FOSTER L B CO Form SC 13D December 24, 2015 UNITED STATES

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

SCHEDULE 13D (Rule 13d-101)

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

(Amendment No.)1

L.B. Foster Company (Name of Issuer)

Common Stock, Par Value \$.01 (Title of Class of Securities)

350060 10 9 (CUSIP Number)

BRADLEY S. VIZI LEGION PARTNERS ASSET MANAGEMENT, LLC 9401 Wilshire Blvd, Suite 705 Beverly Hills, CA 90212 (424) 253-1775

STEVE WOLOSKY, ESQ. OLSHAN FROME WOLOSKY LLP

Park Avenue Tower 65 East 55th Street New York, New York 10022 (212) 451-2300

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

December 14, 2015 (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 Sec.Sec. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box o.

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

1 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 REPORTING PERS	ON		
2	Legion Partners, L.P. I CHECK THE APPROPRIATE I GROUP*		(a) o (b) o	
3	SEC USE ONLY			
4	SOURCE OF FUNDS WC			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS" REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)			
6	CITIZENSHIP OR PLACE OF	. , , ,		
	Delaware			
NUMBER OF SHARES	7	SOLE VOTING POWER		
BENEFICIALLY		- 0 -		
OWNED BY	8	SHARED VOTING POWER		
EACH				
REPORTING		545,719		
PERSON WITH	9	SOLE DISPOSITIVE POWER		
		2		
	10	- 0 -	מי	
	10	SHARED DISPOSITIVE POWE	аK	
		545,719		
11	AGGREGATE AMOUNT BEN	EFICIALLY OWNED BY EACH	REPORTING PERSON	
	545,719			
12		GATE AMOUNT IN ROW (11)	0	
12	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
13	PERCENT OF CLASS REPRES	SENTED BY AMOUNT IN ROW	(11)	
	5.3%			
14	TYPE OF REPORTING PERSO	ON		
	PN			

NAME OF REPORTING PERSON

1

2 3 4 5	GROUP* SEC USE ON! SOURCE OF ! WC CHECK BOX REQUIRED P	APPROPRIATE I LY FUNDS IF DISCLOSURI URSUANT TO I	BOX IF A MEMBER OF A  E OF LEGAL PROCEEDINGS I  TEM 2(d) OR 2(e)  ORGANIZATION	(a) o (b) o
NUMBER OF	Delaware	7	SOLE VOTING POWER	
SHARES BENEFICIALLY OWNED BY EACH	-	8	- 0 - SHARED VOTING POWER	
REPORTING PERSON WITH		9	106,056 SOLE DISPOSITIVE POWER	
		10	- 0 - SHARED DISPOSITIVE POW	ER
11	AGGREGATE	E AMOUNT BEN	106,056 EFICIALLY OWNED BY EAC	H REPORTING PERSON
12 13	EXCLUDES O	CERTAIN SHARI	GATE AMOUNT IN ROW (11) ES SENTED BY AMOUNT IN ROV	
14	1.0% TYPE OF REE	PORTING PERSO	DN	
	PN			

1	NAME OF REPORTING PERS	ON	
2	Legion Partners Special Opportu CHECK THE APPROPRIATE I GROUP*		
3	SEC USE ONLY	· ,	
4	SOURCE OF FUNDS		
	WC		
5	CHECK BOX IF DISCLOSURE	E OF LEGAL PROCEEDINGS IS"	
	REQUIRED PURSUANT TO IT	TEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF	ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		280,161	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 -	
	10	SHARED DISPOSITIVE POWER	
		280,161	
11	AGGREGATE AMOUNT REN	EFICIALLY OWNED BY EACH REPORTING PERSON	
11	AGGREGATE AWOUNT BEN	ELICIALET OWNED BY EACH REPORTING LEASON	
	280,161		
12		GATE AMOUNT IN ROW (11) o	
	EXCLUDES CERTAIN SHARES		
13		SENTED BY AMOUNT IN ROW (11)	
	2.7%		
14	TYPE OF REPORTING PERSO	N .	
	PN		

1	NAME OF REPORTING PER	RSON	
2	GROUP*	E BOX IF A MEMBER OF A	(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSU	RE OF LEGAL PROCEEDINGS I	S''
	REQUIRED PURSUANT TO	O ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE O	F ORGANIZATION	
	Delaware		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		931,936	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	10	- 0 -	ED
	10	SHARED DISPOSITIVE POW	EK
		931,936	
11	AGGREGATE AMOUNT RE	ENEFICIALLY OWNED BY EAC	H REPORTING PERSON
11	TIGGILETTE THIS CIVI BI	ENERGE I CHILE I CHILE	THE ONTE OF ERSON
	931,936		
12		REGATE AMOUNT IN ROW (11)	0
	EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPR	ESENTED BY AMOUNT IN ROV	V (11)
	9.0%		
14	TYPE OF REPORTING PER	SON	
	OO		

1	NAME OF REI	PORTING PERSO	ON	
2		s Asset Managem APPROPRIATE I	ent, LLC BOX IF A MEMBER OF A	(a) o (b) o
3	SEC USE ONL	V		(0) 0
4	SOURCE OF F			
,	00	CIVES		
5		F DISCLOSURE	E OF LEGAL PROCEEDINGS IS	S
-			TEM 2(d) OR 2(e)	
6	-		ORGANIZATION	
	Delaware			
NUMBER OF		7	SOLE VOTING POWER	
SHARES				
BENEFICIALLY		_	- 0 -	
OWNED BY		8	SHARED VOTING POWER	
EACH			021 026	
REPORTING PERSON WITH		9	931,936 SOLE DISPOSITIVE POWER	
rekson with		9	SOLE DISPOSITIVE FOWER	
			- 0 -	
		10	SHARED DISPOSITIVE POWI	ER
		10	SIT INCLE DIST CONTINUE TO WE	
			931,936	
11	AGGREGATE	AMOUNT BEN	EFICIALLY OWNED BY EACH	H REPORTING PERSON
	931,936			
12			GATE AMOUNT IN ROW (11)	0
	EXCLUDES CERTAIN SHARES			
13	PERCENT OF	CLASS REPRES	SENTED BY AMOUNT IN ROW	V (11)
	0.00			
1.4	9.0%	ODTING DEDGO	NAT.	
14	I I PE OF KEP	ORTING PERSO	VIN .	
	00			

1	NAME OF REPORTING	PERSON	
2	Legion Partners Holdings, CHECK THE APPROPRI GROUP* SEC USE ONLY	LLC ATE BOX IF A MEMBER OF A	(a) o (b) o
4	SOURCE OF FUNDS		
	00		
5		SURE OF LEGAL PROCEEDINGS I	S
	REQUIRED PURSUANT	* /	
6	CITIZENSHIP OR PLACE	E OF ORGANIZATION	
	D 1		
NUMBER OF	Delaware 7	SOLE VOTING POWER	
SHARES	1	SOLE VOTING FOWER	
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH			
REPORTING		931,936	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
	4.0	- 0 -	
	10	SHARED DISPOSITIVE POW	ER
		931,936	
11	AGGREGATE AMOUNT	BENEFICIALLY OWNED BY EAC	H REPORTING PERSON
	TIGOTEOTTE TENTO OTT		THE ONTH OF ENDOR
	931,936		
12	CHECK BOX IF THE AG	GGREGATE AMOUNT IN ROW (11)	0
	EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS RE	EPRESENTED BY AMOUNT IN ROV	W (11)
	0.00		
1.4	9.0%	ALD COM	
14	TYPE OF REPORTING P	EKSUN	
	00		

1	NAME OF REPORTING PE	RSON	
2	Bradley S. Vizi CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) 0 (b) 0		
3	SEC USE ONLY		
4	SOURCE OF FUNDS		
	OO		
5	CHECK BOX IF DISCLOSU	JRE OF LEGAL PROCEEDINGS I	S
	REQUIRED PURSUANT TO	O ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE O	OF ORGANIZATION	
	USA		
NUMBER OF	7	SOLE VOTING POWER	
SHARES			
BENEFICIALLY		- 0 -	
OWNED BY	8	SHARED VOTING POWER	
EACH		0.01.00.5	
REPORTING		931,936	
PERSON WITH	9	SOLE DISPOSITIVE POWER	
		0	
	10	- 0 - SHARED DISPOSITIVE POW	ED
	10	SHARED DISPOSITIVE POW	EK
		931,936	
11	AGGREGATE AMOUNT B	ENEFICIALLY OWNED BY EAC	H REPORTING PERSON
	931,936		
12	CHECK BOX IF THE AGGI	REGATE AMOUNT IN ROW (11)	0
	EXCLUDES CERTAIN SHARES		
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)		
	9.0%		
14	TYPE OF REPORTING PER	RSON	
	IN		

1	NAME OF REPORTING PERSON	
2	Christopher S. Kiper CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) o
		(b) o
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		