26.6% | Hood River: 7.8% | Jagemann Stamping: 5.4% | Zeke Capital: 4.8%

|ACQUISITON

I. Basics

- The company's sales increased from $1.2 million in FY 2017 to $40 million in LTM Dec 2020.
- The company's "Standard Ammunition" segment is driving sales growth. In the recent nine months ended December 2020, this segment's revenue grew to $23 million compared to $2.2 million in the comparable nine months ended December 2019.

II. $240mm Gunbroker.com acquisition

In May 2021, the company completed the acquisition of GunBroker.com for $240 million.

- Gunbroker.com is the world's leading online marketplace for the legal sale of firearms, ammunition, and accessories with over 6.0 million registered users.
- GunBroker.com's estimated 2020 revenue of approximately $59 million, over $40.4 million of EBITDA, positive net income and strong free cash flow.
- High margin business: The company generates roughly 90% of revenue from auction business, which generates revenue from listing fees and fees based on a percentage of the final selling price of the listed item.
- Purchase price: Approx. $240 million; EV/EBITDA: 6X.

Significant 13D summary

Multiple activists—Lionbridge, Robotti, and Engine Capital—seek support for their nominees at CIM Commercial Trust Corp

Market Cap: $178 million | CIM Commercial is a real estate investment trust that primarily acquires, owns, and operates Class A and creative office assets in vibrant and improving metropolitan communities throughout the United States.

Background:

Lionbridge Capital and Robotti Advisors

- On January 13, 2021, Lionbridge Capital and Robotti Advisors (together 3.16%) issued a press release announcing the nomination of six candidates for election to the Board at the company's 2021 AGM. They expressed their concerns that the Board may be favoring the interests of the company's external operator and administrative services provider to the detriment of the stockholders. As indicated in the letter, Lionbridge Capital and Robotti Advisors anticipate that a newly constituted board would undertake a strategic review of the company exploring all options, including a sale for cash and/or a mix of cash and securities of another publicly traded company, or, if appropriate, an orderly liquidation of CMCT's assets. Source

- On March 15, 2021, Lionbridge Capital and Robotti Advisors (together 5%) issued an open letter to the board urging them to explore strategic alternatives including, but not limited to, an orderly sale of the company's assets or another transaction that reflects CMCT's substantial underlying value. Also, they stated their belief that their nominees will fairly and objectively help consider all such strategic alternatives.

Engine Capital

- On May 18, 2020, Engine Capital disclosed 6.2% and sent a letter to the Board expressing its concerns as well as highlighted potential opportunities for the company to maximize stockholder value. Engine Capital expressed its concerns that the Board may be favoring the interests of the company's external operator and administrative services provider to the detriment of the stockholders. Given the significant discount to net asset value that the shares trade, Engine Capital called on the Board to immediately stop any plans to raise equity at this point in time, and expressed its belief that a liquidation or a sale represents the best risk-adjusted path forward for stockholders.

- On December 11, 2020, Engine Capital issued a press release announcing the nomination of six independent candidates for election to the Board at the 2021 annual meeting of stockholders.

Update:
On May 25, 2021, Lionbridge Capital and Robotti Advisors filed proxy materials seeking support for their nominees.

Starboard demands inspection of books and records of Box

Market Cap: $3.7 billion | Box, Inc. provides a cloud content management platform that enables organizations of various sizes to manage and share their content from anywhere or any device.

Background:

- On March 22, 2020, Starboard Value (7.7%) entered into an agreement with the company. Pursuant to the terms of the agreement, the company agreed to add three new independent directors to the board.

Update:

- On May 3, 2021, Starboard (7.7%) delivered an open letter expressing its frustration with the poor financial performance.
- On May 10, 2021, Starboard delivered a letter to the company nominating four candidates for election to the board at the 2021 AGM. The letter highlighted the company's significant valuation discount to peers due to years of missed expectations, poor results, and generally poor governance.
- On May 20, 2021, Starboard (8%) submitted a books and records request regarding potential mismanagement and/or malfeasance by the management and/or members of the board and potential breaches of fiduciary duties by certain members of the board in connection with the company's review of strategic options. Source

Legion Partners issued a presentation on OneSpan
Market Cap: $1 billion | OneSpan Inc., together with its subsidiaries, designs, develops, and markets digital solutions for identity, security, and business productivity worldwide.

Background:

- Legion Partners Asset Management has been an active shareholder of Onespan since 2018. On August 18, 2020, Legion Partners issued a press release that included a public letter to the board highlighting the need for change to the company's strategy.

Valuation Insight

> Average ARR growth for OSPN's direct software peers is 43%, resulting in an average EV / ARR of 25.1x. Given OneSpan ARR is growing roughly 30% per annum, we conservatively utilized a discounted 13.5x EV / ARR in our valuation analysis below to imply a fair value of OneSpan shares at roughly $42 per share, or nearly 120% higher than current level.

- In February 2021, Legion Partners Holdings (6.83%) delivered a letter to the company nominating a slate of four candidates for election to the Board at the 2021 AGM.

Update

- On May 3, 2021, Legion Partners (6.9%) delivered a letter to the shareholders stating its belief that the board's recent changes would not have occurred without Legion's active engagement.

> Valuation insight
>
> "We believe the high-growth and high-margin profile of OneSpan's Software business remains underappreciated given the Company's confusing disclosures, thus contributing to OSPN's discounted valuation. Furthermore, only two out of the Company's five sell-side analysts utilize a sum-of-the-parts approach and have price targets ranging from $38 to $39 per share."

- On May 17, 2021, the Investor Group issued an investor presentation expressing its concerns and seeking support for its nominees.

- On May 18, 2021, the Investor Group issued an investor presentation highlighting the immediate need for new independent and qualified directors at OneSpan.

- On May 24, 2021, the Investor Group issued an investor presentation, "Protect OneSpan."

Legion Public Campaign Actions	OneSpan Board Reaction
In August 2020, Legion publishes a letter demanding Founder and Former Chairman & CEO T. Kendall "Ken" Hunt resign from the Board immediately after selling significant stock one day prior to the Company announcing a revenue miss and pulling full year guidance.	In September 2020, Mr. Hunt announces his "retirement."
In the August 2020 letter, Legion calls for a strategic review of the Hardware and eSignature businesses, as well as the whole Company.	In September 2020, the Board forms a Finance & Strategy Committee. In December 2020, the Board hires an investment bank to run a strategic review of the eSignature business which supposedly failed to produce any "adequate" offers.
In January 2021, Legion requests OneSpan's director questionnaire ahead of publicly nominating candidates.	In February 2021, Director Michael Cullinane, a 23-year veteran on the Board, discloses his "retirement" at the upcoming Annual Meeting.

Roumell Asset Management delivered a letter to Enzo Biochem

Market Cap: $139 million | Enzo Biochem (ENZ) is a pioneer in molecular diagnostics.

Background:

- Harbert Discovery Fund: In February 2020, Harbert Discovery Fund secured two board seats after winning a proxy campaign. In September 2020, the fund called for the immediate resignation of the CEO after two of Harbert's nominees resigned abruptly. In January 2021, Harbert Discovery Fund opposed the re-election of Dr. Rabbani and the company's other nominees.
- In November 2020, in a surprising move, Roumell Asset Management nominated two director candidates for election to the board at the 2021 AGM. The company rejected the nomination letter.
- The company announced that Dr. Rabbani did not receive a majority of the votes cast and tendered his resignation to the board. Subsequently, the board rejected the resignation of Dr. Rabbani.
- On March 16, 2021 Harbert Discovery Fund (10.73%) sent a letter to the Board calling on them to pursue strategic alternatives and enter into discussions with potential acquirers. The letter also expressed disappointment in the Board's apparent decision to not accept Dr. Rabbani's resignation.

Update:

On May 5, 2021, RAM delivered a letter to the non-executive independent directors of the company, stating his belief that by refusing to accept the resignation of Dr. Elazar Rabbani, the members of the board acted against the will of the shareholders. Moreover, the fund also urged the company to provide updates on the several initiatives, including hiring executive search firm Korn Ferry to identify CEO candidates, hiring Gary M. Huff (former CEO of LabCorp) as the board's strategic consultant, and hiring a financial advisor to evaluate strategic alternatives.

Eriksen Capital Management expressed its concerns on Nocopi Technologies

Market Cap: $9 million | Nocopi Technologies, Inc. develops and distributes document security products in the United States and internationally.

On May 6, 2021, Eriksen Capital Management (7.1%) stated its belief that the company should practice good governance. Eriksen stated, "According to SEC filings, Nocopi has not held an annual meeting since 1999. It appears that other than the CEO over twenty years ago, none of its directors have ever been approved by shareholders. The share price is roughly the same as it was when the current CEO took over more than twenty years ago. In 2018, a shareholder group representing 20% of the shares of the company filed a 13D noting many of these same concerns. Instead of holding an annual meeting,

the company responded by changing its bylaws in order to make it incredibly difficult for shareholders to nominate directors. We find this kind of behavior unacceptable."
Source

Shareholders elect all Delek director nominees at 2021 annual meeting
Market Cap: $1.6 billion | Delek US Holdings, Inc. engages in the integrated downstream energy business in the US.

Background:

- On March 19, 2020, Carl Icahn disclosed a 14.86% stake and expressed its belief that the company could present an excellent synergistic acquisition opportunity for CVI's petroleum segment.
- On January 14, 2021, Carl Icahn (on behalf of CVR Energy, Inc.) delivered a letter to the Chairman of the Board stating his belief that the company desperately needs new strategic direction, and he would like to work collaboratively with the company to replace three nominees at Delek's upcoming 2021 AGM with three independent nominees proposed by CVR.
- On February 2, 2021, Carl Icahn (on behalf of CVR Energy, Inc.) notified the company that he intends to nominate and seek to elect three individuals to the board at the 2021 AGM.
- On March 24, 2021, Carl Icahn (on behalf of CVR Energy, Inc) sent a letter to the company demanding the right to inspect certain books and records of the company.
- On April 8, 2021, CVR Energy filed a complaint in the Court of Chancery of the State of Delaware seeking that the court permit them to inspect the books and records of Delek and grant other relief, including reasonable attorneys' fees and costs incurred in connection with the action.
- On April 26, 2021, the company announced that ISS and Glass Lewis recommended shareholders to vote "FOR" ALL the company's director nominees on the WHITE proxy card in connection with the company's 2021 AGM.

Update:

At the AGM held on May 6, 2021, Delek shareholders voted to elect all eight of its director nominees to the board.

Morris C. Laster nominates director candidates to Scopus BioPharma

Market cap: $81 million| Scopus BioPharma Inc., a biopharmaceutical company, focuses on developing transformational therapeutics targeting serious diseases.

On May 9, 2021, Dr. Laster (40.1%) submitted nominations for Mr. Mordechai Saar Hacham and Joshua Levine for election to the board at the 2021 AGM. On May 10, 2021, Dr.

Laster agreed to vote his shares with respect to the election of Mr. Hacham and Levine to the board of directors. Source

Background of Dr. Morris C. Laster

A co-founder of the company, Morris C. Laster, M.D., previously provided executive services to the company pursuant to a management services agreement with Clil Medical Ltd., an affiliate of Dr. Laster, or Clil MSA. The Clil MSA was terminated in June 2020. Concurrently, Dr. Laster resigned as Co-Chairman and a director, but continued to serve in various capacities for the company and its subsidiaries. In each of March and April 2021, Dr. Laster submitted resignations referencing various positions with the company and its subsidiaries

Dr. Laster learned on February 16, 2021 that the company's transfer agent's records indicate a significantly smaller holding of shares by Dr. Laster. Having endeavored, without success, and after multiple unanswered requests to the company, to address this issue, Dr. Laster initiated litigation against the company in the Delaware Court of Chancery for unlawful conversion.

Dr. Laster has determined to vote against the future election of members of the current Board of Directors.

Catamount Strategic Advisors initiates active stake in Yatra Online; Maguire Asset Management increases its stake

Market cap: $124 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:

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.

Update

- On May 13, 2021, Maguire Asset Management increased its stake to 7.4%.
- 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

Custodian Ventures nominates director candidates to My Size, Inc

Market Cap: $15 million | My Size, Inc. develops and commercializes mobile device measurement solutions for e-commerce fashion/apparel, shipping/parcel, and do it yourself industries in Israel.

On May 12, 2021, Custodian Ventures (9.99%) delivered a letter to the company nominating a slate of four candidates for election to the board at the 2021 AGM.

VA Partners initiates discussions with Insight Enterprises

Market Cap: $3.5 billion | Insight Enterprises, Inc. provides information technology hardware, software, and services solutions in the United States, Canada, Europe, the Middle East, Africa, and the Asia-Pacific.

On May 17, 2021, VA Partners (6.5%) stated that it had, and anticipates having, further discussions with officers and directors of the company regarding the business of the company, management, board composition (which includes whether it makes sense for a VA Partners employees to be on the board), investor communications, operations, capital allocation, dividend policy, financial condition, mergers and acquisitions strategy, overall business strategy, executive compensation, and corporate governance. Source

Chairman of Lawson Products submitted a proposal to Lawson Products Board regarding the potential combination of Lawson Products with certain portfolio companies of LKCM Headwater Investments

Market Cap: $506 million | Lawson Products, Inc. is a distributor of products and services the industrial, commercial, institutional and government maintenance, repair and operations (MRO) market.

Background

In March 2017, J. Bryan King, King Luther Capital Management, secured a board seat. In March 2019, he was appointed as chairman of the board. Additionally, Mark F. Moon and Charles D. Hale (representatives of King Luther Capital Management) were appointed to the board.

Update:

On May 16, 2021, J. Bryan King, CFA, chairman of the board and managing partner of King Luther Capital Management (47.9%) Headwater Investments, submitted a proposal to the board regarding a potential combination transaction with certain portfolio companies of LKCM Headwater Investments and its affiliates.

Lee Enterprises denies the addition of Cannell Capital's representative to the board; Cannell Capital increases its stake

Market Cap: $159 million | Lee Enterprises, Incorporated provides local news and information, and advertising services in the United States.

Background

Past
On December 27, 2018, Cannell Capital disclosed 4.22% expressing its disappointment with the performance of the company and stated that it reserves all rights to take action to enhance value for all shareholders. To this end, it has identified six qualified directors, three of whom are considering consent for inclusion officially as candidates. At the AGM held on February 20, 2019, all the incumbent directors were re-elected to the board.

Recent
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 the appointment of this new member of the board 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

Update:

On May 17, 2021, Cannell Capital increased its stake to 9.9%.

Carlson Capital reaches agreement with SWK Holdings Corp: Notable settlement agreement; Cannell Capital delivers a letter to SWK Holdings Corp

Market Cap: $341 million | NN, Inc., a diversified industrial company, designs and manufactures high-precision components and assemblies in the United States, Europe, Asia, Canada, Mexico, South America, and internationally.

- Carlson Capital – Strategic review committee: On May 17, 2021, the company announced that its board and Carlson Capital (71.1%) have jointly agreed that the board will form a strategic review committee to identify, review and explore strategic alternatives for the company with a view to maximizing stockholder value. In connection with this decision, the board has agreed to immediately appoint Mr. Marcus Pennington, a director at Carlson Capital, to serve as a member of the board and to nominate Mr. Pennington for election at the 2021 AGM. Mr. Pennington will serve as the chairman of the Strategic Review Committee. The company has also committed to Carlson Capital that, if requested by Carlson Capital prior to the 2022 AGM, the board will promptly appoint an additional non-executive, independent director, to be mutually agreed between the board and Carlson Capital, to serve as a member of the board. Source

- Cannell Capital: On May 26, 2021, Cannell Capital (5.87%) delivered a letter to the company in response to the letter dated May 25, 2021, replying to Cannell's May 12, 2021 request to buy up to 51% of the common stock of SWK Holdings Corporation. Kindly click here to read the letter.

Cannell Capital seeks board seat in Spark Networks

M.Cap: $134 million | Spark Networks, Inc. (Spark) is engaged in creating brands and communities that help individuals make life-long relationships with others that share their interests and values.

Background:

On April 21, 2021, Cannell Capital (5.66%) announced that it enjoyed a telephone call with the company's Chairman David Khalil during which it demanded the addition of a new member, Charles M. Gillman, to the Board of Directors. Source

Update:

On May 24, 2021, Cannell Capital (6.11%) added Gus D. Halas and Michael Margolies in addition to Chuck Gilman to its request to replace incumbent board members. It argued that there is, and remains, a large gap between the market and economic value of the company. It is further the opinion of Cannell Capital, regrettably, that its current board and management are neither (i) capable of closing this gap with appropriate alacrity; and (ii) do not seem to know that they don't know this. On May 13, 2021, Save Spark Networks created the website https://savesparknetworks.com/. Source

Harbert Fund Advisors demand Global Indemnity Group repurchase shares

Market Cap: $438 million | Global Indemnity Group (NASDAQ: GBLI) provides both admitted and non-admitted specialty property and specialty casualty insurance coverages and individual policyholder coverages in the United States.

Background

On November 6, 2020, Harbert Fund Advisors disclosed a 5.6% active stake in the company and stated that it had and anticipates having further conversations with members of the management and the board regarding possible ways to enhance shareholder value. On December 22, 2020, Harbert Fund Advisors increased its stake to 7.8%.

Update:

On May 19, 2021, Harbert Fund Advisors (8.1%) sent a letter (refer, "Exhibit C") to the chairman of the board stating that roughly $250 million of cash and investments, or $17.33 per share, is held at the parent LLC, free to be distributed to shareholders with minimal impact on the insurance operations or long-term growth potential. It stated its belief that excess capital should be immediately returned to shareholders through a special dividend and/or share repurchase. It also expressed its concerns regarding the redomestication scheme, which seems to benefit shareholders, but in contrast, shareholders have suffered from forced selling by index funds and the significant fees to complete the scheme, including $10 million to Fox Paine and $2 million to Director Hurwitz. Harbert Fund urges that the board should immediately return the excess capital that was freed up as part of the redomestication scheme or provide transparency into its intended use.

> Valuation insight:
> Based on peer multiples, we believe the operating subsidiary should be worth roughly 1.5x book value. However, the $250 million of excess capital weighs on the earnings power of the business, obfuscating the intrinsic value. After a substantial return of capital, we expect the true earnings power of the business would be clear. That, coupled with the ongoing $1.00 per share dividend should support a peer multiple closer to 1.5x book value. For these reasons and others, returning the excess capital could result in 114% upside for shareholders, almost immediately.

Genesco adds three new directors; Legion Partners solicit proxies to elect four nominees to the board

Market Cap: $815 million| Genesco Inc. is a retailer and wholesaler of footwear, apparel and accessories.

Background:

- In April 2018, Legion Partners Asset Management secured two board seats.
- On April 12, 2021, Legion Partners Holdings (5.6%) delivered a letter to the company nominating a slate of seven candidates for election to the Board at the 2021 AGM.
  > Valuation insight
  > Legion Partners believes that if its nominees are elected and its strategic plan is fully implemented, Genesco can produce $7.50 in earnings per share by fiscal 2023 and see its stock double from current levels. In its view, this level of earnings is possible by achieving a 6% operating income margin, monetizing non-core assets and implementing a prudent capital allocation framework that contemplates organic investments and share repurchases.
- On April 20, 2021, Ms. Ross notified Legion Partners to withdraw her candidacy as a nominee for election at the AGM for personal reasons. Subsequently, Legion Partners nominated Mr. McCarthy as a nominee for the board for election at the AGM. Source

Update:

- On May 21, 2021, the company announced the appointments of three new independent directors: former chairman and CEO of Deckers Brands, Angel Martinez; chief financial officer of Valvoline Inc. and former chief financial officer of DSW Inc., Mary Meixelsperger; and former chief executive officer of Tractor Supply Company, Greg Sandfort, to the Genesco Board.

- On May 24, 2021, Legion Partners (5.9%) announced that in light of the partial refresh of the board, it notified the company of the withdrawal of three candidates and continues to solicit proxies to elect four nominees to the board. Source

Rosenbaum initiates discussion and demands board representation in CytoDyn

M.Cap: $1.3 billion | CytoDyn Inc. operates as a late-stage biotechnology company.

On May 24, 2021, Paul A. Rosenbaum, together with other individual investors ("investor group"), stated that they intend to have discussions with the management and board regarding shareholder value, operational failures, performance, management, and underperformance relative to its peers and Rosenbaum's lack of confidence in management. Rosenbaum may seek stockholder representation on the board, as appropriate, including but not limited to the initiation of a proxy contest at the 2021 AGM.

David Hall, Founder of Velodyne Lidar, called for the ouster of two board members

Market Cap: $1.9 billion | Velodyne Lidar, Inc. (Revenue: $97 million) develops and produces lidar sensors for use in industrial, 3D mapping, drones, and auto applications.

Background:

- On February 12, 2021, David S. Hall (58.4%), founder and executive chairman of the board, delivered a letter to the company nominating Eric Singer, managing member of VIEX Capital Advisors, for election to the board at the 2021 AGM. Source
- On February 19, 2021, upon the recommendation of the Audit Committee of the Board following its completion of an investigation into conduct by David Hall and Marta Hall, the Board removed David Hall as Chairman of the Board and terminated Marta Hall's employment as Chief Marketing Officer of the Company. Source
- On March 2, 2021, David S. Hall (58.4%) resigned as a director of the company, stating that he felt marginalized in the boardroom and did not believe his input has been respected by the other members of the board. Source
- On March 10, 2021, David S. Hall (54.7%) issued a letter to the board stating that he resigned from the board because he had numerous concerns about the strategic direction and current leadership of Velodyne Lidar. He stated his belief that the board has fostered an anti-stockholder culture and that Velodyne Lidar's corporate governance is broken. Perhaps most unsettling was the board's decision to rubberstamp an increased compensation package for Mr. Gopalan despite the company releasing weak Q4 2020 earnings and missing year-end forecasts.

Update:
On May 25, 2021, David S. Hall believes that the company will benefit from the replacement of directors Michael Dee, Christopher Thomas, and others. Hall accuses the board

of making several questionable moves in recent months, including the CEO's compensation. Source

> David Hall is the founder of the Issuer, and served as its Chief Executive Officer from the time of its founding up until 2020. Under Mr. Hall's leadership, the Issuer was at the forefront of lidar technology invention and innovation, including selling lidar for automotive purposes. Mr. Hall reinvented the Velodyne Acoustics business and in 2016 officially created Velodyne Lidar Inc. He led the lidar company through high growth to total revenue of approximately $426 million between 2017 and 2019 and market share of 70% within the lidar market.

Glass Lewis and ISS opined their recommendations regarding the upcoming AGM at Stratus Properties

Market Cap: $215 million | Stratus Properties, Inc. (STRS) engages in the acquisition, development, management, and sale of commercial, and multi-and single-family residential real estate properties primarily in Austin, Texas.

Background:

- On January 5, 2021, Oasis Management (13.7%) disclosed that on December 31, 2020, it submitted to the company a formal notice of its intent to: (i) present a non-binding advisory proposal to increase the size of the board by one and appoint Laurie L. Dotter to fill the newly-created vacancy, and (ii) nominate two individuals, Ms. Benson and Jaime Eugenio De La Garza Diaz, for election to the board at the 2021 AGM.

- On March 1, 2021, Oasis Management (13.5%) released an investor presentation recommending changes at the company. In its presentation, Oasis Management opposes REIT exploration as it halts asset disposals and associated shareholder returns through at least 2027. Furthermore, contrary to the Company's claims, it is not apparent that a REIT structure will create value for Stratus' shareholders when considering Stratus' size, asset mix, cashflow profile and other characteristics.

Update

- On May 6, 2021, Oasis Management gave a presentation to ISS regarding Stratus Properties.

- On May 21, 2021, ISS recommended that shareholders elect Lorrie Dotter, one of Oasis' nominees, to the board. Source

- On May 26, 2021, Glass Lewis recommended that shareholders vote **"FOR"** both of Stratus' director nominees, Jim Leslie and Neville Rhone, Jr., and **"FOR"** the shareholder proposal to appoint an additional shareholder-recommended director, Laurie Dotter, to the board. Source

VIEX issued an investor presentation on KVH Industries

Market Cap: $265 million | KVH Industries, Inc. designs, develops, manufactures, and markets mobile connectivity products and services for the marine and land mobile markets in the United States and internationally.

Background:

(a) Vintage Capital: In February 2020, Vintage Capital (9.4%) nominated two Board candidates and within two months, Vintage Capital Management secured a Board seat.

(b) VIEX Capital

- On March 4, 2021, VIEX Capital (3.4%) nominates two candidates for election as Class I Directors to the Board at the upcoming 2021 AGM. It stated that it was deeply concerned by the company's inadequate corporate governance, stale incumbent board, and poor stock price performance. Source
- On April 18, 2021, Messrs. Radoff (1.4%) and Shaper (less than 1%) joined VIEX's "group, for the purpose of seeking the election of the nominees to the Board at the 2021 AGM.

Update:

- On May 4, 2021, Potomac Capital Management (2.3%) joined VIEX's "group" for the purpose of seeking the election of the nominees to the board at the 2021 AGM. (Source)
- On May 27, 2021, VIEX issued an investor presentation on the company titled, "The need for stockholder-driven change."

| Stake increase/decrease

Trian Fund Management increased its stake after initiating discussions with 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 and stated that it intends to further discuss with the board and/or management and may encourage the company to explore certain strategic combinations. Source

Update:

On May 19, 2021, Trian Fund Management increased its stake to 11.99%.

Kanen Wealth Management/ Philotimo fund increased its stake in Build-A-Bear Workshop

Market Cap: $131 million | Build-A-Bear Workshop, Inc. operates as a specialty retailer of plush animals and related products. It operates in three segments: Retail, International Franchising, and Commercial.

Background:
In July 2019, Kanen Wealth Management/Philotimo fund (9.7%) entered into a cooperation agreement with the company and secured a board seat. In September 2020, the fund's representative resigned from the board, and the fund reduced the stake to less than 5%.

Update
In March 2021, Kanen Wealth Management increased its stake to 5.13%, and on May 3, 2021, the fund increased its stake to 6.32%.

| Settlement agreement & proxy outcome

Starboard reaches agreement with eHealth

Market Cap: $1.7 billion | eHealth, Inc. provides a private online source of health insurance for individuals, families and small businesses.

Hudson Executive secures a board seat

- On February 19, 2021, Hudson Executive Capital disclosed a 5.8% active stake in the company.
- On March 11, 2021, the company announced that it had reached an agreement with Hudson Executive Capital to immediately appoint one new director and to engage in a process to mutually agree upon a second director in the next 45 days. Hudson Executive Capital holds 5.87% of eHealth, which is the 5th position in its portfolio. The average purchase cost is $63 per share.

Starboard secures a board seat

- On March 11, 2021, Starboard (6.9%) delivered a letter to the company nominating a slate of four director candidates for election to the board at the 2021 AGM.
- On May 12, 2021, Starboard entered into an agreement with the company and secured a board seat.

Alkermes announces agreement with Sarissa Capital

Market Cap: $3.5 billion | Alkermes plc, a biopharmaceutical company, researches, develops, and commercializes pharmaceutical products to address unmet medical needs of patients in various therapeutic areas in the United States, Ireland, and internationally.

On May 10, 2021, Sarissa Capital (5.9%) disclosed that in December 2020, it nominated a director candidate for election to the board at the 2021 AGM. On April 29, 2021, Sarissa Capital reached an agreement with the company and secured the right to designate a director to the board. Sarissa Capital stated its belief that the company has attractive and underappreciated assets that can drive meaningful value creation. Source

Robotti Robert reaches an agreement with Tidewater and secures a board seat

Market Cap: $525 million | Tidewater Inc. provides offshore marine support and transportation services to the offshore energy industry through the operation of a fleet of marine service vessels worldwide.

Background:

- In October 2019, Robotti Robert (6.1%) sent a letter to the Board urging them to find a strategic partner for the company with which to consolidate.
- In February 2020, Robotti Robert commend the Board for its dramatic actions in the second half of 2019, including, hiring a new CEO, plan to repurchase $125 million of its debt and various other improvements to corporate governance. Subsequently, in June 2020, he sent a another letter where he advocated a prompt merger and advised the company to weigh the current benefits of an immediate merger with the potential future benefits of preserving the tax benefits.
- On March 9, 2021, Ravenswood Investment Company/ Robotti Robert nominated three three candidates for election to the board at the upcoming 2021 AGM.

Update:
On May 3, 2021, Ravenswood Investment Company/Robotti Robert entered into a cooperation agreement with the company and secured a board seat.

Immediately after entering into a settlement agreement, Stephen Fleming exits Bank of Marin Bancorp

Market cap: $461 million | Bank of Marin Bancorp operates as the holding company for Bank of Marin that provides a range of financial services primarily to professionals, small and middle-market businesses, individuals, and not-for-profit organizations in San Francisco Bay Area, California in the United States.

Background:

- On April 5, 2021, Stephen Fleming, Co-Trustee of the Jon S. Kelly Administrative Trust (8.2%) delivered a letter to the company nominating Sanjiv Sanghvi for election to the Board at the 2021 AGM. Sanjiv Sanghvi is a retired banking executive with over 30 years of experience in the banking industry. Mr. Sanghvi currently serves as a director on the Board of Advisors of Harris Freeman & Company Inc., the largest private label packer of tea in the United States and a global resource for tea, spices and flexible packaging. Source

- On April 26, 2021, Stephen Fleming delivered a supplement to its Nomination Notice to the company nominating Peter Luchetti (the "additional nominee") for election to the Board at the 2021 AGM. Source

Update:

- On May 10, 2021, Jon S. Kelly Administrative Trust and the company entered into an agreement under which Sanjiv Sanghvi was added to the board.

- On May 10, 2021, Stephen Fleming sold his entire stake in the company.

Corre Partners Management reaches a cooperation agreement with NN Inc.

Market Cap: $341 million | NN, Inc., a diversified industrial company, designs and manufactures high-precision components and assemblies in the United States, Europe, Asia, Canada, Mexico, South America, and internationally.

Background

On February 25, 2019, Legion Partners (8.02%) and the company entered into a cooperation agreement , and pursuant to it, the company increased the size of its board by two and immediately appointed two new directors to the board. Additionally, the company announced that it would approve and recommend amendments to its Restated Certificate of Incorporation to implement the company's transition to annual elections for directors. Later classes will also stand for one-year terms at subsequent annual meetings, and the board will be fully declassified by the 2021 Annual Meeting. Source

Update:

On May 13, 2021, Corre Partners Management (9.99%) entered into a cooperation agreement and secured a board seat.

BLR Partners/Fondren Management reaches agreement with Harte Hanks

Market Cap: $35 million | Harte Hanks, Inc. is a multi-channel marketing company.

Past

- In January 2018, BLR Partners/Fondren Management demanded that the company take immediate action to enhance its corporate governance, which includes the immediate need for a new chairman; the immediate need for a significant refreshing of the board, specifically targeting overtenured board members; declassification of the board; the ability of shareholders owning 10% or more to call special meetings; and other matters that would involve the company conforming to best practices of corporate governance. Source

- In February 2018, BLR Partners/Fondren Management demanded that the chairman resign and that the board be meaningfully reconstituted. Source

Recent

- On April 29, 2021, BLR Partners/Fondren Management (9.9%) stated that it intends to nominate one or more nominees for election to the board at the upcoming AGM. Source

- On May 14, 2021, BLR Partners/Fondren Management entered into a cooperation agreement with the company and secured a board seat (Mr. Radoff).

Engine No. 1 wins three board seats in Exxon Mobile Corp's board

Market Cap: $257 billion | Exxon Mobil Corporation (XOM) explores for and produces crude oil and natural gas in the United States, Canada/Other Americas, Europe, Africa, Asia, and Australia/Oceania.

Background:

- On December 7, 2020, Engine No. 1, LLC issued a press release announcing its intention to nominate four director candidates to the board in connection with the 2021 AGM. The California State Teachers' Retirement System (CalSTRS) announced its support for Engine No. 1's director candidates. In its letter, Engine No. 1 outlined the case for much-needed change at ExxonMobil and a proposed path forward to protect and enhance long-term value for the company's shareholders.

- On January 27, 2021, Engine No.1 formally nominated four director candidates to the board in connection with the 2021 AGM. Additional information may be found at www.ReenergizeXOM.com.

- On March 3, 2021, Engine No. 1 LLC released a white paper by a leading energy market and policy expert analyzing the risks and opportunities facing ExxonMobil in a rapidly changing industry. This analysis details an evolving industry that requires significant long-term business model innovation to enhance and protect shareholder value, which contrasts sharply with the outlook set forth by ExxonMobil in its presentation to investors today. Engine No. 1 believes this analysis underscores the need for new Board members with successful and transformative energy industry experience who can help position ExxonMobil better for today and tomorrow. Source

- On April 27, 2021, Engine No. 1 LLC stated that leading pension funds CalPERS, CalSTRS, and New York State Common support Engine No. 1's campaign to reenergize ExxonMobil by Voting the WHITE Proxy Card "FOR ALL" ofEngine No. 1's director candidates.

Update:

- On May 12, 2021, Governance advisor Pensions & Investment Research Consultants (PIRC) recommended shareholders vote in favor of four hedge fund nominees.
- On May 14, 2021, ISS and Glass Lewis recommend that shareholders vote the WHITE proxy card "FOR" the election of Engine No. 1's director nominees Gregory J. Goff, Kaisa Heitala and Alexander A. Karsner to the board.
- On May 19, 2021, Egan-Jones joins ISS and Glass Lewis in recognizing Engine No. 1's nominees.
- At the AGM held on May 26, 2021, nine incumbent nominees and three nominees proposed by Engine No: 1 were elected to the board.

TEGNA shareholders elected all the twelve company's incumbent director nominees.

Market cap: $4.5 billion | TEGNA Inc. operates television stations and radio stations that deliver television programming and digital content.

Background:

- In January 2020, Standard General waged a proxy campaign. At the AGM held in April 2020, Standard General's nominees were not elected to the board.
- On January 20, 2021, Standard General (7.6%) submitted a notice to the company nominating a slate of four independent candidates for election to the board at the 2021 annual meeting of shareholders. Source
- On April 12, 2021, Standard General issued an investor **presentation** titled, "The change TEGNA needs".

Update

- At the AGM held on May 7, 2021, Standard General's nominees were not elected to the board. Shareholders elected all the twelve company's incumbent director nominees.

Adverum shareholders elected the company's director nominees

Market Cap: $361 million | Adverum Biotechnologies, Inc., a clinical-stage gene therapy company, engages in developing gene therapy product candidates to treat ocular and rare diseases.

Background:

- On May 1, 2019, Sonic Fund (6%) entered into a cooperation agreement with the company. Pursuant to the agreement, Sonic Fund and the company worked together to identify and appoint three mutually acceptable candidates to the board. Source
- On March 15, 2021, Sonic Fund (6.3%) issued a letter expressing its intention to nominate five nominees for election to the board at the company's 2021 AGM. Source
- On April 22, 2021, Sonic Fund issued a presentation on the company reiterating its concerns and urges shareholders to vote for its nominees.
- On April 26, 2021, Sonic and its affiliates issued a presentation titled "Adverum's Myths: Correcting the Record."

Update:

- In May 2021, ISS and Glass & Lewis recommended that stockholders vote on the GREEN proxy card FOR Sonic's three nominees.
- On May 11, 2021, Sonic Fund issued the following statement regarding the company's upcoming 2021 AGM, "It has come to our attention that one or more Adverum stockholders were left with the impression, following discussions with Adverum's representatives, that Adverum's management is prepared to resign if Sonic's three nominees are elected to the board. Sonic believes that all stockholders are entitled to discount that fear to zero unless Adverum makes public disclosure to all stockholders addressing management's actual plans. We remind stockholders that Delaware law imposes fiduciary responsibilities on corporate officers and hope that stockholders will see through any last-ditch tactic to thwart an improved Board. If elected, our fully independent nominees are each committed to working collaboratively and constructively with the rest of the board and management from day one – with the sole goals of maximizing stockholder value and delivering critical patient care." Source
- At the AGM held on May 12, 2021, the shareholders elected the company's director nominees.

Peoples Financial Corp's shareholders elected all six of the company's director nominees

Market Cap: $85 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.

Update:

- 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.

| M&A

Farm Bureau Property & Casualty completes the take-private transaction with FBL Financial Group (FFG)

- After opposition from Capital Returns Management, the offer price was increased to $61, from the previous offer price of $56.

- At the special meeting held on May 21, 2021, the shareholders approved the merger, and within a few days, Farm Bureau Property & Casualty Insurance Company completed its transaction with FBL Financial Group.

Land & Buildings opposes Hilton Grand Vacations' proposed acquisition of Diamond Resorts

Market Cap: $3.8 billion | Hilton Grand Vacations Inc., a timeshare company, develops, markets, sells, and manages vacation ownership resorts primarily under the Hilton Grand Vacations brand.

On April 20, 2021, Land & Buildings sent an open letter notifying HGV shareholders that it intends to vote against the company's proposed acquisition of Diamond Resorts International, Inc., from Apollo Global Management, Inc. Land & Buildings argued that company would overpay for the company, cede control to Apollo, and dilute shareholders.

Land & Buildings also released a presentation outlining its serious issues with the proposed deal.

Tarsadia Capital opposes the proposed acquisition of Extended Stay America by Blackstone and Starwood
Market cap: $3.5 billion | Extended Stay America, Inc., together with its subsidiaries, owns, operates, develops, and manages hotels in the United States.
Background:

- On March 15, 2021, the company announced that it has signed a definitive agreement to be acquired by a 50/50 joint venture between funds managed by Blackstone Real Estate Partners and Starwood Capital Group for $19.50 per paired share in an all-cash transaction valued at approximately $6 billion.

- On April 26, 2021, Tarsadia Capital, LLC (3.9%) announced that it has filed a preliminary proxy statement soliciting votes in opposition to the proposed sale of the company to Blackstone Real Estate Partners and Starwood Capital Group. The fund highlighted the fact that the two incumbent directors voted against the deal and before the proposed sale was announced, Tarsadia had nominated three executives to the Board to help ensure the company was pursuing the right strategic path. Source

Update:

On May 7, 2021, Tarsadia Capital filed proxy materials seeking shareholders to vote AGAINST the proposed merger.

Equity Commonwealth to acquire Monmouth Real Estate for $3.4 billion; Blackwells Capital seeks support for its nominees

Market Cap: $1.7 billion | Monmouth Real Estate Investment Corporation (MNR), founded in 1968, is one of the oldest public equity REITs in the world.

Background:
- In December 2020, Blackwell proposed to acquire the company for $16.75 per share in cash.

- Strategic alternative: On January 14, 2021, the company announced that it has unanimously decided to explore strategic alternatives to maximize stockholder value.

- Blackwell supports strategic alternative process: On January 15, 2021, Blackwell Capital (4%) announced its support for the strategic alternatives process announced by the company, while demanding the board create a special committee of independent directors, unaffiliated with the Landy family. Blackwell stated that it has previously provided the company with notice of its intention to nominate four candidates for election to the board at the upcoming 2021 AGM. Source

- Land & Building nominate board candidates: On January 26, 2021, Land & Buildings issued a letter to the shareholders regarding the company's flawed strategic alternatives process and Land & Buildings' nomination of four director candidates for election at the 2021 AGM.

- On February 5, 2021, Blackwells Capital LLC sent an email to Jonathan Litt (Owner, Land and Buildings Investment) criticizing him for running a proxy fight by owning a minuscule amount of stock. Kindly click here to read the mail.

- On March 3, 2021, Land & Buildings filed proxy materials seeking support for its nominees.

- On April 19, 2021, Blackwells Capital LLC (4.19%) nominates four candidates for election to the Board at the 2021 AGM. Also, it submitted proposals to declassify the Board, to adopt a non-binding, advisory resolution requesting that the Board promptly designate a Strategic Review Committee of the Board. Source

Update:

- Definitive agreement: On May 4, 2021, the company and Equity Commonwealth entered into a definitive agreement and plan of merger pursuant to which Equity Commonwealth would acquire the company in an all-stock transaction. Source
- On May 13, 2021, Blackwells Capital filed proxy materials seeking support for its nominees.

Boston Private Shareholders approve merger with SVB Financial

Background:

- On January 8, 2021, the Company entered into a definitive merger agreement with SVB Financial Group.

- In January 27, 2021, Holdco Asset Management (4.9%) opposed the merger and issued an investor presentation detailing its strong opposition to BPFH's planned merger with SVB Financial Group.

- In April 2021, ISS has recommended that shareholders vote "FOR" the proposed merger.

Update:

At the special meeting held on May 4, 2021, shareholders voted upon a proposal to approve a merger agreement. Source

Graham Holdings to acquire Leaf Group; VIEX and Madison Avenue Partners reduce their stake

Market Cap: $304 million | Leaf Group Ltd., together with its subsidiaries, operates as a diversified consumer internet company worldwide.

- Since 2020, an investor group consisting of Osmium Partners, PEAK6, Boyle Capital Opportunity Fund, Oak Investment Partners, Generation Partners, and Spectrum Equity, pushed the company to evaluate strategic alternatives. After the company's stock price increased by 5X, the shareholder group reduced their combined stake from 40% to 23%.

- In February 2021, the Stockholder Group (VIEX Capital Advisors, Osmium Partners and Oak Investment Partners) delivered a letter to the company nominating three candidates for election to the Board at the 2021 AGM.

- On March 12, 2021, Madison Avenue Partners (6.4%) stated its plans to vote against the company's slate of nominees for the 2021 AGM.

- In April 2021, the company announced that it has entered into an agreement to be acquired by Graham Holdings Company for $8.50 per share in an all-cash transaction. Source

- In April 2021, the Stockholder Group (6.4%) issued a press release and expressed their opinion that that the offer price is grossly insufficient and urges the Board to take steps to achieve a higher offering price for the benefit of all stockholders prior to filing any proxy materials related to the proposed acquisition.

Update

- On May 12, 2021, VIEX Capital Advisors terminated its group with Osmium and Oak. Source

- On May 25, 2021, ISS recommended shareholders vote to approve its merger agreement with Graham Holdings Company.

- On May 27, 2021, Madison Avenue Partners reduced its stake to 4.9%.

CAS Investment Partners oppose the sale of At Home Group

Market Cap: $2.4 billion | At Home Group Inc. operates home decor superstores in the United States.

- On May 6, 2021, At Home Group Inc announced that it has entered into a definitive agreement to be acquired by funds affiliated with Hellman & Friedman (H&F), a premier global private equity firm, in an all-cash transaction valued at $2.8 billion, including the assumption of debt.

- On May 16, 2021, CAS Investment Partners (16.9%) delivered a letter to the board expressing its significant concerns with the proposed sale of the company.

- On May 24, 2021, CAS Investment Partners filed proxy materials soliciting votes in opposition to the sale of the company to funds advised by Hellman & Friedman LLC.

> CAS has made clear that it will not sit idly by as the Board tries to push through a transaction that grossly undervalues At Home at just $36 per share. Our extensive analysis leads us to believe that a much more realistic valuation is $70 per share or more.

Altabancorp announces acquisition by Glacier Bancorp; Dale O. Gunther and Blaine C. Gunther agreed to vote in favor of the merger

Market Cap: $862 million| It operates as the bank holding company for Altabank, a state-chartered bank that provides retail and commercial banking products and services

Background:

- On January 13, 2021, Dale O. Gunther and Blaine C. Gunther, in their capacity as the designated representatives of Gunther Family (31.1%) sent a letter to the Board and urged them to conduct an objective evaluation of the strategic alternatives available to maximize the value to shareholders and other stakeholders.

- On January 15, 2021, Paul R. Gunther (representative of Gunther Family Trust) tendered his resignation from the board of directors of the company. In his resignation letter to the Board, he stated his belief that the Board and his family are on divergent paths concerning the future of the organization. Accordingly, he believes that his support for his family's objectives precludes his continued service on the board of directors.

- On February 1, 2021, Jonathan B. Gunther (representative of Gunther Family Trust) tendered his resignation from the company's board of directors. Source

- On March 15, 2021, Dale O. Gunther and Blaine C. Gunther issued an open letter to the shareholders announcing that they expected to initiate a "vote no" campaign against one or more directors.

Update:

- On May 18, 2021, Altabancorp announced the signing of a definitive merger agreement with Glacier Bancorp, Inc.

- On May 20, 2021, Dale O. Gunther and Blaine C. Gunther entered into a voting agreement with the company and Glacier Bancorp and agreed to vote its shares in favor of the merger.

Indaba Capital Management opposes the merger of MDC Partners with Stagwell

Market cap: $354 million | MDC Partners Inc. provides marketing, advertising, activation, communications, and strategic consulting solutions worldwide.

- Merger: In December 2020, MDC Partners and Stagwell Media announced that they have entered into a definitive transaction agreement to combine their respective businesses
- On May 26, 2021, Indaba Capital Management (11.9%) delivered a letter to the Special Committee of the Board expressing its serious concerns with the company's proposed combination with Stagwell Media LP, including that the transaction does not provide fair consideration to the shareholders. Indaba Capital Management stated its intention to vote against the transaction in its current form. In the letter, Indaba claims the structure of the proposed deal undervalues MDC, and that the proposal to provide MDC shareholders with 26% ownership of the combined company is too low. Indaba said MDC shareholders should own 37.5% to 40% of the new entity.

> Furthermore, the Special Committee's fairness opinion was commissioned in late 2020 and is now clearly outdated. Its findings and value range reflect a pandemic-ravaged environment rather than an economy in recovery. Since the opinion was issued on December 21, 2020, an index of comparable public advertising companies' equities has risen almost 35% and the enterprise values of those companies based on their share prices have increased by over 14% through the close of trading yesterday.[1] Increasing MDC's enterprise value by a similar amount would increase that range of equity values to a range of approximately $7.28 to approximately $10.37 per share.

Aristides Capital withdrew its solicitation against the merger proposal; Bulldog Investors plans to communicate its views about the proposed merger with Tortoise Pipeline & Energy Fund

Market Cap: $31 million | Tortoise Energy Independence Fund, Inc. is a close ended equity mutual fund launched and managed by Tortoise Capital Advisors L.L.C.

Background:

- On October 29, 2020, Aristides Capital (16.5%) expressed its concerns over the changes to the company's bylaw. Source
- On November 11, 2020, the company announced that its Board has approved a proposal to merge Tortoise Energy Independence Fund, Inc. (NDP) with and into Tortoise Pipeline & Energy Fund, Inc. (TTP).
- On March 19, 2021, Aristides Capital (16.5%) opposed the merger and urged the Board to convert to an open-end fund or liquidate the assets, which it believes would

provide substantial value realization to shareholders, by eliminating the Fund's deep discount to its net asset value ("NAV"). Source

- On April 29, 2021, Aristides withdrew its solicitation against the proposals related to the proposed merger with Tortoise Pipeline & Energy Fund, Inc. at the Special Meeting. Source

Update:

On May 10, 2021, Bulldog Investors (10.6%) expressed its intention to communicate its views about the proposed merger to management. Source

Multiple activist investors - only 13F

Company name (Ticker)	FILER NAME	Ownership (%)	M.Cap	EV/Revenue	% change - 52 week high
LEAF GROUP LTD. (LEAF)	MADISON AVENUE PARTNERS, LP	4.9%	303	1.2	-11.6%
LEAF GROUP LTD. (LEAF)	PEAK6 INVESTMENTS LLC	2.1%	303	1.2	-11.6%
LEAF GROUP LTD. (LEAF)	Penderfund Capital Management	1.7%	303	1.2	-11.6%
LEAF GROUP LTD. (LEAF)	OSMIUM PARTNERS, LLC	4.7%	303	1.2	-11.6%
LEAF GROUP LTD. (LEAF)	VIEX CAPITAL ADVISORS, LLC	4.4%	303	1.2	-11.6%
LORAL SPACE & COMMUNICATIONS INC. (LORL)	GAMCO INVESTORS, INC. ET AL	5.2%	1,144	0.0	-27.3%
LORAL SPACE & COMMUNICATIONS LTD (LORL)	MHR FUND MANAGEMENT LLC	39.8%	1,144	0.0	-27.3%
LORAL SPACE & COMMUNICATIONS LTD (LORL)	NEXPOINT ADVISORS/HIGHLAND CAPITAL MANAGEMENT	2.1%	1,144	0.0	-27.3%
MERRIMACK PHARMACEUTICALS INC (MACK)	NEWTYN MANAGEMENT, LLC	11.6%	86	0.0	-31.9%
MERRIMACK PHARMACEUTICALS INC (MACK)	22NW, LP	9.3%	86	0.0	-31.9%
MERRIMACK PHARMACEUTICALS INC (MACK)	WESTERN STANDARD LLC	7.5%	86	0.0	-31.9%
NAVISTAR INTERNATIONAL CORP (NAV)	ICAHN CARL C	16.8%	4,428	1.1	-2.0%
NAVISTAR INTERNATIONAL CORP (NAV)	MHR FUND MANAGEMENT LLC	16.3%	4,428	1.1	-2.0%
NAVISTAR INTERNATIONAL CORP (NAV)	GAMCO INVESTORS, INC.	1.5%	4,428	1.1	-2.0%
PG&E CORP (PCG)	ABRAMS CAPITAL MANAGEMENT, L.P.	1.1%	23,170	3.3	-20.2%
PG&E CORP (PCG)	REDWOOD CAPITAL MANAGEMENT, LLC	0.7%	23,170	3.3	-20.2%
PG&E CORP (PCG)	KNIGHTHEAD CAPITAL MANAGEMENT, LLC	0.5%	23,170	3.3	-20.2%
ASHLAND GLOBAL HOLDINGS INC (ASH)	EMINENCE CAPITAL, LP	6.7%	5,688	3.1	-2.4%
ASHLAND GLOBAL HOLDINGS INC (ASH)	CRUISER CAPITAL ADVISORS, LLC	1.0%	5,688	3.1	-2.4%

Company name (Ticker)	FILER NAME	Ownership (%)	M.Cap	EV/Revenue	% change - 52 week high
EASTERN CO (EML)	BARINGTON CAPITAL GROUP, L.P.	9.3%	204	1.2	-3.4%
EASTERN CO (EML)	MINERVA ADVISORS LLC	5.1%	204	1.2	-3.4%
EHEALTH, INC. (EHTH)	STARBOARD VALUE LP	6.9%	1,615	2.7	-48.6%
EHEALTH, INC. (EHTH)	HUDSON EXECUTIVE CAPITAL LP	5.8%	1,615	2.7	-48.6%
ENZO BIOCHEM INC (ENZ)	HARBERT FUND ADVISORS, INC.	10.7%	148	1.4	-36.7%
ENZO BIOCHEM INC (ENZ)	ROUMELL ASSET MANAGE-MENT, LLC	5.8%	148	1.4	-36.7%
GCP APPLIED TECHNOLOGIES INC. (GCP)	STARBOARD VALUE LP	8.9%	1,709	1.9	-16.1%
GCP APPLIED TECHNOLOGIES INC. (GCP)	40 NORTH MANAGEMENT LLC	7.0%	1,709	1.9	-16.1%
HILL INTERNATIONAL INC (HIL)	ENGINE CAPITAL MANAGE-MENT, LP	9.8%	148	0.7	-23.1%
HILL INTERNATIONAL INC (HIL)	ANCORA ADVISORS, LLC	6.6%	148	0.7	-23.1%
IMMERSION CORP (IMMR)	RAGING CAPITAL MANAGE-MENT, LLC	7.4%	268	5.4	-47.2%
IMMERSION CORP (IMMR)	VIEX CAPITAL ADVISORS, LLC	1.7%	268	5.4	-47.2%
J. ALEXANDER'S HOLDINGS, INC. (JAX)	ANCORA ADVISORS, LLC	7.5%	179	1.5	-3.4%
J. ALEXANDER'S HOLDINGS, INC. (JAX)	HILL PATH CAPITAL LP	6.2%	179	1.5	-3.4%
LANDEC CORP \CA\ (LNDC)	LEGION PARTNERS ASSET MANAGEMENT, LLC	10.0%	374	1.0	-0.5%
LANDEC CORPORATION (LNDC)	WYNNEFIELD CAPITAL MAN-AGEMENT LLC	9.9%	374	1.0	-0.5%
NATURES SUNSHINE PROD-UCTS INC (NATR)	WYNNEFIELD CAPITAL MAN-AGEMENT LLC	12.1%	409	0.9	-4.7%
NATURES SUNSHINE PROD-UCTS INC (NATR)	PRESCOTT GROUP CAPITAL MANAGEMENT, L.L.C.	7.6%	409	0.9	-4.7%
NN INC (NNBR)	CORRE PARTNERS MANAGE-MENT, LLC	9.9%	325	1.2	-21.5%
NN INC (NNBR)	LEGION PARTNERS ASSET MANAGEMENT, LLC	9.3%	325	1.2	-21.5%
SPARK NETWORKS INC (LOV)	OSMIUM PARTNERS, LLC	13.5%	143	1.1	-33.6%
SPARK NETWORKS SE (LOV)	CANNELL CAPITAL LLC	6.1%	143	1.1	-33.6%

Company name (Ticker)	FILER NAME	Ownership (%)	M.Cap	EV/Revenue	% change - 52 week high
SWK HOLDINGS CORP (SWKH)	CARLSON CAPITAL L P	71.1%	206	5.6	-9.1%
SWK HOLDINGS CORP (SWKH)	CANNELL CAPITAL LLC	5.9%	206	5.6	-9.1%
TEGNA INC (TGNA)	WELLINGTON MANAGEMENT GROUP LLP	0.9%	4,223	2.6	-11.1%
TEGNA INC (TGNA)	STANDARD GENERAL L.P.	4.8%	4,223	2.6	-11.1%
TEXAS PACIFIC LAND TRUST (TPL)	SCHWARTZ INVESTMENT COUNSEL INC	1.0%	11,689	38.8	-15.0%
TEXAS PACIFIC LAND TRUST (TPL)	SANTA MONICA PARTNERS LP	0.2%	11,689	38.8	-15.0%
TIVITY HEALTH, INC. (TVTY)	HG VORA CAPITAL MANAGE-MENT, LLC	9.8%	1,280	4.4	-2.5%
TIVITY HEALTH, INC. (TVTY)	HUDSON EXECUTIVE CAPITAL LP	9.8%	1,280	4.4	-2.5%
TORTOISE ENERGY INDE-PENDENCE FUND, INC. (NDP)	ARISTIDES CAPITAL LLC	16.5%	39	0.0	-1.0%
TORTOISE ENERGY INDE-PENDENCE FUND, INC. (NDP)	BULLDOG INVESTORS, LLP	10.6%	39	0.0	-1.0%
TURQUOISE HILL RESOURCES LTD. (TRQ)	PENTWATER CAPITAL MAN-AGEMENT LP	9.3%	3,500	4.1	-22.2%
TURQUOISE HILL RESOURCES LTD. (TRQ)	SAILINGSTONE CAPITAL PART-NERS LLC	2.5%	3,500	4.1	-22.2%
WHEELER REAL ESTATE IN-VESTMENT TRUST, INC. (WHLR)	STILWELL VALUE LLC	12.2%	48	8.6	-32.6%
WHEELER REAL ESTATE IN-VESTMENT TRUST, INC. (WHLR)	STEAMBOAT CAPITAL PART-NERS, LLC	14.5%	48	8.6	-32.6%

Activist investors -13F - % change from 52-week high

No	Company name (Ticker)	FILER NAME	Owner-ship (%)	M.Cap	EV/Reve-nue	% change - 52 week high
1	IMAGEWARE SYSTEMS INC (IWSY)	NANTAHALA CAPITAL MANAGEMENT, LLC	50.4%	17	3.0	-87.0%
2	GLYECO INC (GLYE)	WYNNEFIELD CAPITAL MANAGEMENT LLC	34.3%	0	0.9	-84.2%
3	NTN BUZZTIME INC (BTX)	NORTH STAR INVESTMENT MANAGEMENT CORP.	0.3%	625	0.0	-81.4%
4	AKEBIA THERAPEUTICS, INC. (AKBA)	NANTAHALA CAPITAL MANAGEMENT, LLC	3.4%	551	1.5	-74.9%
5	GTT COMMUNICATIONS, INC. (GTT)	SPRUCE HOUSE INVEST-MENT MANAGEMENT LLC	27.0%	175	2.2	-69.3%
6	SOLENO THERAPEUTICS INC (SLNO)	ABINGWORTH LLP	12.9%	91	0.0	-66.1%
7	NUCANA PLC (NCNA)	ABINGWORTH LLP	6.5%	146	0.0	-64.2%
8	SPHERE 3D CORP (ANY)	CYRUS CAPITAL PARTNERS	1.8%	39	5.5	-64.1%
9	GLOBALSTAR INC (GSAT)	MUDRICK CAPITAL MAN-AGEMENT, L.P.	5.8%	2,132	25.8	-60.1%
10	STRATEGIC EDUCATION, INC (STRA)	INCLUSIVE CAPITAL PART-NERS	6.1%	1,809	1.7	-60.1%
11	RTI SURGICAL INC / SURGALIGN HOLDINGS INC (SRGA)	KRENSAVAGE ASSET MAN-AGEMENT, LLC	5.8%	188	1.3	-57.2%
12	APTEVO THERAPEUTICS INC. (APVO)	TANG CAPITAL PARTNERS LP	40.2%	115	11.5	-57.1%
13	QUMU CORP (QUMU)	HARBERT FUND ADVISORS, INC.	7.8%	81	2.2	-56.0%
14	ALTISOURCE PORTFOLIO SOLUTIONS S.A. (ASPS)	DEER PARK ROAD MAN-AGEMENT COMPANY, LP	23.8%	108	1.2	-55.2%
15	STREAMLINE HEALTH SO-LUTIONS, INC. (STRM)	HARBERT FUND ADVISORS, INC.	12.5%	82	7.1	-51.0%
16	POSEIDA THERAPEUTICS, INC. (PSTX)	PENTWATER CAPITAL MANAGEMENT LP	8.0%	540	0.0	-50.7%
17	EHEALTH, INC. (EHTH)	STARBOARD VALUE LP	6.9%	1,615	2.7	-48.6%
18	EHEALTH, INC. (EHTH)	HUDSON EXECUTIVE CAPI-TAL LP	5.8%	1,615	2.7	-48.6%
19	UNICO AMERICAN CORPO-RATION (UNAM)	BIGLARI CAPITAL CORP	9.9%	24	0.7	-47.2%
20	IMMERSION CORP (IMMR)	RAGING CAPITAL MAN-AGEMENT, LLC	7.4%	268	5.4	-47.2%
21	IMMERSION CORP (IMMR)	VIEX CAPITAL ADVISORS, LLC	1.7%	268	5.4	-47.2%
22	ADICET BIO, INC. (ACET)	ABINGWORTH LLP	5.1%	366	13.8	-47.0%
23	SUMMER INFANT, INC. (SUMR)	WYNNEFIELD CAPITAL MANAGEMENT LLC	35.9%	28	0.5	-46.3%
24	EYEGATE PHARMACEUTI-CALS INC (EYEG)	ARMISTICE CAPITAL, LLC	47.1%	31	2,368.5	-46.2%

25	BRIGHTCOVE INC (BCOV)	TENZING GLOBAL MANAGEMENT LLC	10.0%	569	2.7	-44.1%
26	CANADIAN SOLAR INC. (CSIQ)	LION POINT CAPITAL, LP	1.1%	2,271	1.0	-43.8%
27	SEQUANS COMMUNICATIONS (SQNS)	NOKOMIS CAPITAL, L.L.C.	1.0%	197	4.2	-41.7%
28	AEGLEA BIOTHERAPEUTICS, INC (AGLE)	BAKER BROS. ADVISORS	7.1%	328	0.0	-41.1%
29	CIM COMMERCIAL TRUST CORP (CMCT)	ENGINE CAPITAL MANAGEMENT, LP	6.1%	157	11.0	-39.0%
30	COMMUNICATIONS SYSTEMS INC (JCS)	GAMCO INVESTORS, INC.	0.5%	66	1.1	-37.0%
31	ENZO BIOCHEM INC (ENZ)	HARBERT FUND ADVISORS, INC.	10.7%	148	1.4	-36.7%
32	ENZO BIOCHEM INC (ENZ)	ROUMELL ASSET MANAGEMENT, LLC	5.8%	148	1.4	-36.7%
33	TREDEGAR CORPORATION (TG)	GAMCO INVESTORS, INC.	4.8%	516	0.9	-35.4%

Concentrated portfolio

No	Fund Name	Stock	Symbol	Revenue	M Cap	% of Portfolio	% Ownership
1	ALDEN GLOBAL CAPITAL LLC	Tribune publishing co	TPCO	746	637	80%	31%
2	VIEX CAPITAL ADVISORS, LLC	A10 networks inc	ATEN	227	793	55%	10%
3	MUDRICK CAPITAL MANAGEMENT, L.P.	Thryv holdings inc	THRY	1,110	939	46%	52%
4	TOWERVIEW LLC	Tejon ranch co	TRC	38	413	40%	15%
5	STILWELL VALUE LLC	Ofg bancorp	OFG	466	1,256	26%	3%
6	TENZING GLOBAL MANAGEMENT, LLC	Brightcove inc	BCOV	206	564	26%	10%
7	SPRINGHOUSE CAPITAL MANAGEMENT, LP	Glbl indemnity ltd	GBLI	584	450	22%	7%
8	ISZO CAPITAL MANAGEMENT LP	Avid bioservices inc	CDMO	81	1,434	20%	4%
9	STILWELL VALUE LLC	Kingsway financial services inc.	KFS	75	117	20%	28%
10	WYNNEFIELD CAPITAL MANAGEMENT LLC	Dlh holding corp.	DLHC	215	162	19%	31%
11	STONEPINE CAPITAL MANAGEMENT, LLC	Amryt pharma plc	AMYT	187	431	19%	7%
12	ROUMELL ASSET MANAGEMENT, LLC	Allot ltd	ALLT	138	687	17%	2%
13	TANG CAPITAL MANAGEMENT LLC	Anaptysbio inc	ANAB	71	647	16%	10%
14	TOWERVIEW LLC	Saga communications inc	SGA	92	138	16%	23%
15	WYNNEFIELD CAPITAL MANAGEMENT LLC	Landec corp.	LNDC	561	375	15%	10%
16	MUDRICK CAPITAL MANAGEMENT, L.P.	Globalstar inc	GSAT	123	2,177	15%	6%
17	ROUMELL ASSET MANAGEMENT, LLC	Gsi technology inc	GSIT	29	140	14%	6%
18	ROUMELL ASSET MANAGEMENT, LLC	Enzo biochem inc.	ENZ	97	148	14%	6%
19	TENZING GLOBAL MANAGEMENT, LLC	Gogo inc	GOGO	270	1,567	13%	5%
20	SECOND CURVE CAPITAL LLC	Curo group holdings corp	CURO	763	754	13%	2%
21	SOLAS CAPITAL MANAGEMENT, LLC	Epsilon energy ltd	EPSN	24	99	13%	16%

22	NOKOMIS CAPITAL, L.L.C.	B. riley financial inc	RILY	1,380	1,844	12%	2%
23	TRIGRAN INVEST-MENTS, INC.	Surmodics inc.	SRDX	107	720	12%	13%
24	SECOND CURVE CAP-ITAL LLC	The bancorp inc	TBBK	294	1,527	12%	1%
25	TRIGRAN INVEST-MENTS, INC.	Quotient technology inc	QUOT	462	1,065	12%	6%
26	WYNNEFIELD CAPI-TAL MANAGEMENT LLC	Williams industrial services group inc	WLMS	264	150	11%	25%
27	VIEX CAPITAL ADVI-SORS, LLC	Leaf group ltd	LEAF	212	302	11%	6%
28	EVERMORE GLOBAL ADVISORS, LLC	Magnachip semicon-ductor corp	MX	510	1,094	11%	1%
29	ROUMELL ASSET MANAGEMENT, LLC	Quantum corp	QMCO	345	402	11%	2%
30	EVERMORE GLOBAL ADVISORS, LLC	Calumet specialty products partners l.p.	CLMT	2,180	487	10%	3%