

FOSTER L B CO
Form 3
February 17, 2016

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Vizi Bradley		(Month/Day/Year)	FOSTER L B CO [FSTR]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		02/12/2016		
9401 WILSHIRE BOULEVARD,Â SUITE 705			(Check all applicable)	
(Street)			<input checked="" type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
BEVERLY HILLS,Â CAÂ 90212				6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	559,919	I <u>(1)</u>	By: Legion Partners, L.P. I
Common Stock	108,856	I <u>(2)</u>	By: Legion Partners, L.P. II
Common Stock	317,361	I <u>(3)</u>	By: Legion Partners Special Opportunities, L.P. II

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date <small>(Month/Day/Year)</small>	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Vizi Bradley 9401 WILSHIRE BOULEVARD SUITE 705 BEVERLY HILLS, CA 90212	X			

Signatures

/s/ Bradley S. Vizi 02/17/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) Legion Partners, L.P. I ("Legion Partners I") directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). Legion Partners, LLC is the general partner of Legion Partners I, Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), is the investment advisor of Legion Partners I, Legion Partners Holdings, LLC ("Legion Partners Holdings"), is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Bradley S. Vizi, Christopher S. Kiper and Raymond White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.
- (2) Legion Partners, L.P. II ("Legion Partners II") directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.
- (3) Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), directly owns these shares of Common Stock. Legion Partners, LLC is the general partner of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of Legion Partners, LLC, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners, LLC, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.

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.