

---

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

**Bloomin' Brands, Inc.**

---

(Name of Issuer)

**Common Stock, \$0.01 par value per share**

---

(Title of Class of Securities)

---

(CUSIP Number)

**JEFFREY C. SMITH**  
**STARBOARD VALUE LP, 777 Third Avenue, 18th Floor**  
**New York, NY, 10017**  
**212-845-7977**

**ANDREW FREEDMAN, ESQ.**  
**OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas**  
**New York, NY, 10019**  
**212-451-2300**

**MEAGAN REDA, ESQ.**  
**OLSHAN FROME WOLOSKY LLP, 1325 Avenue of the Americas**  
**New York, NY, 10019**  
**212-451-2300**

---

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

**05/08/2026**

---

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

---

---

SCHEDULE 13D

CUSIP No.

1 Name of reporting person  
Starboard Value LP  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only

4 Source of funds (See Instructions)  
OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
DELAWARE

7 Sole Voting Power  
4,180,992.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
0.00

9 Sole Dispositive Power  
4,180,992.00

10 Shared Dispositive Power  
0.00

11 Aggregate amount beneficially owned by each reporting person  
4,180,992.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
4.9 %

14 Type of Reporting Person (See Instructions)  
PN

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

SCHEDULE 13D

CUSIP No.

1 Name of reporting person  
STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD

2 Check the appropriate box if a member of a Group (See Instructions)

(a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 CAYMAN ISLANDS  
Sole Voting Power

7 2,608,403.00  
Number of Shares Beneficially Owned by Each Reporting Person With:  
Shared Voting Power

8 0.00  
Sole Dispositive Power

9 2,608,403.00  
Shared Dispositive Power

10 0.00  
Aggregate amount beneficially owned by each reporting person

11 2,608,403.00  
Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 3.0 %  
Type of Reporting Person (See Instructions)

14 CO

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 4,979,116 Shares (representing approximately 5.8% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
STARBOARD VALUE & OPPORTUNITY S LLC  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

Citizenship or place of organization

6

DELAWARE

Sole Voting Power

7

315,176.00

Number of Shares

Shared Voting Power

Beneficially 8

Owned by

0.00

Each

Sole Dispositive Power

Reporting 9

Person

315,176.00

With:

Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11

315,176.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

0.4 %

Type of Reporting Person (See Instructions)

14

OO

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 601,631 Shares (representing approximately 0.7% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

### SCHEDULE 13D

#### CUSIP No.

Name of reporting person

1

Starboard Value & Opportunity C LP

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

WC

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

DELAWARE

Number of Shares

7 Sole Voting Power

Beneficially	0.00
Owned by	Shared Voting Power
Each	8
Reporting	0.00
Person	Sole Dispositive Power
With:	9
	0.00
	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	0.00
	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12	<input type="checkbox"/>
	Percent of class represented by amount in Row (11)
13	0 %
	Type of Reporting Person (See Instructions)
14	PN

## SCHEDULE 13D

### CUSIP No.

1	Name of reporting person
	Starboard Value R LP
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
4	Source of funds (See Instructions)
	OO
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	<input type="checkbox"/>
6	Citizenship or place of organization
	DELAWARE
	Sole Voting Power
7	0.00
Number of	Shared Voting Power
Shares	8
Beneficially	0.00
Owned by	Sole Dispositive Power
Each	9
Reporting	0.00
Person	Shared Dispositive Power
With:	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	0.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
 0 %  
 Type of Reporting Person (See Instructions)

14 PN

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
 Starboard Value & Opportunity Master Fund L LP  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 WC  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

6 Citizenship or place of organization  
 CAYMAN ISLANDS

7 Sole Voting Power  
 135,816.00  
 Number of Shares Beneficially Owned by Each Reporting Person With:  
 8 Shared Voting Power  
 0.00  
 9 Sole Dispositive Power  
 135,816.00  
 10 Shared Dispositive Power  
 0.00

11 Aggregate amount beneficially owned by each reporting person  
 135,816.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)  
 0.2 %  
 Type of Reporting Person (See Instructions)

14 PN

**Comment for Type of** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 259,257 Shares (representing approximately 0.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
Starboard Value L LP  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
Source of funds (See Instructions)

4 OO  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power  
Number of Shares Beneficially Owned by Each Reporting Person With: 135,816.00

8 Shared Voting Power  
Sole Dispositive Power 0.00

9 135,816.00  
Shared Dispositive Power

10 0.00

11 Aggregate amount beneficially owned by each reporting person  
135,816.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
0.2 %

14 Type of Reporting Person (See Instructions)  
PN

**Comment for Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 259,257 Shares (representing approximately 0.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
 Starboard Value R GP LLC  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only  
 Source of funds (See Instructions)

4 OO  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
 Citizenship or place of organization

6 DELAWARE

7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 135,816.00  
 Shared Voting Power

9 0.00  
 Sole Dispositive Power

10 135,816.00  
 Shared Dispositive Power

11 Aggregate amount beneficially owned by each reporting person  
 135,816.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13   
 Percent of class represented by amount in Row (11)  
 0.2 %

14 Type of Reporting Person (See Instructions)  
 OO

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 259,257 Shares (representing approximately 0.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
 Starboard X Master Fund Ltd

2 Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 WC  
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5   
Citizenship or place of organization

6 CAYMAN ISLANDS

Sole Voting Power

7

660,072.00

Number of Shares Beneficially

Shared Voting Power

Owned by

8

0.00

Each Reporting Person

9

660,072.00

With: Shared Dispositive Power

10

0.00

Aggregate amount beneficially owned by each reporting person

11 660,072.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12   
Percent of class represented by amount in Row (11)

13 0.8 %

Type of Reporting Person (See Instructions)

14 CO

**Comment** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 1,259,995 Shares (representing for Type approximately 1.5% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in of Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Reporting Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Person: Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

Name of reporting person

1 Starboard Value GP LLC

Check the appropriate box if a member of a Group (See Instructions)

2  (a)

(b)

3 SEC use only  
Source of funds (See Instructions)

4 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 DELAWARE  
 Sole Voting Power  
 7  
 Number of Shares Beneficially Owned by Each Reporting Person With: 4,180,992.00  
 Shared Voting Power  
 8  
 0.00  
 Sole Dispositive Power  
 9  
 4,180,992.00  
 Shared Dispositive Power  
 10  
 0.00  
 Aggregate amount beneficially owned by each reporting person  
 11  
 4,180,992.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)  
 12  
  
 Percent of class represented by amount in Row (11)  
 13  
 4.9 %  
 Type of Reporting Person (See Instructions)  
 14  
 OO

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
 Starboard Principal Co LP  
 Check the appropriate box if a member of a Group (See Instructions)  
 2  
 (a)  
 (b)  
 3 SEC use only  
 Source of funds (See Instructions)  
 4  
 OO  
 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)  
 5  
  
 Citizenship or place of organization  
 6  
 DELAWARE  
 Number of Shares Beneficially Owned by: 7  
 Sole Voting Power  
 4,180,992.00  
 8 Shared Voting Power

Each Reporting Person With:	0.00	Sole Dispositive Power
	9	
	4,180,992.00	Shared Dispositive Power
	10	
	0.00	
		Aggregate amount beneficially owned by each reporting person
11	4,180,992.00	
		Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
12		<input type="checkbox"/>
		Percent of class represented by amount in Row (11)
13	4.9 %	
		Type of Reporting Person (See Instructions)
14		PN

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

1	Name of reporting person
	Starboard Principal Co GP LLC
	Check the appropriate box if a member of a Group (See Instructions)
2	<input type="checkbox"/> (a)
	<input type="checkbox"/> (b)
3	SEC use only
	Source of funds (See Instructions)
4	OO
	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
5	<input type="checkbox"/>
	Citizenship or place of organization
6	DELAWARE
	Sole Voting Power
7	4,180,992.00
	Shared Voting Power
8	0.00
	Sole Dispositive Power
9	4,180,992.00
	Shared Dispositive Power
10	0.00

11 Aggregate amount beneficially owned by each reporting person  
 4,180,992.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13 4.9 %

Type of Reporting Person (See Instructions)

14 OO

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

## SCHEDULE 13D

### CUSIP No.

Name of reporting person

1 Smith Jeffrey C  
 Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only

4 Source of funds (See Instructions)  
 OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
 UNITED STATES

7 Sole Voting Power  
 0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power  
 4,180,992.00

9 Sole Dispositive Power  
 0.00

10 Shared Dispositive Power  
 4,180,992.00

Aggregate amount beneficially owned by each reporting person

11 4,180,992.00  
 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

13 Percent of class represented by amount in Row (11)

4.9 %

Type of Reporting Person (See Instructions)

14

IN

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026.

### SCHEDULE 13D

#### CUSIP No.

Name of reporting person

1

Feld Peter A

Check the appropriate box if a member of a Group (See Instructions)

2

(a)

(b)

3

SEC use only

Source of funds (See Instructions)

4

OO

Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5

Citizenship or place of organization

6

UNITED STATES

Sole Voting Power

7

0.00

Number of Shares Beneficially Owned by Each Reporting Person With:

Shared Voting Power

8

4,180,992.00

Sole Dispositive Power

9

0.00

Shared Dispositive Power

10

4,180,992.00

Aggregate amount beneficially owned by each reporting person

11

4,180,992.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12

Percent of class represented by amount in Row (11)

13

4.9 %

Type of Reporting Person (See Instructions)

14

IN

**Comment for Type of Reporting Person:** Note to rows (7)(9)(11)(13): Possesses economic exposure to an aggregate of 7,980,992 Shares (representing approximately 9.3% of the outstanding Shares) due to certain cash-settled total return swaps as further explained in Item 6. The aggregate percentage of Shares reported owned by each person named herein is based upon 85,614,287

## SCHEDULE 13D

### CUSIP No.

1 Name of reporting person  
Sagal Jonathan  
Check the appropriate box if a member of a Group (See Instructions)

2  (a)  
 (b)

3 SEC use only

4 Source of funds (See Instructions)

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

6 Citizenship or place of organization  
UNITED STATES

7 Sole Voting Power  
27,119.00

Number of Shares Beneficially Owned by Each Reporting Person With: 8 Shared Voting Power  
0.00

9 Sole Dispositive Power  
27,119.00

10 Shared Dispositive Power  
0.00

11 Aggregate amount beneficially owned by each reporting person  
27,119.00

12 Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

13 Percent of class represented by amount in Row (11)  
0 %

14 Type of Reporting Person (See Instructions)  
IN

## SCHEDULE 13D

Item 1. Security and Issuer  
Title of Class of Securities:  
(a) Common Stock, \$0.01 par value per share  
Name of Issuer:  
(b) Bloomin' Brands, Inc.

(c) Address of Issuer's Principal Executive Offices:

2202 NORTH WEST SHORE BOULEVARD, SUITE 500, TAMPA, FLORIDA , 33607.

Item 2. Identity and Background

(b) Item 2(b) is hereby amended to add the following: The officers and directors of Starboard V&O Master Fund and Starboard X Master and their principal occupations and business addresses are set forth on Exhibit 1 attached hereto and are incorporated by reference in this Item 2.

(f) Item 2(f) is hereby amended to add the following: The citizenship of the persons listed on Exhibit 1, attached hereto, is set forth therein and is incorporated by reference in this Item 2.

Item 3. Source and Amount of Funds or Other Consideration

Item 3 is hereby amended and restated to read as follows: The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard L Master, Starboard X Master and held in the Starboard Value LP Account were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Exhibit 2, which is incorporated by reference herein. The aggregate purchase price of the 2,608,403 Shares beneficially owned by Starboard V&O Fund is approximately \$64,989,467, excluding brokerage commissions. The aggregate purchase price of the 315,176 Shares beneficially owned by Starboard S LLC is approximately \$7,993,687, excluding brokerage commissions. The aggregate purchase price of the 135,816 Shares beneficially owned by Starboard L Master is approximately \$3,444,053, excluding brokerage commissions. The aggregate purchase price of the 660,072 Shares beneficially owned by Starboard X Master is approximately \$16,773,849, excluding brokerage commissions. The aggregate purchase price of the 461,525 Shares held in the Starboard Value LP Account is approximately \$12,325,805, excluding brokerage commissions. The 27,119 Shares owned directly by Mr. Sagal were granted to him in his former capacity as a director of the Issuer.

Item 5. Interest in Securities of the Issuer

(a) Item 5(a) is hereby amended and restated to read as follows: The percentages used in this Schedule 13D are based upon 85,614,287 Shares outstanding, as of May 4, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on May 7, 2026. See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of Shares and percentage of the Shares beneficially owned by each of the Reporting Persons as of the close of business on May 8, 2026. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Securities Exchange Act of 1934, as amended, the beneficial owners of any securities of the Issuer that he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

(b) Item 5(b) is hereby amended and restated to read as follows: See rows (7) through (10) of the cover pages to this Schedule 13D for the number of Shares as to which each Reporting Person has the sole or shared power to vote or direct the vote and the sole or shared power to dispose or to direct the disposition.

(c) Item 5(c) is hereby amended and restated to read as follows: Information concerning transactions in the securities of the Issuer effected by the Reporting Persons during the past sixty days is set forth in Exhibit 2 attached hereto and is incorporated herein by reference. Except as otherwise noted, all of the transactions in the securities of the Issuer listed therein were effected in the open market through various brokerage entities.

(e) Item 5(e) is hereby amended and restated to read as follows: As of May 8, 2026, the Reporting Persons ceased to beneficially own more than 5% of the outstanding Shares of the Issuer.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Item 6 is hereby amended to add the following: Starboard V&O Fund has entered into certain cash-settled total return swap agreements with a certain unaffiliated third party financial institution as the counterparty that constitutes economic exposure to an aggregate of 2,370,713 notional Shares, which have a maturity date of November 8, 2027. Starboard S LLC has entered into certain cash-settled total return swap agreements with a certain unaffiliated third party financial institution as the counterparty that constitutes economic exposure to an aggregate of 286,455 notional Shares, which have a maturity date of November 8, 2027. Starboard L Master has entered into certain cash-settled total return swap agreements with a certain unaffiliated third party financial institution as the counterparty that constitutes economic exposure to an aggregate of 123,441 notional Shares, which have a maturity date of November 8, 2027. Starboard X Master has entered into certain cash-settled total return swap agreements with a certain unaffiliated third party financial institution as the counterparty that constitutes economic exposure to an aggregate of 599,923 notional Shares, which have a maturity date of November 8, 2027. Starboard Value LP through the Starboard Value LP Account has entered into certain cash-settled total return swap agreements with a certain unaffiliated third party financial institution as the counterparty that constitutes economic exposure to an aggregate of 419,468 notional Shares, which have a maturity date of November 8, 2027. Each of the foregoing swaps provides each of Starboard V&O Fund, Starboard S LLC, Starboard L Master, Starboard X Master and Starboard Value LP with economic results that are comparable to the economic results of ownership but do not provide it with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of such swaps (such shares, the "Subject Shares"). None of Starboard V&O Fund, Starboard S LLC, Starboard L Master, Starboard X Master or Starboard Value LP have the right to convert the foregoing swaps into Shares at any time. Taking into account the Subject Shares, the Reporting Persons collectively have economic exposure to an aggregate of 8,008,111 Shares, representing approximately 9.3% of the outstanding Shares.

Item 7. Material to be Filed as Exhibits.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Starboard Value LP

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value GP LLC, its general partner  
Date: 05/08/2026

STARBOARD VALUE & OPPORTUNITY MASTER FUND LTD

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value LP, its investment manager  
Date: 05/08/2026

STARBOARD VALUE & OPPORTUNITY S LLC

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value LP, its manager  
Date: 05/08/2026

Starboard Value & Opportunity C LP

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value R LP, its general partner  
Date: 05/08/2026

Starboard Value R LP

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value R GP LLC, its general partner  
Date: 05/08/2026

Starboard Value & Opportunity Master Fund L LP

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value L LP, its general partner  
Date: 05/08/2026

Starboard Value L LP

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value R GP LLC, its general partner  
Date: 05/08/2026

Starboard Value R GP LLC

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory  
Date: 05/08/2026

Starboard X Master Fund Ltd

Signature: /s/ Lindsey Cara  
Name/Title: Lindsey Cara, Authorized Signatory of Starboard Value LP, its investment manager  
Date: 05/08/2026

Starboard Value GP LLC

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Authorized Signatory of Starboard  
Principal Co LP, its member

Date: 05/08/2026

Starboard Principal Co LP

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Authorized Signatory of Starboard  
Principal Co GP LLC, its general partner

Date: 05/08/2026

Starboard Principal Co GP LLC

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Authorized Signatory

Date: 05/08/2026

Smith Jeffrey C

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Attorney-in-Fact for Jeffrey C.  
Smith

Date: 05/08/2026

Feld Peter A

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Attorney-in-Fact for Peter A. Feld

Date: 05/08/2026

Sagal Jonathan

Signature: /s/ Lindsey Cara

Name/Title: Lindsey Cara, Attorney-in-Fact for Jonathan  
Sagal

Date: 05/08/2026

**Directors and Officers of Starboard Value and Opportunity Master Fund Ltd and Starboard X Master Fund Ltd**

<u>Name and Position</u>	<u>Principal Occupation</u>	<u>Principal Business Address</u>	<u>Citizenship</u>
Patrick Agemian Director	Director of Global Funds Management, Ltd.	PO Box 10034, Buckingham Square 2nd Floor 720A West Bay Road Grand Cayman Cayman Islands, KY1-1001	Canada
Lindsey Cara Director	General Counsel, Starboard Value LP	Starboard Value LP 777 Third Avenue, 18th Floor New York, New York 10017	United States of America
Alaina Danley Director	Managing Director of Waystone Governance Ltd.	Waystone Governance Ltd. Suite 5B201, 2nd Floor One Nexus Way P.O. Box 2587 Grand Cayman Cayman Islands, KY1-1103	Cayman Islands

**Transactions in the Securities of the Issuer During the Past Sixty Days**

<u>Nature of the Transaction</u>	<u>Amount of Securities Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of Purchase/Sale</u>
----------------------------------	--------------------------------------------------	-------------------	----------------------------------

**STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD**

Sale of Common Stock	(2,370,713)	8.1200	05/08/2026
Purchase of Cash-Settled Total	2,370,713	8.1200	05/08/2026
Return Swap			

**STARBOARD VALUE AND OPPORTUNITY S LLC**

Sale of Common Stock	(286,455)	8.1200	05/08/2026
Purchase of Cash-Settled Total	286,455	8.1200	05/08/2026
Return Swap			

**STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP**

Sale of Common Stock	(123,441)	8.1200	05/08/2026
Purchase of Cash-Settled Total	123,441	8.1200	05/08/2026
Return Swap			

**STARBOARD X MASTER FUND LTD**

Sale of Common Stock	(599,923)	8.1200	05/08/2026
Purchase of Cash-Settled Total	599,923	8.1200	05/08/2026
Return Swap			

**STARBOARD VALUE LP  
(Through the Starboard Value LP Account)**

Sale of Common Stock	(419,468)	8.1200	05/08/2026
Purchase of Cash-Settled Total	419,468	8.1200	05/08/2026
Return Swap			