

LAYNE CHRISTENSEN CO
Form SC 13D/A
July 14, 2014

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 10)

Layne Christensen Company
(Name of Issuer)

Common Stock
(Title of Class of Securities)

(CUSIP Number)

521050104

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000

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

July 11, 2014

(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 .

CUSIP No. 521050104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
Gabelli Funds, LLC

I.D. No.

13-4044523

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2

(b)

3

Sec use only

Source of funds (SEE
INSTRUCTIONS)

4

00-Funds of investment
advisory clients

Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

5

Citizenship or place of
organization
New York

6

Number Of : 7 Sole voting power

Shares : 723,070 (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : 723,070 (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12	723,070 (Item 5) Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS)
13	Percent of class represented by amount in row (11)
14	3.65% Type of reporting person (SEE INSTRUCTIONS) IA, CO

2

CUSIP No. 521050104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
GAMCO Asset
Management, Inc. I.D. No.
13-4044521
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2 (b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of : 7 Sole voting power

Shares : 1,929,253 (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : 1,980,153 (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 1,980,153 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 9.98%
Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

3

CUSIP No. 521050104

- Names of reporting persons
- 1 I.R.S. identification nos. of above persons (entities only)
Teton Advisors, Inc. I.D. No. 13-4008049
Check the appropriate box if a member of a group (SEE INSTRUCTIONS) (a)
- 2 (b)
- 3 Sec use only
- 4 Source of funds (SEE INSTRUCTIONS)
00 – Funds of investment advisory client.
- 5 Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)
- 6 Citizenship or place of organization
Delaware
- | | | |
|--------------|------|--------------------------|
| Number Of | : 7 | Sole voting power |
| Shares | : | 393,057 (Item 5) |
| Beneficially | : 8 | Shared voting power |
| Owned | : | None |
| By Each | : 9 | Sole dispositive power |
| Reporting | : | 393,057 (Item 5) |
| Person | : 10 | Shared dispositive power |
| With | : | None |
- 11 Aggregate amount beneficially owned by each reporting person
393,057 (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares
(SEE INSTRUCTIONS)
- 13 Percent of class represented by amount in row (11)
1.98%
- 14 Type of reporting person (SEE
INSTRUCTIONS)

IA, CO

CUSIP No. 521050104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
Gabelli Securities, Inc.

I.D. No.

13-3379374

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2

(b)

3

Sec use only

4

Source of funds (SEE
INSTRUCTIONS)
00 – Client funds

5

Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6

Citizenship or place of
organization
Delaware

Number Of : 7 Sole voting power

Shares : 2,600 (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : 2,600 (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

2,600 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.01%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO, IA

5

CUSIP No. 521050104

Names of reporting persons
I.R.S. identification nos. of
1 above persons (entities only)
Gabelli Foundation, Inc.

I.D. No. 94-2975159

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2
(b)

3 Sec use only

Source of funds (SEE
4 INSTRUCTIONS)
WC

Check box if disclosure of
legal proceedings is required
5 pursuant to items 2 (d) or 2
(e)

Citizenship or place of
6 organization
NV

Number Of : 7 Sole voting power

Shares : 7,000 (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : 7,000 (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

7,000 (Item 5)

12

Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.04%

14 Type of reporting person
(SEE INSTRUCTIONS)

00-Private Foundation

6

CUSIP No. 521050104

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
1 GGCP, Inc.

I.D. No.

13-3056041

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Wyoming

Number Of : 7 Sole voting power

Shares : None (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : None (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) ☒

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

7

CUSIP No. 521050104

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)
1 GAMCO Investors, Inc.

I.D.

No. 13-4007862

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of : 7 Sole voting power

Shares : None (Item 5)

Beneficially : 8 Shared voting power

Owned : None

By Each : 9 Sole dispositive power

Reporting : None (Item 5)

Person : 10 Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) ☒

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

8

CUSIP No. 521050104

- Names of reporting persons
- 1 I.R.S. identification nos. of above persons (entities only)
Mario J. Gabelli
Check the appropriate box if a member of a group (SEE INSTRUCTIONS)
- 2
- (b)
- 3 Sec use only
- Source of funds (SEE INSTRUCTIONS)
- 4 None
- Check box if disclosure of legal proceedings is required pursuant to items 2 (d) or 2 (e)
- 5
- Citizenship or place of organization
- 6 USA
- Number : 7
Of : Sole voting power
:
Shares : None (Item 5)
:
Beneficially : 8
Owned : Shared voting power
:
Owned : None
:
By Each : 9
Reporting: Sole dispositive power
:
Person : 10
With : Shared dispositive power
:
11 None
- Aggregate amount beneficially owned by each reporting person
- None (Item 5)
- 12 Check box if the aggregate amount in row (11) excludes certain shares (SEE INSTRUCTIONS) X
- 13 Percent of class represented by amount in row (11)
0.00%
- 14 Type of reporting person (SEE INSTRUCTIONS)

IN

9

Item 1. Security and Issuer

This Amendment No. 10 to Schedule 13D on the Common Stock of Layne Christensen Company (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D"), which was originally filed on October 7, 2011. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P, Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., The Gabelli Healthcare & Wellness ^{Rx} Trust, and The Gabelli Global Small and Mid Cap Value Trust (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Strategic Value and GAMCO Merger Arbitrage), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3.

Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$2,347,609 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$1,177,344 and \$584,906 respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients. Teton Advisors used approximately \$582,481 of funds of investment advisory clients to purchase the additional Securities reported by it. GSI used approximately \$2,878 of client funds to purchase the additional Securities reported by it.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

(a) The aggregate number of Securities to which this Schedule 13D relates is 3,105,880 shares, representing 15.66% of the 19,831,634 shares outstanding as reported in the Issuer's most recently filed Form 10-Q for the quarterly period ended April 30, 2014. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	1,980,153	9.98%
Gabelli Funds	723,070	3.65%
Teton Advisors	393,057	1.98%
GSI	2,600	0.01%
Foundation	7,000	0.04%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by G.research. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have authority to vote 50,900 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) Not applicable.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: July 14, 2014

GGCP, INC.

MARIO J. GABELLI

GABELLI FOUNDATION, INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman

David Goldman

General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.

GAMCO INVESTORS, INC.

GABELLI SECURITIES, INC.

GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson

President & Chief Operating Officer – GAMCO Investors, Inc.

President – GAMCO Asset Management Inc.

President – Gabelli Securities, Inc.

President & Chief Operating Officer of the sole member of Gabelli Funds, LLC

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he 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 law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GGCP, Inc.

Directors:

Mario J. Gabelli

Chief Executive
Officer of GGCP,
Inc., and
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.;
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc J. Gabelli

Chairman of The
LGL Group, Inc.
2525 Shader
Road
Orlando, FL
32804

Matthew R. Gabelli

Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Charles C. Baum

Secretary &
Treasurer
United Holdings
Co., Inc.
2545 Wilkens
Avenue
Baltimore, MD
21223

Fredric V. Salerno

Chairman;
Former Vice
Chairman and
Chief Financial
Officer
Verizon
Communications

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer
Marc J. Gabelli	President Vice President,
Silvio A. Berni	Assistant Secretary and Controller

GGCP Holdings LLC

Members:

GGCP, Inc.	Manager and Member
Mario J. Gabelli	Member

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt	Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202
Raymond C. Avansino	Chairman & Chief Executive Officer E.L. Wiegand Foundation 165 West Liberty Street Reno, NV 89501
Richard L. Bready	Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903

See above

Mario J. Gabelli	Director c/o GAMCO
Elisa M. Wilson	Investors, Inc. One Corporate Center Rye, NY 10580

Eugene R. McGrath	Former Chairman and Chief Executive Officer Consolidated Edison, Inc. 4 Irving Place New York, NY 10003
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Robert S. Prather	President & Chief Executive Officer Heartland Media, LLC 1843 West Wesley Road Atlanta, GA 30327
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Officers:

Mario J. Gabelli	Chairman and Chief Executive Officer
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Douglas R. Jamieson	President and Chief Operating Officer
Henry G. Van der Eb	

Bruce N. Alpert	Senior Vice President
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Agnes Mullady	
Robert S. Zuccaro	Senior Vice President

Kevin Handwerker	Senior Vice President
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Executive Vice
President and
Chief Financial
Officer

Executive Vice
President,
General Counsel
and Secretary

GAMCO Asset Management Inc.
Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer – Value Portfolios
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Douglas R. Jamieson	President, Chief Operating Officer and Managing Director
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Robert S. Zuccaro	Chief Financial Officer
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David Goldman	General Counsel, Secretary & Chief Compliance Officer
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Gabelli Funds, LLC
Officers:

Mario J. Gabelli	Chief Investment Officer – Value Portfolios Executive Vice President and Chief Operating Officer
Bruce N. Alpert	

Agnes Mullady	President and Chief Operating Officer – Open End Fund Division
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Robert S. Zuccaro	Chief Financial Officer
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David Goldman	General Counsel
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Teton Advisors, Inc.
Directors:

Howard F. Ward	Chairman of the Board
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Nicholas F. Galluccio	Chief Executive Officer and President
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Vincent J. Amabile	
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John Tesoro	
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Officers:

Howard F. Ward	See above
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Nicholas F. Galluccio	See above
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Robert S. Zuccaro	Chief Financial Officer
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David Goldman	General Counsel
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Tiffany Hayden	Secretary
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Gabelli Securities, Inc.

Directors:

Robert W. Blake	President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358
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Douglas G. DeVivo	DeVivo Asset Management Company LLC P.O. Box 2048 Menlo Park, CA 94027
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Douglas R. Jamieson	President
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Daniel R. Lee
 Managing
 Partner of
 Creative Casinos,
 LLC
 10801 W.
 Charleston Blvd.,
 Suite 420
 Las Vegas, NV
 89135

William C. Mattison, Jr.

Officers:

Douglas R. Jamieson	See above
Robert S. Zuccaro	Chief Financial Officer
Diane M. LaPointe	Controller
David M. Goldman	General Counsel and Secretary
Joel Torrance	Chief Compliance Officer

G.research, Inc.
 Directors:

Irene Smolicz	Senior Trader – G.research, Inc.
Daniel M. Miller	Chairman

Officers:

Daniel M. Miller	See above
Cornelius V. McGinity	President
Bruce N. Alpert	Vice President
Diane M. LaPointe	Controller and Financial & Operations Principal
Douglas R. Jamieson	Secretary
David M. Goldman	Assistant Secretary
Josephine D. LaFauci	Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli	Chairman, Trustee & Chief Investment Officer
Elisa M. Wilson	President
Marc J. Gabelli	Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
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COMMON STOCK-LAYNE CHRISTENSEN COMPANY

GABELLI SECURITIES, INC.

6/30/14	1,600	13.0000
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GAMCO ASSET MANAGEMENT INC.

7/11/14	2,000-	12.0801
7/11/14	500-	11.9601
7/11/14	10,000	12.0883
7/11/14	1,000	11.8980
7/10/14	1,000-	12.4000
7/10/14	15,000	12.3898
7/07/14	900	13.3931
7/07/14	4,100	13.3368
7/07/14	500-	13.3680
7/07/14	2,600-	13.1911
7/07/14	7,000	13.3502
7/07/14	6,179	13.5591
7/03/14	1,221	13.6963
7/02/14	4,000	13.4668
7/02/14	1,200-	13.3833
7/01/14	1,000	13.4099
7/01/14	5,002	13.4467
6/30/14	10,000	12.8800
6/30/14	500	13.0860
6/30/14	4,000	13.0408
6/30/14	1,000	13.0969
6/30/14	4,000	13.2874
6/30/14	2,400	13.1983
6/30/14	9,000	13.1931
6/30/14	7,600	13.1106
6/30/14	1,600	13.0999
6/30/14	46,800	12.9430
6/27/14	10,398	12.9510
6/27/14	2,000	12.9905
6/27/14	3,300	13.0000
6/26/14	1,000	12.9890
6/26/14	2,302	12.9639
6/25/14	400	12.7700
6/25/14	600-	12.9000
6/23/14	300	13.4899
6/23/14	400-	13.2601
6/23/14	500	13.5400

6/20/14	300-	13.4535
6/20/14	4,200-	13.4391
6/20/14	500	13.2930
6/19/14	5,000-	13.2724
6/19/14	500-	13.3740
6/18/14	2,500-	13.0588
6/17/14	600	13.1100
6/17/14	3,500-	12.8979
6/17/14	1,000	13.0690
6/17/14	2,000	12.8688
6/17/14	5,500	13.0207
6/17/14	5,000	12.9388
6/16/14	500	13.2699
6/16/14	1,388	13.0874
6/16/14	500-	13.0000
6/16/14	500	13.2974
6/16/14	2,000-	13.3056
6/13/14	500-	14.8640
6/13/14	500-	14.8590
6/12/14	1,000-	15.0935
6/11/14	300-	15.2000
6/09/14	2,000	15.3637
6/09/14	3,900	15.3746
6/09/14	500-	15.1617
6/04/14	500	14.1860
6/02/14	3,000	15.0000
5/30/14	400	15.1400
5/30/14	5,000	15.2193
5/27/14	1,000-	15.4100
5/23/14	300-	15.0133
5/22/14	500-	14.8000
5/22/14	3,000	14.7522
5/21/14	5,000	14.7466
5/21/14	2,000-	14.7198
5/19/14	6,000-	15.0151
5/19/14	300-	15.0231
5/14/14	1,000	15.0000
TETON ADVISORS, INC.		
7/07/14	10,000	13.3200
6/23/14	10,000	13.4798
6/20/14	10,000	13.5128
6/16/14	5,000	13.5923
6/09/14	4,500	15.1200
GABELLI FUNDS, LLC.		
GABELLI SMALL CAP GROWTH FUND		
7/11/14	1,000	11.8980
6/30/14	25,000	12.8594
6/23/14	5,000-	13.3110
6/02/14	6,185	15.0500
5/30/14	5,004	15.1200
5/29/14	3,699	15.1200

5/27/14	112	15.1200
5/21/14	15,000	14.7953
5/20/14	2,200	14.9188
5/19/14	4,800	14.9783
GABELLI DIVIDEND & INCOME TRUST		
7/02/14	5,000	13.4166
7/02/14	10,000-	13.4166
6/27/14	5,036-	13.0242

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ GLOBAL SECURITIES MARKET.

(2) PRICE EXCLUDES COMMISSION.