

Kiper Christopher S
 Form 4
 April 13, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Legion Partners Asset Management, LLC

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705,

(Street)

BEVERLY HILLS, CA 90212

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 FOSTER L B CO [FSTR]

3. Date of Earliest Transaction (Month/Day/Year)
 04/12/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock ⁽¹⁾ | 04/12/2018 | | P | 6,723 ⁽⁶⁾ D \$ 25.13 | 1,135,027 | I | Legion Partners, L.P. I ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/13/2018 | | P | 793 ⁽⁶⁾ D \$ 25.08 | 1,134,234 | I | Legion Partners, L.P. I ⁽²⁾ |
| Common Stock ⁽¹⁾ | 04/12/2018 | | P | 641 ⁽⁶⁾ D \$ 25.13 | 108,215 | I | Legion Partners, L.P. II ⁽³⁾ |
| Common Stock ⁽¹⁾ | 04/13/2018 | | P | 75 ⁽⁶⁾ D \$ 25.08 | 108,140 | I | Legion Partners, L.P. |

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| 1. Title of Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) | |
|---------------------------------|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|--|
| Common Stock ⁽¹⁾ | | 04/12/2018 | | P | 1,965 ⁽⁶⁾ | \$ 25.13 | 331,652 | | I | Legion Partners Special Opportunities L.P. II ⁽⁴⁾ |
| Common Stock ⁽¹⁾ | | 04/13/2018 | | P | 232 ⁽⁶⁾ | \$ 25.08 | 331,420 | | I | Legion Partners Special Opportunities L.P. II ⁽⁴⁾ |
| Common Stock | | | | | | | 11,398 | | I | Legion Partners Asset Management, LLC ⁽⁵⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Legion Partners Asset Management, LLC 9401 WILSHIRE BLVD., SUITE 705 BEVERLY HILLS, CA 90212 | | X | | |

| | |
|---|---|
| Legion Partners, L.P. I 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212 | X |
| Legion Partners, L.P. II 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212 | X |
| Legion Partners Special Opportunities, L.P. II 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212 | X |
| Legion Partners, LLC 9401 WILSHIRE BLVD., SUITE 705 BEVERLY HILLS, CA 90212 | X |
| Legion Partners Holdings, LLC 9401 WILSHIRE BLVD., SUITE 705 BEVERLY HILLS, CA 90212 | X |
| Kiper Christopher S 9401 WILSHIRE BLVD, SUITE 705 BEVERLY HILLS, CA 90212 | X |
| White Raymond T. 9401 WILSHIRE BLVD. SUITE 705 BEVERLY HILLS, CA 90212 | X |

Signatures

| | |
|---|------------|
| Legion Partners Asset Management, LLC | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners, L.P. I | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners, L.P. II | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners Special Opportunities, L.P. II | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners, LLC | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners Asset Management, LLC | 04/13/2018 |
| __Signature of Reporting Person | Date |
| Legion Partners Holdings, LLC | 04/13/2018 |

