

SYMANTEC CORP
Form SC 13D/A
February 07, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT

TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO

§ 240.13d-2(a)

(Amendment No. 2)¹

Symantec Corporation

(Name of Issuer)

Common Stock, \$0.01 par value per share

(Title of Class of Securities)

871503108

(CUSIP Number)

JEFFREY C. SMITH

STARBOARD VALUE LP

777 Third Avenue, 18th Floor

New York, New York 10017

(212) 845-7977

STEVE WOLOSKY, ESQ.

ANDREW FREEDMAN, 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)

February 5, 2019

(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 “.”

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.

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*).

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD VALUE LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		36,000,796

8	SHARED VOTING POWER
	- 0 -

9	SOLE DISPOSITIVE POWER
	36,000,796

10	SHARED DISPOSITIVE POWER
----	--------------------------

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY

EACH REPORTING PERSON

	36,000,796
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
14	5.6% TYPE OF REPORTING PERSON
	PN

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

CAYMAN ISLANDS

NUMBER OF 7 SOLE VOTING POWER

SHARES BENEFICIALLY 12,343,662

OWNED BY 8 SHARED VOTING POWER

EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER

10 12,343,662 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

12,343,662

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

1.9%

14 TYPE OF REPORTING
PERSON

CO

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON
 STARBOARD VALUE AND OPPORTUNITY S LLC
 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
 (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
		1,689,748
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,689,748
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,689,748

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

Less than 1%

14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY C LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF 7 SOLE VOTING POWER
SHARES BENEFICIALLY 967,113

OWNED BY 8 SHARED VOTING POWER
EACH REPORTING - 0 -

PERSON WITH 9 SOLE DISPOSITIVE POWER
967,113

10

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

967,113

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE R LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		967,113
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		967,113
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

967,113
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE R GP LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP	(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO CHECK BOX IF DISCLOSURE OF LEGAL	
5	PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		967,113
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		967,113
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

967,113
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%
14 TYPE OF REPORTING
PERSON

OO

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
5	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
7	CAYMAN ISLANDS SOLE VOTING POWER	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	SOLE DISPOSITIVE POWER
		649,666
	8	SHARED VOTING POWER
		- 0 -
	10	649,666

SHARED
DISPOSITIVE
POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

649,666

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING
PERSON

PN

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON	
	STARBOARD VALUE L LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY		649,666
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		649,666
	10	SHARED DISPOSITIVE

POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED
BY EACH REPORTING
PERSON

649,666
12 CHECK BOX IF
THE AGGREGATE
AMOUNT IN ROW
(11) EXCLUDES
CERTAIN SHARES

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON
	STARBOARD LEADERS TANGO LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
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 ORGANIZATION
	DELAWARE
7	SOLE VOTING POWER
8	SHARED VOTING POWER
9	SOLE DISPOSITIVE POWER
10	SHARED DISPOSITIVE POWER

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	1,198,198
---	---	-----------

OWNED BY EACH REPORTING PERSON WITH	8	- 0 -
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	9	1,198,198
---	---	-----------

OWNED BY EACH REPORTING PERSON WITH	10	- 0 -
-------------------------------------	----	-------

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,198,198

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING
PERSON

OO

10

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON
	STARBOARD LEADERS FUND LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	1,198,198
	8
	SHARED VOTING POWER
	- 0 -
	9
	SOLE DISPOSITIVE POWER
	1,198,198
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,198,198

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING
PERSON

PN

11

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD LEADERS
SELECT VI LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

5

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		
		1,604,333
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,604,333
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,604,333

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

12

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD LEADERS
SELECT VI GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

7 SOLE VOTING POWER

1,604,333

8 SHARED VOTING POWER

- 0 -

9 SOLE DISPOSITIVE POWER

1,604,333

10 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

1,604,333

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

Less than 1%

14 TYPE OF REPORTING
PERSON

OO

13

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON
	STARBOARD VALUE A LP
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	2,802,531
OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	2,802,531
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,802,531

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

PN

14

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON
	STARBOARD VALUE A GP LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)
3	SEC USE ONLY
4	SOURCE OF FUNDS
	OO
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	SOLE VOTING POWER
	2,802,531
OWNED BY EACH REPORTING PERSON WITH	8
	SHARED VOTING POWER
	- 0 -
PERSON WITH	9
	SOLE DISPOSITIVE POWER
	2,802,531
	10
	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

2,802,531

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

13 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (11)

14 Less than 1%
TYPE OF REPORTING
PERSON

OO

15

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD VALUE GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

DELAWARE

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		36,000,796
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		36,000,796
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

36,000,796

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.6%

14 TYPE OF REPORTING
PERSON

OO

16

CUSIP NO. 871503108

1	NAME OF REPORTING PERSON	
	STARBOARD PRINCIPAL CO LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)	
3	SEC USE ONLY	
4	SOURCE OF FUNDS	
	OO	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	DELAWARE	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 36,000,796
	8	SHARED VOTING POWER - 0 -
	9	SOLE DISPOSITIVE POWER 36,000,796
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

36,000,796

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.6%

14 TYPE OF REPORTING
PERSON

PN

17

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

STARBOARD PRINCIPAL
CO GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF	7	DELAWARE SOLE VOTING POWER
SHARES BENEFICIALLY		36,000,796
OWNED BY	8	SHARED VOTING POWER
EACH REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
		36,000,796
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

36,000,796

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.6%

14 TYPE OF REPORTING
PERSON

OO

18

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

JEFFREY C. SMITH
 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		- 0 -
	8	SHARED VOTING POWER
		36,000,796
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		36,000,796

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

36,000,796

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.6%

14 TYPE OF REPORTING
PERSON

IN

19

CUSIP NO. 871503108

1 NAME OF REPORTING PERSON

PETER A. FELD

2 CHECK THE APPROPRIATE BOX IF A MEMBER (a) OF A GROUP

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO
CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)

6 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

NUMBER OF	7	SOLE VOTING POWER
SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		7,993
	8	SHARED VOTING POWER
		36,000,796
	9	SOLE DISPOSITIVE POWER
		7,993
	10	SHARED DISPOSITIVE POWER
		36,000,796

11 AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

36,008,789

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

13 PERCENT OF CLASS
REPRESENTED BY AMOUNT
IN ROW (11)

5.6%

14 TYPE OF REPORTING
PERSON

IN

CUSIP NO. 871503108

The following constitutes Amendment No. 2 to the Schedule 13D filed by the undersigned (“Amendment No. 2”). This Amendment No. 2 amends the Schedule 13D as specifically set forth herein.

Item 2.

Identity and Background.

Item 2 is hereby amended and restated to read as follows:

(a) This statement is filed by:

- (i) Starboard Value and Opportunity Master Fund Ltd, a Cayman Islands exempted company (“Starboard V&O Fund”), with respect to the Shares directly and beneficially owned by it;
- (ii) Starboard Value and Opportunity S LLC, a Delaware limited liability company (“Starboard S LLC”), with respect to the Shares directly and beneficially owned by it;
- (iii) Starboard Value and Opportunity C LP, a Delaware limited partnership (“Starboard C LP”), with respect to the Shares directly and beneficially owned by it;
- (iv) Starboard Value R LP (“Starboard R LP”), as the general partner of Starboard C LP;
- (v) Starboard Value R GP LLC (“Starboard R GP”), as the general partner of Starboard R LP;
- (vi) Starboard Value and Opportunity Master Fund L LP, a Cayman Islands exempted limited partnership (“Starboard L Master”), with respect to the Shares directly and beneficially owned by it;
- (vii) Starboard Value L LP (“Starboard L GP”), as the general partner of Starboard L Master;
- (viii) Starboard Leaders Tango LLC, a Delaware limited liability company (“Starboard Tango LLC”), with respect to the Shares directly and beneficially owned by it;
- (ix) Starboard Leaders Fund LP (“Starboard Leaders Fund”), as a member of Starboard Tango LLC;
- (x) Starboard Leaders Select VI LP, a Delaware limited partnership (“Starboard Select VI LP”), with respect to the Shares directly and beneficially owned by it;
- (xi) Starboard Leaders Select VI GP LLC (“Starboard Select VI GP”), as the general partner of Starboard Select VI LP;
- (xii) Starboard Value A LP (“Starboard A LP”), as the general partner of Starboard Leaders Fund and the managing member of Starboard Tango LLC and Starboard Select VI GP;
- (xiii) Starboard Value A GP LLC (“Starboard A GP”), as the general partner of Starboard A LP;
Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master,
- (xiv) Starboard Tango LLC, Starboard Select VI LP, Starboard Leaders Fund, and of certain managed accounts (the “Starboard Value LP Accounts”) and the manager of Starboard S LLC;
- (xv) Starboard Value GP LLC (“Starboard Value GP”), as the general partner of Starboard Value LP;
- (xvi) Starboard Principal Co LP (“Principal Co”), as a member of Starboard Value GP;
- (xvii) Starboard Principal Co GP LLC (“Principal GP”), as the general partner of Principal Co;

21

CUSIP NO. 871503108

(xviii) Jeffrey C. 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; and
Peter A. 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, and who was appointed to the Board of Directors of the Issuer pursuant to the Agreement (as defined and described in Amendment No. 1 to the Schedule 13D).
(xix) Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons." Each of the Reporting Persons is party to that certain Joint Filing Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b) The address of the principal office of each of Starboard S LLC, Starboard C LP, Starboard R LP, Starboard R GP, Starboard L GP, Starboard Tango LLC, Starboard Leaders Fund, Starboard Select VI LP, Starboard Select VI GP, Starboard A LP, Starboard A GP, Starboard Value LP, Starboard Value GP, Principal Co, Principal GP, and Messrs. Smith and Feld is 777 Third Avenue, 18th Floor, New York, New York 10017. The address of the principal office of each of Starboard V&O Fund and Starboard L Master is Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman KY1-9008, Cayman Islands. The officers and directors of Starboard V&O Fund and their principal occupations and business addresses are set forth on Schedule A to the Schedule 13D and are incorporated by reference in this Item 2.

(c) The principal business of Starboard V&O Fund is serving as a private investment fund. Starboard V&O Fund has been formed for the purpose of making equity investments and, on occasion, taking an active role in the management of portfolio companies in order to enhance shareholder value. Starboard S LLC, Starboard C LP, Starboard L Master, Starboard Tango LLC, and Starboard Select VI LP have been formed for the purpose of investing in securities and engaging in all related activities and transactions. The principal business of Starboard Leaders Fund is serving as a private investment partnership. Starboard Value LP provides investment advisory and management services and acts as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard Tango LLC, Starboard Select VI LP, Starboard Leaders Fund, and the Starboard Value LP Accounts and the manager of Starboard S LLC. The principal business of Starboard Value GP is providing a full range of investment advisory, pension advisory and management services and serving as the general partner of Starboard Value LP. The principal business of Principal Co is providing investment advisory and management services. Principal Co is a member of Starboard Value GP. Principal GP serves as the general partner of Principal Co. Starboard R LP serves as the general partner of Starboard C LP. Starboard R GP serves as the general partner of Starboard R LP. Starboard L GP serves as the general partner of Starboard L Master. Starboard Select VI GP serves as the general partner of Starboard Select VI LP. Starboard A LP serves as the general partner of Starboard Leaders Fund and the managing member of Starboard Tango LLC and Starboard Select VI GP. Starboard A GP serves as the general partner of Starboard A LP. Messrs. Smith and Feld serve as members of Principal GP and the members of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP.

CUSIP NO. 871503108

- (d) No Reporting Person, nor any person listed on Schedule A to the Schedule 13D, has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) No Reporting Person, nor any person listed on Schedule A to the Schedule 13D, has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.
- (f) Messrs. Smith and Feld are citizens of the United States of America. The citizenship of the persons listed on Schedule A to the Schedule 13D is set forth therein.

Item 3. Source and Amount of Funds or Other Consideration.

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

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard Tango LLC, Starboard Select VI LP, and held in the Starboard Value LP Accounts 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, which is incorporated by reference herein. The aggregate purchase price of the 12,343,662 Shares beneficially owned by Starboard V&O Fund is approximately \$250,452,585, excluding brokerage commissions. The aggregate purchase price of the 1,689,748 Shares beneficially owned by Starboard S LLC is approximately \$34,708,021, excluding brokerage commissions. The aggregate purchase price of the 967,113 Shares beneficially owned by Starboard C LP is approximately \$19,862,484, excluding brokerage commissions. The aggregate purchase price of the 649,666 Shares beneficially owned by Starboard L Master is approximately \$12,275,439, excluding brokerage commissions. The aggregate purchase price of the 1,198,198 Shares beneficially owned by Starboard Tango LLC is approximately \$25,120,011, excluding brokerage commissions. The aggregate purchase price of the 1,604,333 Shares beneficially owned by Starboard Select VI LP is approximately \$32,683,782, excluding brokerage commissions. The aggregate purchase price of the 17,548,076 Shares held in the Starboard Value LP Accounts is approximately \$347,213,230, excluding brokerage commissions. The 7,993 Shares beneficially owned by Mr. Feld represent shares that were granted to Mr. Feld by the Issuer in his capacity as a director of the Issuer.

CUSIP NO. 871503108

Item 5. Interest in Securities of the Issuer.

Item 5 is hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 639,217,123 Shares outstanding, as of January 28, 2019, 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 February 4, 2019.

A. Starboard V&O Fund

(a) As of the close of business on February 7, 2019, Starboard V&O Fund beneficially owned 12,343,662 Shares. Percentage: Approximately 1.9%

- (b)
1. Sole power to vote or direct vote: 12,343,662
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 12,343,662
 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 February 7, 2019, Starboard S LLC beneficially owned 1,689,748 Shares. Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,689,748
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,689,748
 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 February 7, 2019, Starboard C LP beneficially owned 967,113 Shares. Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 967,113
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 967,113
 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.

CUSIP NO. 871503108

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 967,113 Shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 967,113
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 967,113
 4. Shared power to dispose or direct the disposition: 0

Starboard R LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) 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 967,113 Shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 967,113
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 967,113
 4. Shared power to dispose or direct the disposition: 0

Starboard R GP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) 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 L Master

(a) As of the close of business on February 7, 2019, Starboard L Master beneficially owned 649,666 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 649,666
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 649,666
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

25

CUSIP NO. 871503108

G. Starboard L GP

(a) Starboard L GP, as the general partner of Starboard L Master, may be deemed the beneficial owner of the 649,666 Shares owned by Starboard L Master.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 649,666
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 649,666
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard L GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard L Master during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

H. Starboard Tango LLC

(a) As of the close of business on February 7, 2019, Starboard Tango LLC beneficially owned 1,198,198 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,198,198
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,198,198
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Tango LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

I. Starboard Leaders Fund

(a) Starboard Leaders Fund, as a member of Starboard Tango LLC, may be deemed the beneficial owner of the 1,198,198 Shares owned by Starboard Tango LLC.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,198,198
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,198,198
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard Leaders Fund has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard Tango LLC during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 871503108

J. Starboard Select VI LP

(a) As of the close of business on February 7, 2019, Starboard Select VI LP beneficially owned 1,604,333 Shares.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,604,333
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,604,333
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Select VI LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

K. Starboard Select VI GP

(a) Starboard Select VI GP, as the general partner of Starboard Select VI LP, may be deemed the beneficial owner of the 1,604,333 Shares owned by Starboard Select VI LP.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,604,333
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,604,333
 4. Shared power to dispose or direct the disposition: 0

Starboard Select VI GP has not entered into any transactions in the Shares during the past sixty days. The (c) transactions in the Shares on behalf of Starboard Select VI LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

L. Starboard A LP

Starboard A LP, as the general partner of Starboard Leaders Fund and the managing member of Starboard Tango (a) LLC and Starboard Select VI GP, may be deemed the beneficial owner of the (i) 1,198,198 Shares owned by Starboard Tango LLC and (ii) 1,604,333 Shares owned by Starboard Select VI LP.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 2,802,531
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,802,531
 4. Shared power to dispose or direct the disposition: 0

Starboard A LP has not entered into any transactions in the Shares during the past sixty days. The transactions in (c) the Shares on behalf of Starboard Tango LLC and Starboard Select VI LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 871503108

M. Starboard A GP

(a) Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the (i) 1,198,198 Shares owned by Starboard Tango LLC and (ii) 1,604,333 Shares owned by Starboard Select VI LP.
Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 2,802,531
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,802,531
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard A GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the Shares on behalf of Starboard Tango LLC and Starboard Select VI LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

N. Starboard Value LP

As of the close of business on February 7, 2019, 17,548,076 Shares were held in the Starboard Value LP Accounts. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard L Master, Starboard Tango LLC, Starboard Select VI LP, and the Starboard Value LP Accounts and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 12,343,662 Shares owned by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 Shares owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 36,000,796
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 36,000,796
 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 Accounts and on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard Tango LLC, and Starboard Select VI LP during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

O. Starboard Value GP

Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 12,343,662 Shares owned by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 Shares owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 36,000,796
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 36,000,796
 4. Shared power to dispose or direct the disposition: 0

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, Starboard L Master, (c) Starboard Tango LLC, and Starboard Select VI LP and through the Starboard Value LP Accounts during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

28

CUSIP NO. 871503108

P. Principal Co

Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 12,343,662 Shares owned by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 Shares (a) owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 36,000,796
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 36,000,796
 4. Shared power to dispose or direct the disposition: 0

Principal Co has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard Tango LLC, and Starboard Select VI LP and through the Starboard Value LP Accounts during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

Q. Principal GP

Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 12,343,662 Shares owned by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 Shares (a) owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 36,000,796
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 36,000,796
 4. Shared power to dispose or direct the disposition: 0

Principal GP has not entered into any transactions in the Shares during the past sixty days. The transactions in the (c) Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP, Starboard L Master, Starboard Tango LLC, and Starboard Select VI LP and through the Starboard Value LP Accounts during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

R. Mr. Smith

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) 12,343,662 Shares owned by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 (a) Shares owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 0
 2. Shared power to vote or direct vote: 36,000,796
 3. Sole power to dispose or direct the disposition: 0
 4. Shared power to dispose or direct the disposition: 36,000,796

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, Starboard L Master, (c) Starboard Tango LLC, and Starboard Select VI LP and through the Starboard Value LP Accounts during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

29

CUSIP NO. 871503108

S.

Mr. Feld

As of the close of business on February 7, 2019, Mr. Feld beneficially owned 7,993 Shares. Mr. 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) 12,343,662 Shares owned (a) by Starboard V&O Fund, (ii) 1,689,748 Shares owned by Starboard S LLC, (iii) 967,113 Shares owned by Starboard C LP, (iv) 649,666 Shares owned by Starboard L Master, (v) 1,198,198 Shares owned by Starboard Tango LLC, (vi) 1,604,333 Shares owned by Starboard Select VI LP, and (vii) 17,548,076 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 5.6%

- (b)
1. Sole power to vote or direct vote: 7,993
 2. Shared power to vote or direct vote: 36,000,796
 3. Sole power to dispose or direct the disposition: 7,993
 4. Shared power to dispose or direct the disposition: 36,000,796

(c) Mr. Feld 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, Starboard L Master, Starboard Tango LLC, and Starboard Select VI LP and through the Starboard Value LP Accounts during the past sixty days are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

(d) No person other than the Reporting Persons is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares.

(e)

Not applicable.

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

Item 6 is hereby amended to add the following:

As previously disclosed, each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts entered into forward purchase contracts with Morgan Stanley as the counterparty providing for the purchase of an aggregate of 8,783,095, 930,000, 530,000 and 1,255,905 shares of Common Stock, respectively (the “Forward Contracts”). On February 5, 2019, each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts exercised the Forward Contracts and thereby acquired 11,499,000 Shares in the aggregate. Accordingly, each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Value LP through one of the Starboard Value LP Accounts are no longer party to the Forward Contracts.

On February 7, 2019, the Reporting Persons entered into a Joint Filing Agreement in which the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law. A copy of this agreement is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

CUSIP NO. 871503108

Item 7.

Material to be Filed as Exhibits.

Item 7 is hereby amended to add the following exhibit:

99.1 Joint Filing Agreement by and among Starboard Value and Opportunity Master Fund Ltd, Starboard Value and Opportunity S LLC, Starboard Value and Opportunity C LP, Starboard Value and Opportunity Master Fund L LP, Starboard Value L LP, Starboard Value R LP, Starboard Value R GP LLC, Starboard Leaders Tango LLC, Starboard Leaders Fund LP, Starboard Leaders Select VI LP, Starboard Leaders Select VI GP LLC, Starboard Value A LP, Starboard Value A GP LLC, Starboard Value LP, Starboard Value GP LLC, Starboard Principal Co LP, Starboard Principal Co GP LLC, Jeffrey C. Smith and Peter A. Feld, dated February 7, 2019.

31

CUSIP NO. 871503108

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: February 7, 2019

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD Starboard Leaders Select VI LP

By: Starboard Value LP, By: Starboard Leaders Select VI GP LLC,
its investment manager its general partner

Starboard Value and Opportunity S LLC

STARBOARD VALUE A LP

By: Starboard Value LP, By: Starboard Value A GP LLC,
its manager its general partner

Starboard Value and Opportunity C LP

STARBOARD VALUE LP

By: Starboard Value R LP, By: Starboard Value GP LLC,
its general partner its general partner

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP STARBOARD VALUE GP LLC

By: Starboard Value L LP, By: Starboard Principal Co LP,
its general partner its member

STARBOARD VALUE R LP

STARBOARD PRINCIPAL CO LP

By: Starboard Value R GP LLC, By: Starboard Principal Co GP LLC,
its general partner its general partner

STARBOARD LEADERS TANGO LLC

STARBOARD PRINCIPAL CO GP LLC

By: Starboard Value A LP,
its managing member

STARBOARD VALUE L LP

Starboard Leaders Fund LP

Starboard Value A GP LLC

By: Starboard Value A LP,
its general partner

Starboard Value R GP LLC

Starboard Leaders Select VI 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 Peter A. Feld

CUSIP NO. 871503108

SCHEDULE A

Transactions in the Shares During the Past Sixty Days

<u>Nature of the Transaction</u>	<u>Amount of Securities</u> <u>Purchased/(Sold)</u>	<u>Price (\$)</u>	<u>Date of</u> <u>Purchase/Sale</u>
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STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

Disposition of Common Stock ¹	(649,666)	18.895001	02/2019
Exercise of Forward Contract	(8,783,095)	20.466802	05/2019
Purchase of Common Stock	8,783,095	20.675202	05/2019

STARBOARD VALUE AND OPPORTUNITY S LLC

Exercise of Forward Contract	(930,000)	20.782802	05/2019
Purchase of Common Stock	930,000	20.970302	05/2019

STARBOARD VALUE AND OPPORTUNITY C LP

Exercise of Forward Contract	(530,000)	20.782802	05/2019
Purchase of Common Stock	530,000	20.970302	05/2019

STARBOARD VALUE AND OPPORTUNITY MASTER FUND L LP

Acquisition of Common Stock ²	649,666	18.895001	02/2019
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STARBOARD VALUE LP

(Through the Starboard Value LP Accounts)

Exercise of Forward Contract	(1,255,905)	23.020002	05/2019
Purchase of Common Stock	1,255,905	23.021902	05/2019

¹ Represents an internal transfer of shares to Starboard Value and Opportunity Master Fund L LP

² Represents an internal transfer of shares from Starboard Value and Opportunity Master Fund Ltd