

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as it was approved by the compensation committee of the board of

- (1) directors of the Issuer. The restricted stock units vest in approximately equal annual increments over a three-year period from July 1, 2020, subject to continued service as an executive officer of the Company as of each applicable vesting date. In the event of a change of control of the Company, vesting will accelerate. Vested shares of common stock will be delivered to the Reporting Person upon the vesting of the restricted stock units. The restricted stock units were issued under the 2012 Equity Incentive Plan.
- (2) Does not include 20,000 restricted stock units previously granted on December 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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