

Explanation of Responses:

* 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 shares of common stock to be issued upon the vesting of restricted stock units ("RSUs") which vest in four years, subject to accelerated vesting upon the stock price closing (1) at certain higher levels. The first target price was met as of August 31, 2020, and the second target price was met on September 2, 2020. See the Form 4 filed on February 5, 2020 for further details on the vesting target prices.

The shares were surrendered upon vesting to pay the Reporting Person's estimated applicable federal, state and local income taxes, social security taxes and the additional Medicare (2) surtax. The transactions were exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as they were pre-approved by both the board of directors and the compensation committee of the board of directors of the Issuer.

(3) Each RSU represents a contingent right to receive one share of the Issuer's common stock.

(4) The RSUs were granted on February 4, 2020 and one-half will fully vest subject to the accelerated vesting on February 4, 2024.

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.