# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### **SCHEDULE 13D**

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)1

<u>Pediatrix Medical Group, Inc.</u> (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of Class of Securities)

58502B106 (CUSIP Number)

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

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

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

December 2, 2022
(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  $\S\S$  240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box  $\Box$ .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. *See* § 240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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

1	NAME OF REPORT	ING PERSON			
	STARBOARD VALUE LP				
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$				
			(b) 🗆		
3	SEC USE ONLY				
4	SOURCE OF FUNDS	S			
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5		CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
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NUMBER OF	7	SOLE VOTING POWER			
SHARES		5.015.000			
BENEFICIALLY OWNED BY		5,915,000			
	8	SHARED VOTING POWER			
EACH REPORTING		- 0 -			
PERSON WITH	9	SOLE DISPOSITIVE POWER			
rekson with	9	SOLE DISPOSITIVE POWER			
		5,915,000			
	10	SHARED DISPOSITIVE POWER			
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		- 0 -			
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
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	5,915,000				
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	П		
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13	PERCENT OF CLAS	S REPRESENTED BY AMOUNT IN ROW (11)			
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	7.1%				
14	TYPE OF REPORTIN	NG PERSON	-		
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1	NAME OF REPORT	ING PERSON			
	STARBOARD	VALUE AND OPPORTUNITY MASTER FUND LTD			
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4	SOURCE OF FUND	S			
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5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR			
	2(e)				
6	CITIZENSHIP OR P	LACE OF ORGANIZATION			
NUMBER OF	CAYMAN ISL 7	SOLE VOTING POWER			
SHARES	/	SOLE VOTINGTOWER			
BENEFICIALLY		3,239,643			
OWNED BY	8	SHARED VOTING POWER			
EACH REPORTING					
PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER			
		SOLE DIGITAL TO WELL			
		3,239,643			
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	3.9%				
14	TYPE OF REPORTI	NG PERSON			
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1	NAME OF REPOR	RTING PERSON	
	STARROAD	D VALUE AND OPPORTUNITY S LLC	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
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	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □		
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NUMBER OF	DELAWARI 7	SOLE VOTING POWER	
SHARES	,		
BENEFICIALLY OWNED BY	8	575,327 SHARED VOTING POWER	
EACH	8	SHARED VOTING POWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		575,327	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
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12	CHECK BOX IF I	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	Ш
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	T 41 40.		
14	Less than 1% TYPE OF REPOR		
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1	NAME OF REPOR	TING PERSON		
	STARBOARI	D VALUE AND OPPORTUNITY C LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	DS	-	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NUMBER OF	DELAWARE 7	SOLE VOTING POWER		
SHARES BENEFICIALLY		334,388		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		334,388		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	334,388			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
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	Less than 1%			
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1	NAME OF REPOR	TING PERSON		
	STARROARI	D VALUE R LP		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
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3	SEC USE ONLY	SEC USE ONLY		
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5	CHECK BOX IF D 2(e)	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR □		
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NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		334,388		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
	10	334,388		
	10	SHARED DISPOSITIVE POWER		
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11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	334,388			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
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14	Less than 1% TYPE OF REPORT			
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1	NAME OF REPORT	TING PERSON	-	
	QTA D D ∩ A D I	O VALUE R GP LLC		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
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3	SEC USE ONLY	SEC USE ONLY		
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5		SCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR		
	2(e)			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
	DELAWARE			
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		648,252		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		648,252		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	649 252			
12	648,252 CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
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13	PERCENT OF CLA	SS REPRESENTED BY AMOUNT IN ROW (11)		
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14	Less than 1% TYPE OF REPORT	ING PERSON		
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1	NAME OF REPORTING PERSON			
	STARBOARD	STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$			
3	SEC USE ONLY			
4	SOURCE OF FUND WC			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR P	LACE OF ORGANIZATION		
	CAYMAN ISL	ANDS		
NUMBER OF	7	SOLE VOTING POWER		
SHARES BENEFICIALLY		313,864		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		313,864		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	313,864			
12		E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTI	NG PERSON		
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1	NAME OF REPORT	TING PERSON		
	STARROARI	D VALUE L LP		
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) □	
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUNI	DS		
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5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □			
6	CITIZENSHIP OR	PLACE OF ORGANIZATION		
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MIN (DED OF	DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		313,864		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		- 0 -		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		212.974		
	10	313,864 SHARED DISPOSITIVE POWER		
11	AGGREGATE AM	- 0 - OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AND	OUNT BENEFICIALLY OWNED BY EACH REPORTING LEAGUN		
	313,864			
12	CHECK BOX IF TI	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORT			
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1	NAME OF REPOR	TING PERSON	
	STARROADI	O X MASTER FUND LTD	
2		ROPRIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) □
3	SEC USE ONLY		
4	SOURCE OF FUNI	OS .	
	WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □		
6	CITIZENSHID OD	PLACE OF ORGANIZATION	
O	CITIZENSHIF OK	FLACE OF ORGANIZATION	
	CAYMAN IS		
NUMBER OF SHARES	7	SOLE VOTING POWER	
BENEFICIALLY		457,286	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		457,286	
•	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AM	OUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	457,286		
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLA	ASS REPRESENTED BY AMOUNT IN ROW (11)	
	Less than 1%		
14	TYPE OF REPORT		
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1	NAME OF REPORT	TING PERSON		
		O VALUE GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY	SEC USE ONLY		
4	SOURCE OF FUND	OS .		
	OO			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
NII MDED OF	DELAWARE	COLE VOTING DOWER		
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY	8	5,915,000 SHARED VOTING POWER		
EACH	8			
REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER		
TERSON WITH	9	SOLE DISPOSITIVE POWER		
		5,915,000		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	5,915,000			
12		HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	7.1%			
14	TYPE OF REPORT	ING PERSON		
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1	NAME OF REPORTING PERSON		
	STARBOARD	PRINCIPAL CO LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$		
3	SEC USE ONLY		
4	SOURCE OF FUND OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e) □		
6		LACE OF ORGANIZATION	
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	
SHARES	/		
BENEFICIALLY OWNED BY	8	5,915,000 SHARED VOTING POWER	
EACH	o	SHARED VOTING FOWER	
REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		5,915,000	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	UNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,915,000		
12	CHECK BOX IF TH	E AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLAS	SS REPRESENTED BY AMOUNT IN ROW (11)	
	7.1%		
14	TYPE OF REPORTI	NG PERSON	
	PN		

1	NAME OF REPORT	TING PERSON	
	STARBOARI	PRINCIPAL CO GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$		
3	SEC USE ONLY		
4	SOURCE OF FUND	DS .	-
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLACE OF ORGANIZATION		
NUMBER OF	DELAWARE 7	SOLE VOTING POWER	
SHARES BENEFICIALLY		5,915,000	
OWNED BY	8	SHARED VOTING POWER	
EACH REPORTING		- 0 -	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		5,915,000	
	10	SHARED DISPOSITIVE POWER	
		- 0 -	
11	AGGREGATE AMO	DUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	5,915,000		
12	CHECK BOX IF TH	HE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
14	7.1% TYPE OF REPORT	ING PERSON	
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1	NAME OF REPORTING PERSON			
	JEFFREY C. SMITH			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  (a)  (b)  (b)			
3	SEC USE ONLY			
4	SOURCE OF FUNDS OO			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION  USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH REPORTING	8	- 0 - SHARED VOTING POWER  5,915,000		
PERSON WITH	9	SOLE DISPOSITIVE POWER  - 0 -		
	10	SHARED DISPOSITIVE POWER  5,915,000		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  5,915,000			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.1%			
14	TYPE OF REPORTING PERSON  IN			

1	NAME OF REPORTING PERSON			
	PETER A. FELD			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\Box$ (b) $\Box$			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF ORGANIZATION			
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NUMBER OF	USA 7	SOLE VOTING POWER		
SHARES	/	SOLE VOTINGTOWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH REPORTING		5,915,000		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
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		- 0 -		
	10	SHARED DISPOSITIVE POWER		
		5,915,000		
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
-				
	5,915,000			
12	CHECK BOX IF 1	THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	7.1%			
14	TYPE OF REPORTING PERSON			
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The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

#### Item 1. <u>Security and Issuer.</u>

Item 1 is hereby amended and restated to read as follows:

This statement relates to the Common Stock, par value \$0.01 per share (the "Shares"), of Pediatrix Medical Group, Inc., a Florida corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 1301 Concord Terrace, Sunrise, Florida 33323.

### Item 2. <u>Identity and Background</u>.

Item 2 is hereby amended to add the following:

(b) The address of the principal office of each of Messrs. Smith and Feld is c/o Starboard Value LP, 201 E Las Olas Boulevard, Suite 1000, Fort Lauderdale, Florida 33301.

#### Item 4. <u>Purpose of Transaction</u>.

Item 4 is hereby amended to add the following:

As previously disclosed, Gavin T. Molinelli, a Partner and Portfolio Manager of Starboard Value LP, served as an observer to the Board of Directors of the Issuer (the "Board"). On December 2, 2022, Mr. Molinelli stepped down as an observer to the Board.

#### Item 5. <u>Interest in Securities of the Issuer</u>

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

The aggregate percentage of Shares reported owned by each person named herein is based upon 83,069,757 Shares outstanding, as of October 28, 2022, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 3, 2022.

### A. Starboard V&O Fund

(a) As of the close of business on December 2, 2022, Starboard V&O Fund beneficially owned 3,239,643 Shares.

Percentage: Approximately 3.9%

- (b) 1. Sole power to vote or direct vote: 3,239,643
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 3,239,643
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard V&O Fund has not entered into any transactions in the Shares during the past sixty days.

#### B. Starboard S LLC

(a) As of the close of business on December 2, 2022, Starboard S LLC beneficially owned 575,327 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 575,327
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 575,327
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard S LLC has not entered into any transactions in the Shares during the past sixty days.

### C. Starboard C LP

(a) As of the close of business on December 2, 2022, Starboard C LP beneficially owned 334,388 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 334,388
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 334,388
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard C LP has not entered into any transactions in the Shares during the past sixty days.

### D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 334,388 Shares owned by Starboard C LP

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 334,388
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 334,388
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R LP has not entered into any transactions in the Shares during the past sixty days.

## E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP and Starboard L GP, may be deemed the beneficial owner of the (i) 334,388 Shares owned by Starboard C LP and (ii) 313,864 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 648,252
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 648,252
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard R GP has not entered into any transactions in the Shares during the past sixty days.

#### F. Starboard L Master

(a) As of the close of business on December 2, 2022, Starboard L Master beneficially owned 313,864 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 313,864
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 313,864
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L Master has not entered into any transactions in the Shares during the past sixty days.

#### G. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 313,864 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 313,864
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 313,864
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days.

## H. Starboard X Master

(a) As of the close of business on December 2, 2022, Starboard X Master beneficially owned 457,286 Shares.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 457,286
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 457,286
  - 4. Shared power to dispose or direct the disposition: 0

(c) Starboard X Master has not entered into any transactions in the Shares during the past sixty days.

#### I. Starboard Value LP

(a) As of the close of business on December 2, 2022, 994,492 Shares were held in the Starboard Value LP Account. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard X Master and the Starboard Value LP Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 3,239,643 Shares owned by Starboard V&O Fund, (ii) 575,327 Shares owned by Starboard S LLC, (iii) 334,388 Shares owned by Starboard C LP, (iv) 313,864 Shares owned by Starboard L Master, (v) 457,286 Shares owned by Starboard X Master and (vi) 994,492 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.1%

- (b) 1. Sole power to vote or direct vote: 5,915,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,915,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value LP has not entered into any transactions in the Shares during the past sixty days.

### J. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 3,239,643 Shares owned by Starboard V&O Fund, (ii) 575,327 Shares owned by Starboard S LLC, (iii) 334,388 Shares owned by Starboard C LP, (iv) 313,864 Shares owned by Starboard L Master, (v) 457,286 Shares owned by Starboard X Master and (vi) 994,492 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.1%

- (b) 1. Sole power to vote or direct vote: 5,915,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,915,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Starboard Value GP has not entered into any transactions in the Shares during the past sixty days.

## K. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 3,239,643 Shares owned by Starboard V&O Fund, (ii) 575,327 Shares owned by Starboard S LLC, (iii) 334,388 Shares owned by Starboard C LP, (iv) 313,864 Shares owned by Starboard L Master, (v) 457,286 Shares owned by Starboard X Master and (vi) 994,492 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.1%

- b) 1. Sole power to vote or direct vote: 5,915,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,915,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal Co has not entered into any transactions in the Shares during the past sixty days.

## L. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 3,239,643 Shares owned by Starboard V&O Fund, (ii) 575,327 Shares owned by Starboard S LLC, (iii) 334,388 Shares owned by Starboard C LP, (iv) 313,864 Shares owned by Starboard L Master, (v) 457,286 Shares owned by Starboard X Master and (vi) 994,492 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.1%

- (b) 1. Sole power to vote or direct vote: 5,915,000
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 5,915,000
  - 4. Shared power to dispose or direct the disposition: 0
- (c) Principal GP has not entered into any transactions in the Shares during the past sixty days.

#### M. Messrs. Smith and Feld

(a) Each of Messrs. Smith and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 3,239,643 Shares owned by Starboard V&O Fund, (ii) 575,327 Shares owned by Starboard S LLC, (iii) 334,388 Shares owned by Starboard C LP, (iv) 313,864 Shares owned by Starboard L Master, (v) 457,286 Shares owned by Starboard X Master and (vi) 994,492 Shares held in the Starboard Value LP Account.

Percentage: Approximately 7.1%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 5,915,000
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 5,915,000
- (c) None of Messrs. Smith or Feld has entered into any transactions in the Shares during the past sixty days.

#### **SIGNATURES**

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 2, 2022

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP, its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC

By: Starboard Value LP, its manager

STARBOARD X MASTER FUND LTD

By: Starboard Value LP, its investment manager

STARBOARD VALUE AND OPPORTUNITY C LP

By: Starboard Value R LP, its general partner

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,

its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

By: Starboard Value L LP, its general partner

STARBOARD VALUE L LP

By: Starboard Value R GP LLC,

its general partner

STARBOARD VALUE LP

By: Starboard Value GP LLC, its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,

its member

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,

its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith

Name: Jeffrey C. Smith

Title: Authorized Signatory

/s/ Jeffrey C. Smith

JEFFREY C. SMITH

Individually and as attorney-in-fact for Peter A. Feld