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

### **SCHEDULE 13D**

(Rule 13d-101)

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

(Amendment No. 8)1

Quantum Corporation (Name of Issuer)

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

747906204 (CUSIP Number)

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

STEVE WOLOSKY, 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)

<u>December 5, 2016</u> (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  $\square$ .

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 REPORTIN	G PERSON	
	STARBOARD VALUE	T P	
2		RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
3	SEC USE ONLY		(b) □
3	SEC USE ONL I		
4	SOURCE OF FUNDS		
	00		
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
Ů		CL OF ORGANIZATION	
	DELAWARE		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH		29,103,694*	
REPORTING PERSON	8	SHARED VOTING POWER	
WITH		-0-	
	9	SOLE DISPOSITIVE POWER	
		29,103,694*	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	29,103,694*		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12			
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	9.9%		
14	TYPE OF REPORTING	G PERSON	
	PN		

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

1	NAME OF REPORTING	G PERSON			
		STARDS ARD VALUE AND ORDORTHUM VALUE FIRM LTD			
_	STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD				
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP	(a) □		
	and tian over t		(b) □		
3	SEC USE ONLY				
4	COLUDGE OF FUNDS				
4	SOURCE OF FUNDS				
	WC				
5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
3	CHECK BOX IF DISCL	COSURE OF LEGAL PROCEEDINGS IS REQUIRED FORSOANT TO TIEM 2(d) OR 2(c)			
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
	CITIZENSIIII ORTEA	CE OF OROTHUE/THON			
	CAYMAN ISLANDS				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY					
OWNED BY EACH		18,069,036*			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH					
		- 0 -			
	9	SOLE DISPOSITIVE POWER			
		18,069,036*			
	10	SHARED DISPOSITIVE POWER			
		-0-			
11	ACCDECATE AMOUN	- U - VT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AUUKEUATE AMUUN	NI DENEFICIALLI OWNED DI EACH KEPOKIINO PERSON			
	18,069,036*				
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
12	CHECK DOX IF THE AUGREGATE AMOUNT IN KOW (11) EXCLUDES CERTAIN SHARES				
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)			
		()			
	6.3%				
14	TYPE OF REPORTING	PERSON			
	CO				

<sup>\*</sup> Includes Shares underlying certain convertible senior subordinated notes.

	NAME OF PEROPERTY	a puncou	1
1	NAME OF REPORTING	G PERSON	
	CT + DDO + DD 1/4 + I I I	AND ODDODELDIEN GLIG	
	STARBOARD VALUE AND OPPORTUNITY S LLC		
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
			(b) 🗆
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
_	WC		_
5	CHECK BOX IF DISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
	CITETATE COLUMN COLUMN	GE OF OR GUNTAUTON	
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION	
	DEL AWARE		
THE OPEN OF SHAPES	DELAWARE	COLE MOTING POWER	
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH		3,809,394*	
REPORTING PERSON	8	SHARED VOTING POWER	
WITH	o	SHARED VOTING FOWER	
***************************************		-0-	
	9	SOLE DISPOSITIVE POWER	
	,	SOLE DISTOSTITVE TO WER	
		3,809,394*	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	3,809,394*		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)	
	1.4%		
14	TYPE OF REPORTING	PERSON	
	00		

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

1	NAME OF REPORTING	G PERSON		
	STARBOARD VALUE AND OPPORTUNITY C LP			
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) $\square$ (b) $\square$			
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	WC			
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		1.265,467*		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		1,265,467*		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
12	1,265,467*	CORCATE AMOUNT BUROW (11) EVOLUDED CERTAIN CHARES		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	T 10/			
14	Less than 1% TYPE OF REPORTING	DED SON		
14	I I I E OF KEFOKTING	I LEGON		
	PN			

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

, 1	NAME OF BEBORERS	G PERGON		
1	NAME OF REPORTING	G PERSON		
	STARBOARD VALUE	DID		
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP	(a) □	
	(b) [			
3	SEC USE ONLY			
4	COLUDGE OF FLINIDG			
4	SOURCE OF FUNDS			
	00			
5		OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
3	CHECK BOX II DISCL	2030KE OF LEGAL I ROCLEDINGS IS REQUIRED I ORSOANT TO HEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	CITIZETOIIII OKTEA	OF OROTHUEITION		
	DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY				
OWNED BY EACH		1,265,467*		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		1,265,467*		
	10	SHARED DISPOSITIVE POWER		
		-0-		
11	ACCRECATE AMOUN	- U - VT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
11	AGGREGATE AMOUN	NI DENEFICIALLI OWNED DI EACH KEPOKIINO PERSON		
	1 265 467*			
12		GGREGATE AMOUNT IN ROW (11) FXCLUDES CERTAIN SHARES		
12	CHECK DOA IF THE AGGREGATE AMOUNT IN KOW (11) EACLUDES CERTAIN SHAKES			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	,	()		
	Less than 1%			
14	TYPE OF REPORTING	PERSON		
	PN			
12 13 14	PERCENT OF CLASS I Less than 1% TYPE OF REPORTING	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES REPRESENTED BY AMOUNT IN ROW (11) PERSON		

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

		a PED GOV	1	
1	NAME OF REPORTING	G PERSON		
	CT L DDC L DD LLLLIE	D CD LLC		
_	STARBOARD VALUE			
2	CHECK THE APPROPE	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
_	00		_	
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
	CITIZENICIUS OF 77	OF OF ORGANIZATION		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	DELAMADE			
THE OPEN OF SHAPES	DELAWARE	GOLE MOTING POWER		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH		1,265,467*		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH	o	SHAKED VOTING FOWER		
W1111		- 0 -		
	9	SOLE DISPOSITIVE POWER		
	,	SOLE DISTOSITIVE TO WER		
		1,265,467*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	1,265,467*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	Less than 1%			
14	TYPE OF REPORTING	PERSON		
	00			

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

		a PED GOV	1	
1	NAME OF REPORTING	J PERSON		
	CT + DDC + DD I + I I I I	CDLLC		
_	STARBOARD VALUE GP LLC			
2	CHECK THE APPROPI	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
_	00		_	
5	CHECK BOX IF DISCL	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
	CITIZENICIUS OF 77	OF OF OR CANDIZATION		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	DELAWADE			
THE OPEN OF SHAPES	DELAWARE	GOLE MOTING POWER		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER		
OWNED BY EACH		29,103,694*		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH	o	SHAKED VOTING FOWER		
W1111		- 0 -		
	9	SOLE DISPOSITIVE POWER		
	,	SOLE DISTOSITIVE TO WER		
		29,103,694*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOUN	VT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	29,103,694*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
	9.9%			
14	TYPE OF REPORTING	PERSON		
	00			

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

1	NAME OF REPORTIN	G PERSON		
	STARBOARD PRINCI	PAL CO LP		
2		RIATE BOX IF A MEMBER OF A GROUP	(a) □ (b) □	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	DELAWARE			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY OWNED BY EACH		29,103,694*		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH		- 0 -		
	9	SOLE DISPOSITIVE POWER		
		29,103,694*		
	10	SHARED DISPOSITIVE POWER		
		- 0 -		
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	29,103,694*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	9.9%			
14	TYPE OF REPORTING	G PERSON		
	PN			

<sup>\*</sup> Includes Shares underlying certain convertible senior subordinated notes.

1	NAME OF REPORTIN	G PERSON	
	STARBOARD PRINCI	PAL CO GPLIC	
2		RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆
3	SEC USE ONLY		(b) 🗆
3	SEC USE ONL I		
4	SOURCE OF FUNDS		
	00		
5		LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENCIIID OD DI A	CE OF ORGANIZATION	
0	CITIZENSHIP OR PLA	ICE OF ORGANIZATION	
	DELAWARE		
NUMBER OF SHARES BENEFICIALLY	7	SOLE VOTING POWER	
OWNED BY EACH		29,103,694*	
REPORTING PERSON WITH	8	SHARED VOTING POWER	
WITH		-0-	
	9	SOLE DISPOSITIVE POWER	
		29,103,694*	
	10	SHARED DISPOSITIVE POWER	
		-0-	
11	AGGREGATE AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	29,103,694*		
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES	
12	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
13	PERCENT OF CLASS	KEPKESENTED BY AMOUNT IN ROW (II)	
	9.9%		
14	TYPE OF REPORTING	G PERSON	
	00		

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

1	NAME OF REPORTING	G PERSON			
	TEEEDEN C. C. HTTI	JEFFREY C. GMITH			
	JEFFREY C. SMITH	DALETT DOLLET A MENUTED OF A CROAD			
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) □		
3	SEC USE ONLY		(b) □		
3	SEC USE ONLY				
4	SOURCE OF FUNDS				
4	SOURCE OF FUNDS				
	00				
5	CHECK BOX IF DISCI	OSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION			
	USA				
NUMBER OF SHARES	7	SOLE VOTING POWER			
BENEFICIALLY OWNED BY EACH		137,565**			
REPORTING PERSON	8	SHARED VOTING POWER			
WITH	o	SHARED VOTING TOWER			
,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		29,103,694*			
	9	SOLE DISPOSITIVE POWER			
		137,565**			
	10	SHARED DISPOSITIVE POWER			
		20 102 (0.4*			
11	ACCDECATE AMOUN	29,103,694* NT BENEFICIALLY OWNED BY EACH REPORTING PERSON			
11	AUGKEGATE AMOUR	NI BENEFICIALLI OWNED DI EACH REPORTING PERSON			
	29,241,259* **				
12		AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			
1		(1.) Brododd Oddinin (1.)	_		
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)			
	9.99%				
14	TYPE OF REPORTING	PERSON			
	TN I				
	IN				

<sup>\*</sup> Includes Shares underlying certain convertible senior subordinated notes.

\*\*Represents restricted stock units ("RSUs") that have vested that were granted to Mr. Smith on 09/01/13 and 10/01/14 as compensation for his service on the Board of Directors of the Issuer.

		a puncou	1	
1	NAME OF REPORTING	G PERSON		
	MARK R. MITCHELL			
2	CHECK THE APPROPI	RIATE BOX IF A MEMBER OF A GROUP	(a) 🗆	
			(b) 🗆	
3	SEC USE ONLY			
4	SOURCE OF FUNDS			
	00			
5	CHECK BOX IF DISCL	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY				
OWNED BY EACH		- 0 -		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH				
		29,103,694*		
	9	SOLE DISPOSITIVE POWER		
	4.0	-0-		
	10	SHARED DISPOSITIVE POWER		
		20.103.604*		
1.1	A CODECATE AMOUN	29,103,694*		
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	29,103,694*			
12		CODECATE AMOUNT IN DOW (11) EVOLUDES CERTAIN SHARES		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES □			
13	DED CENT OF CLASS I	REPRESENTED BY AMOUNT IN ROW (11)		
13	TERCENT OF CLASS	REI RESERVIED DI AMOONI IN ROW (11)		
	9.9%			
14	TYPE OF REPORTING	PERSON		
17	TILL OF KLI OKTINO	1 LKDOIT		
	IN			
	111			

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

	NAME OF BERORERY	G PERSON		
1	NAME OF REPORTING	G PERSON		
	DETER A FELD			
	PETER A. FELD	DALAME DOVER A MENURED OF A CROSS		
2	CHECK THE APPROP	RIATE BOX IF A MEMBER OF A GROUP	(a) □	
	(b) 🗆			
3	SEC USE ONLY			
	actin an on rening			
4	SOURCE OF FUNDS			
	00			
	00	OGUIDE OF LEGAL DROCEEDINGS IS DECLUDED BUDGLIANT TO ITEM (A/1) OD A/		
5	CHECK BOX IF DISCI	LOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		
	CITIZENICIUD OD DI A	OF OF ORGANIZATION		
6	CITIZENSHIP OR PLA	CE OF ORGANIZATION		
	USA			
NUMBER OF SHARES	7 7	SOLE VOTING POWER		
BENEFICIALLY	/	SOLE VOTING POWER		
OWNED BY EACH		-0-		
REPORTING PERSON	8	SHARED VOTING POWER		
WITH	o	SHARED VOTINGTOWER		
***************************************		29,103,694*		
	9	SOLE DISPOSITIVE POWER		
	,	SOLE BISTOSITIVE TO WER		
		-0-		
	10	SHARED DISPOSITIVE POWER		
		29,103,694*		
11	AGGREGATE AMOUN	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
	29,103,694*			
12	CHECK BOX IF THE A	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	9.9%			
14	TYPE OF REPORTING	PERSON		
	IN			

 $<sup>^{\</sup>ast}$  Includes Shares underlying certain convertible senior subordinated notes.

The following constitutes Amendment No. 8 to the Schedule 13D filed by the undersigned ("Amendment No. 8"). This Amendment No. 8 amends the Schedule 13D as specifically set forth herein.

### <u>Item 3.</u> <u>Source and Amount of Funds or Other Consideration.</u>

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC and Starboard C LP 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 Schedule A to the Schedule 13D, which is incorporated by reference herein. The aggregate purchase price of the 18,069,036 Shares beneficially owned by Starboard V&O Fund is approximately \$27,517,966, excluding brokerage commissions. Such aggregate purchase price includes \$22,151,750, which is the purchase price of \$22,715,000 principal amount of the Notes convertible into 13,791,742 Shares. The aggregate purchase price of \$4,629,750, which is the purchase price of \$4,695,000 principal amount of the Notes convertible into 2,850,637 Shares. The aggregate purchase price of the 1,265,467 Shares beneficially owned by Starboard C LP is approximately \$1,729,019, excluding brokerage commissions. Such aggregate purchase price of the 1,265,467 Shares beneficially owned by Starboard C LP is approximately \$1,729,019, excluding brokerage commissions. Such aggregate purchase price includes \$774,038, which is the purchase price of \$795,000 principal amount of the Notes convertible into 482,696 Shares. The aggregate purchase price of the 5,959,797 Shares held in the Starboard Value LP Account is approximately \$9,172,116, excluding brokerage commissions. Such aggregate purchase price of \$7,345,000 principal amount of the Notes convertible into 4,459,623 Shares.

The 137,565 Shares beneficially owned by Mr. Smith represent restricted stock units ("RSUs") that have vested, which were granted to Mr. Smith as compensation for his service on the Board of Directors of the Issuer.

### 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 calculated using as the numerator the respective Shares held by each Reporting Person, including Shares issuable upon conversion of the Notes, and as the denominator 271,184,262 Shares outstanding, as of October 28, 2016, 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 4, 2016, plus the number of Shares issuable upon conversion of the Notes held by such Reporting Person.

#### A. Starboard V&O Fund

(a) As of the close of business on December 6, 2016, Starboard V&O Fund beneficially owned 18,069,036Shares, including 13,791,742 Shares underlying the Notes.

Percentage: Approximately 6.3%

- (b) 1. Sole power to vote or direct vote: 18,069,036
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 18,069,036
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard V&O Fund during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### B. Starboard S LLC

(a) As of the close of business on December 6, 2016, Starboard S LLC beneficially owned 3,809,394Shares, including 2,850,637 Shares underlying the Notes.

Percentage: Approximately 1.4%

- (b) 1. Sole power to vote or direct vote: 3,809,394
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 3,809,394
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard S LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### C. Starboard C LP

(a) As of the close of business on December 6, 2016, Starboard C LP beneficially owned 1,265,467 Shares, including 482,696 Shares underlying the Notes.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 1,265,467
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,265,467
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 1,265,467 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 1,265,467
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,265,467
  - 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. The transactions in the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 1,265,467 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b) 1. Sole power to vote or direct vote: 1,265,467
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 1,265,467
  - 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. The transactions in the Shares on behalf of Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### F. Starboard Value LP

(a) As of the close of business on December 6, 2016, 5,959,797 Shares were held in the Starboard Value LP Account, including 4,459,623 Shares underlying the Notes. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value Account and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 18,069,036 Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 29,103,694
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 29,103,694
  - 4. Shared power to dispose or direct the disposition: 0
- (c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Account and on behalf of each of Starboard V&O Fund, Starboard S LLC and Starboard C LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### G. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 18,069,036 Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 29,103,694
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 29,103,694
  - 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. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### H. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 18,069,036 Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 29,103,694
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 29,103,694
  - 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. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### I. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 18,069,036Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 29,103,694
  - 2. Shared power to vote or direct vote: 0
  - 3. Sole power to dispose or direct the disposition: 29,103,694
  - 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. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

#### J. Messrs. Mitchell and Feld

(a) Each of Messrs. Mitchell 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) 18,069,036 Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.9%

- (b) 1. Sole power to vote or direct vote: 0
  - 2. Shared power to vote or direct vote: 29,103,694
  - 3. Sole power to dispose or direct the disposition: 0
  - 4. Shared power to dispose or direct the disposition: 29,103,694
- (c) None of Messrs. Mitchell or Feld has entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

### K. Mr. Smith\*

(a) As of the close of business on December 6, 2016, Mr. Smith beneficially owned 137,565 Shares representing RSUs that have vested. Mr. Smith, 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) 18,069,036 Shares owned by Starboard V&O Fund, (ii) 3,809,394 Shares owned by Starboard S LLC, (iii) 1,265,467 Shares owned by Starboard C LP and (iv) 5,959,797 Shares held in the Starboard Value LP Account.

Percentage: Approximately 9.99%

- (b) 1. Sole power to vote or direct vote: 137,565
  - 2. Shared power to vote or direct vote: 29,103,694
  - 3. Sole power to dispose or direct the disposition: 137,565
  - 4. Shared power to dispose or direct the disposition: 29,103,694
- (c) Mr. Smith has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Account during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

<sup>\*</sup> See Mr. Smith's cover page to this Amendment No. 8 for details regarding his ownership of RSUs of the Issuer that have vested.

### **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 7, 2016

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 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 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 Mark R. Mitchell

and Peter A. Feld

### SCHEDULE A

### **Transactions in the Shares During the Past Sixty Days**

Shares of Common Stock	Price Per	Date of
Purchased/(Sold)	Share(\$)	Purchase/Sale
STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD		
STARBOARD VALUE AND OTTORTUNITE MASTER FORD ETD		
(568,864)	0.9200	12/01/2016
(1,479,049)	0.9201	12/05/2016
(426,649)	0.9200	12/06/2016
(4,038,941)	0.9103	12/06/2016
CTARROADD VALVE AND ORDODTINITY CALC		
STARBOARD VALUE AND OPPORTUNITY S LLC		
(127,512)	0.9200	12/01/2016
(331,530)	0.9201	12/05/2016
(95,633)	0.9200	12/06/2016
(905,330)	0.9103	12/06/2016
OTT A DRO A DRO MALLATE A NEL CORRODATIONATA CALE		
STARBOARD VALUE AND OPPORTUNITY C LP		
(104,106)	0.9200	12/01/2016
(270,675)	0.9201	12/05/2016
(78,079)	0.9200	12/06/2016
(739,152)	0.9103	12/06/2016
STARBOARD VALUE LP (Through the Starboard Value LP Account)		
	(Through the Starboard Value LF Account)	
(199,518)	0.9200	12/01/2016
(518,746)	0.9201	12/05/2016
(149,639)	0.9200	12/06/2016
(1,416,577)	0.9103	12/06/2016