

Esperion Therapeutics, Inc.
Form SC 13D/A
November 25, 2014

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Amendment No. 1)*

Under the Securities Exchange Act of 1934

ESPERION THERAPEUTICS, INC.

(Name of Issuer)

COMMON STOCK, \$0.001 PAR VALUE per share

(Title of Class of Securities)

29664W105

(CUSIP Number)

Patrick G. Enright

Managing Member

Longitude Capital Partners, LLC

800 El Camino Real, Ste. 220

Menlo Park, CA 94025

(650) 854-5700

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

November 17, 2014

(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 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).

(Continued on following pages)

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NAMES OF REPORTING PERSONS

1

Longitude Capital Partners, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO (1)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5 PURSUANT TO ITEM 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF **7**

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY **8**

EACH **9** 1,434,396 shares of Common Stock (2)
SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

0
SHARED DISPOSITIVE POWER

10

1,434,396 shares of Common Stock (2)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,434,396 shares of Common Stock (2)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12(see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

7.0 % (3)

TYPE OF REPORTING PERSON (see instructions)

14

OO

(1) The securities over which the Reporting Persons have shared voting and dispositive power were acquired using investment funds from limited partners.

(2) Consists of 1,406,210 shares of Common Stock held of record by LVP and 28,186 shares of Common Stock held of record by LCA.

(3) The percentage was calculated based on 20,349,753 outstanding shares of Common Stock as of November 1, 2014, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 10, 2014.

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NAMES OF REPORTING PERSONS

1

Longitude Venture Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO (4)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5 PURSUANT TO ITEM 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF **7**

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY **8**

EACH **9** 1,434,396 shares of Common Stock (5)

SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

0
SHARED DISPOSITIVE POWER

10

1,434,396 shares of Common Stock (5)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,434,396 shares of Common Stock (5)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12(see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

7.0 % (6)

TYPE OF REPORTING PERSON (see instructions)

14

PN

(4) The securities over which the Reporting Persons have shared voting and dispositive power were acquired using investment funds from limited partners.

(5) Consists of 1,406,210 shares of Common Stock held of record by LVP and 28,186 shares of Common Stock held of record by LCA.

(6) The percentage was calculated based on 20,349,753 outstanding shares of Common Stock as of November 1, 2014, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 10, 2014.

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NAMES OF REPORTING PERSONS

1

Longitude Capital Associates, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO (7)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5 PURSUANT TO ITEM 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

SOLE VOTING POWER

NUMBER OF **7**

SHARES **0**

BENEFICIALLY **8** SHARED VOTING POWER

OWNED BY **8**

EACH **9** 1,434,396 shares of Common Stock (8)

SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

0
SHARED DISPOSITIVE POWER

10

1,434,396 shares of Common Stock (8)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,434,396 shares of Common Stock (8)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12(see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

7.0 % (9)

TYPE OF REPORTING PERSON (see instructions)

14

PN

(7) The securities over which the Reporting Persons have shared voting and dispositive power were acquired using investment funds from limited partners.

(8) Consists of 1,406,210 shares of Common Stock held of record by LVP and 28,186 shares of Common Stock held of record by LCA.

(9) The percentage was calculated based on 20,349,753 outstanding shares of Common Stock as of November 1, 2014, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 10, 2014.

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NAMES OF REPORTING PERSONS

1

Patrick G. Enright

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO (10)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5PURSUANT TO ITEM 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF **7**

SHARES

11,928 shares of Common Stock (11)

BENEFICIALLY

SHARED VOTING POWER

OWNED BY **8**

EACH

1,434,396 shares of Common Stock (12)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

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11,928 shares of Common Stock (11)
SHARED DISPOSITIVE POWER

10

1,434,396 shares of Common Stock (12)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,446,324 shares of Common Stock (11)(12)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12(see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

7.1 % (13)

TYPE OF REPORTING PERSON (see instructions)

14

IN

(10) The securities over which the Reporting Persons have shared voting and dispositive power were acquired using investment funds from limited partners. The securities over which by Mr. Enright has sole voting and dispositive power were issued in connection with his service on the Board of Directors of the Issuer.

(11) Consists of a stock option to purchase an aggregate of 21,471 shares of Common Stock, of which 11,928 shares will vest and become exercisable within 60 days following November 18, 2014.

(12) Consists of 1,406,210 shares of Common Stock held of record by LVP and 28,186 shares of Common Stock held of record by LCA.

(13) The percentage was calculated based on 20,349,753 outstanding shares of Common Stock as of November 1, 2014, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 10, 2014.

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NAMES OF REPORTING PERSONS

1

Juliet Tammenoms Bakker

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(see instructions)

2

(a) ..

(b) ..

SEC USE ONLY

3

SOURCE OF FUNDS (see instructions)

4

OO (14)

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

5PURSUANT TO ITEM 2(d) or 2(e)

..

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

SOLE VOTING POWER

NUMBER OF **7**

SHARES **0**

BENEFICIALLY SHARED VOTING POWER

OWNED BY **8**

EACH 1,434,396 shares of Common Stock (15)

9 SOLE DISPOSITIVE POWER

REPORTING

PERSON WITH

0
SHARED DISPOSITIVE POWER

10

1,434,396 shares of Common Stock (15)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,434,396 shares of Common Stock (15)

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

12(see instructions)

..

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

13

7.0 % (16)

TYPE OF REPORTING PERSON (see instructions)

14

IN

(14) The securities over which the Reporting Persons have shared voting and dispositive power were acquired using investment funds from limited partners.

(15) Consists of 1,406,210 shares of Common Stock held of record by LVP and 28,186 shares of Common Stock held of record by LCA.

(16) The percentage was calculated based on 20,349,753 outstanding shares of Common Stock as of November 1, 2014, as disclosed by the Issuer in its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Commission on November 10, 2014.

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Explanatory Note:

This Amendment No. 1 to Schedule 13D (this “Amendment”) amends the Schedule 13D (the “Statement”) initially filed with the Commission on July 11, 2013. This Amendment is filed on behalf of entities Longitude Venture Partners, L.P. (“LVP”), Longitude Capital Associates, L.P. (“LCA”), and each of LVP’s and LCA’s sole general partner, Longitude Capital Partners, LLC (“LCP”, and each of LVP, LCA and LCP collectively, a “Reporting Entity”) and individuals Patrick G. Enright and Juliet Tammenoms Bakker (each a “Reporting Individual,” and each Reporting Entity or Reporting Individual, a “Reporting Person”), relating to the beneficial ownership of the common stock, par value \$0.001 per share (“Common Stock”), of Esperion Therapeutics, Inc., a Delaware corporation (the “Issuer”). The Reporting Persons are filing this Amendment to report changes in their beneficial ownership since the filing of the Statement, as last amended. Except as set forth herein, this Amendment does not supplement, restate or amend any of the other information disclosed in the Statement (as amended) previously filed. Capitalized terms not defined in this Amendment have the meanings ascribed to them in the Statement (as amended) previously filed.

Item 4. Purpose of Transaction.

Item 4 of the Statement is amended by adding the following paragraphs at the end thereof:

On September 19, 2014, each of LVP and LCA adopted a Rule 10b5-1 trading plan (collectively, the “2014 Trading Plans”). The 2014 Trading Plans were established as part of each Reporting Entity’s investment strategies for asset diversification and liquidity over time. The 2014 Trading Plans were adopted during an “open window” in accordance with guidelines specified by Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and as permitted by the Issuer’s insider trading policy.

A total of up to 500,000 shares of Common Stock could collectively be sold under all of the 2014 Trading Plans. Each 2014 Trading Plan establishes predetermined trading parameters that, among other things, do not permit the party or parties that adopted the applicable 2014 Trading Plan to exercise subsequent influence over how, when or whether to effect trades thereunder. Pursuant to the terms of each 2014 Trading Plan, sales thereunder are based upon pre-established stock price thresholds and were permitted to commence on October 3, 2014, and will continue until the earlier of December 31, 2014 or the sale of the maximum number of shares as set forth in each such 2014 Trading Plan. As of November 18, 2014, the maximum number of shares available for sale under the 2014 Trading Plans has been sold, and no further sales will be made thereunder.

Except as described herein, none of the Reporting Persons have present plans or proposals that relate to or would result in any of the actions described in Items 4(a) through (j) of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

Item 5(a) through (c) of the Statement is amended and restated in full as follows:

(a) According to the Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2014 filed with the Securities and Exchange Commission (the "Commission") on November 10, 2014, there were 20,349,753 outstanding shares of Common Stock as of November 1, 2014. LVP is the record holder of 1,406,210 shares of Common Stock, representing approximately 6.9% of the outstanding shares of Common Stock. LCA is the record holder of 28,186 shares of Common Stock, representing approximately 0.1% of the outstanding shares of Common Stock. LVP and LCA may reallocate their holdings of securities among themselves and may be deemed to beneficially own securities on an aggregated basis.

LCP, as general partner of each of LVP and LCA, has the power to vote and dispose of securities held by each of them and may be deemed to beneficially own the securities held of record by LVP and LCA.

The Reporting Individuals are each managing members of LCP and, as such, share the decision making power of LCP with respect to the voting and disposition of securities beneficially owned by it. As a result, each of the Reporting Individuals may be deemed to beneficially own the securities held of record by LVP and LCA.

Mr. Enright holds a stock option to purchase 21,471 shares of Common Stock that was issued to him in connection with his service on the Board of the Issuer, of which 11,928 shares will vest and become exercisable within 60 days following November 18, 2014. As a result, Mr. Enright may be deemed to beneficially own an aggregate of 1,446,324 shares of Common Stock, consisting of the shares held of record by LVP and LCA and the shares underlying the stock option that Mr. Enright has the right to acquire within 60 days following November 18, 2014.

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(b) LVP, LCA, and LCP, as well as Mr. Enright and Ms. Bakker as the managing members of LCP, have shared power to vote and dispose of an aggregate of 1,434,396 shares of Common Stock. Mr. Enright has sole power to vote and dispose of 11,928 shares of Common Stock, consisting of the shares of Common Stock underlying a stock option that has been granted to Mr. Enright in connection with his service on the Board and that Mr. Enright has the right to acquire within 60 days following November 18, 2014.

(c) The table set forth on Schedule A reflects all transactions effected by the Reporting Persons in the Common Stock during the 60-day period ending on November 18, 2014. Each transaction set forth on Schedule A represents the sale of shares of Common Stock in open market trades pursuant to the 2014 Trading Plans. Except as reported in this Statement, none of the Reporting Persons has effected any transactions in the Issuer's securities within the past 60 days.

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

Item 6 of the Statement is amended by adding the following paragraphs at the end thereof:

Effective April 1, 2014, the Issuer amended its non-employee director compensation policy to implement the following changes relevant to Mr. Enright: (a) the annual equity grant to non-employee directors was increased to 5,000 shares of Common Stock; (b) the annual retainer for general availability and participation in meetings and conference calls of the Board was increased to \$35,000; (c) the annual compensation to the audit committee chairperson was increased to \$15,000; and (d) the annual compensation to each nominating and corporate governance committee member (other than the chairperson) was increased to \$3,500. Consistent with such policy, Mr. Enright was granted a stock option to purchase 5,000 shares of Common Stock in connection with his service on the Board of the Issuer, which will vest in full on the earlier of May 15, 2015 and the Issuer's next annual meeting of stockholders following May 15, 2014.

In connection with the Issuer's public offering of Common Stock in October 2014, each of LVP, LCA, LCP and Mr. Enright entered into a lock-up agreement pursuant to which such parties were prohibited from selling or otherwise disposing of any shares of Common Stock or any securities convertible into or exchangeable or exercisable for shares of Common Stock held by them for a period of, with respect to LVP, LCA and LCP, not less than 30 days after October 15, 2014, and with respect to Mr. Enright, not less than 90 days after October 15, 2014, in each case without the prior written consent of the lead underwriters in such offering, subject to certain exceptions. The terms and provisions of such lock-up agreement are more fully described in the Issuer's prospectus supplement dated October 15, 2014 relating to such offering and the above summary is qualified by reference to such description and the full text of

such agreement, which is filed as an exhibit to this Statement.

Reference is made to the description of the 2014 Trading Plans set forth in Item 4, which is incorporated herein by reference. Such description is only a summary of the terms of the 2014 Trading Plans and is qualified by reference to the full text of such agreements, which are filed as exhibits to this Statement.

Except as disclosed herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons and any other person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits.

Exhibit Joint Filing Agreement, dated July 11, 2013, among the Reporting Persons (incorporated by reference to A: Exhibit A to Schedule 13D filed with the Commission on July 11, 2013).

Investor Rights Agreement dated April 28, 2008 among the Issuer, the Key Holders (as defined therein) and Exhibit the Investors (as defined therein), as amended by Amendment No. 1 to Investor Rights Agreement dated April B: 11, 2013 among the Issuer, the Key Holders and the Investors (incorporated by reference to Exhibit 4.4 and Exhibit 4.5 to Issuer's Registration Statement on Form S-1 filed with the Commission on May 14, 2013).

Exhibit Form of Lock-Up Agreement (incorporated by reference to Exhibit A to that certain Underwriting Agreement C: dated June 25, 2013 between the Issuer and the Underwriters (as defined therein) filed as Exhibit 1.1 to the Issuer's Registration Statement on Form S-1/A filed with the Commission on June 12, 2013)

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Exhibit D: Form of Lock-Up Agreement (incorporated by reference to Exhibit B to that certain Underwriting Agreement dated October 15, 2014 between the Issuer and the Underwriters (as defined therein) filed as Exhibit 1.1 to the Issuer's Current Report on Form 8-K filed with the Commission on October 16, 2014).

Exhibit E: Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to the Issuer's Registration Statement on Form S-1 filed with the Commission on May 14, 2013).

Exhibit F: 10b5-1 Trading Plan dated as of September 19, 2014 between Longitude Ventures Partners, L.P. and Morgan Stanley Smith Barney LLC (excluding the pricing information and other exhibits).

Exhibit G: 10b5-1 Trading Plan dated as of September 19, 2014 between Longitude Capital Associates, L.P. and Morgan Stanley Smith Barney LLC (excluding the pricing information and other exhibits).

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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.

Dated: November 25, 2014

**LONGITUDE VENTURE PARTNERS,
L.P.**

**By: LONGITUDE CAPITAL
PARTNERS, LLC
Its: General Partner**

/s/ Patrick G. Enright
Patrick G. Enright

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

**LONGITUDE CAPITAL ASSOCIATES,
L.P.**

**By: LONGITUDE CAPITAL
PARTNERS, LLC
Its: General Partner**

/s/ Juliet Tammenoms Bakker
Juliet Tammenoms Bakker

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

**LONGITUDE CAPITAL PARTNERS,
LLC**

By: /s/ Patrick G. Enright
Patrick G. Enright, Managing Member

SCHEDULE A

Name of Reporting Person	Date of Transaction	No. of Shares Sold	Sale Price Per Share (1)	
LVP	10/7/2014	11,692	\$ 30.0402	(2)
LCA	10/7/2014	235	\$ 30.0403	(3)
LVP	10/9/2014	924	\$ 30.0000	
LCA	10/9/2014	19	\$ 30.0000	
LVP	11/17/2014	200,591	\$ 32.0115	(4)
LVP	11/17/2014	136,148	\$ 32.9339	(5)
LVP	11/17/2014	135,816	\$ 33.7897	(6)
LCA	11/17/2014	4,021	\$ 32.0115	(7)
LCA	11/17/2014	2,728	\$ 32.9339	(8)
LCA	11/17/2014	2,722	\$ 33.7896	(9)
LVP	11/18/2014	4,592	\$ 31.5644	(10)
LVP	11/18/2014	412	\$ 32.1377	(11)
LCA	11/18/2014	92	\$ 31.5666	(12)
LCA	11/18/2014	8	\$ 32.1313	(13)

(1) The applicable Reporting Person hereby undertakes to provide upon request to the Commission, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transactions were effected.

(2) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$30.00 to \$30.30. The price reported reflects the weighted average sale price.

(3) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$30.00 to \$30.30. The price reported reflects the weighted average sale price.

(4) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.52 to \$32.51. The price reported reflects the weighted average sale price.

(5) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.52 to \$33.5150. The price reported reflects the weighted average sale price.

(6) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$33.52 to \$34.42. The price reported reflects the weighted average sale price.

(7) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.52 to \$32.51. The price reported reflects the weighted average sale price.

(8) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.52 to \$33.5150. The price reported reflects the weighted average sale price.

(9) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$33.52 to \$34.42. The price reported reflects the weighted average sale price.

(10) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.08 to \$32.01. The price reported reflects the weighted average sale price.

(11) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.09 to \$32.26. The price reported reflects the weighted average sale price.

(12) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$31.08 to \$32.01. The price reported reflects the weighted average sale price.

(13) Reflects sales of Common Stock of the Issuer executed in multiple transactions at prices ranging from \$32.09 to \$32.26. The price reported reflects the weighted average sale price.

Exhibit F

Exhibit G

