

BJs RESTAURANTS INC  
Form SC 13D  
March 06, 2014

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. )1

(Name of Issuer)

BJ's Restaurants, Inc.

Common Stock, no par value  
(Title of Class of Securities)

09180C 10 6  
(CUSIP Number)

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

February 28, 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 x.

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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.

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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).

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CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners Atlas Fund II LP

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

|   |    |                                   |
|---|----|-----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER                 |
|   | 0  |                                   |
|   | 8  | SHARED VOTING POWER               |
|   | 9  | 648,854<br>SOLE DISPOSITIVE POWER |
|   | 10 | 0<br>SHARED DISPOSITIVE POWER     |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

648,854

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

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

2.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners Atlas Fund LP

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

|   |    |                               |
|---|----|-------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER             |
|   | 8  | 0 SHARED VOTING POWER         |
|   | 9  | 66,000 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

66,000

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. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners Atlas Funds, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 7  | SOLE VOTING POWER                 |
|   | 8  | 0<br>SHARED VOTING POWER          |
|   | 9  | 714,854<br>SOLE DISPOSITIVE POWER |
|   | 10 | 0<br>SHARED DISPOSITIVE POWER     |
|   |    | 714,854                           |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

714,854

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

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

2.5%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners Master Fund LP

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

|   |    |                               |
|---|----|-------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER             |
|   | 8  | 0 SHARED VOTING POWER         |
|   | 9  | 28,500 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,500

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. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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             |
|   | 8  | 0 SHARED VOTING POWER         |
|   | 9  | 28,500 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER    |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

28,500

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. 09180C 10 6

1 NAME OF REPORTING PERSON

PW Partners Capital Management LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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              |
|   | 8  | 0 SHARED VOTING POWER          |
|   | 9  | 743,354 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER     |

743,354

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

743,354

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

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

2.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Patrick Walsh

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF, AF

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER               |
|   | 8  | 15,200 SHARED VOTING POWER      |
|   | 9  | 743,354 SOLE DISPOSITIVE POWER  |
|   | 10 | 15,200 SHARED DISPOSITIVE POWER |
|   |    | 743,354                         |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

758,554

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

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

2.7%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Capital Partners, LP

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

|   |    |                                |
|---|----|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER              |
|   | 8  | 0 SHARED VOTING POWER          |
|   | 9  | 933,495 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER     |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

933,495

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

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

3.3%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Wavefront, LP

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

|   |    |                                |
|---|----|--------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER              |
|   | 8  | 0 SHARED VOTING POWER          |
|   | 9  | 278,813 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER     |

278,813

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

278,813

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. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Capital Partners Offshore Master Fund, LP

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

Cayman Islands

|   |    |                                  |
|---|----|----------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER                |
|   | 8  | 0 SHARED VOTING POWER            |
|   | 9  | 1,339,440 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER       |

1,339,440

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,339,440

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

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

4.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Capital Partners Offshore, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 1,339,440                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 1,339,440                |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,339,440

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

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

4.7%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Spectrum Offshore Master Fund, LP

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

Cayman Islands

|   |    |                               |
|---|----|-------------------------------|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER             |
|   | 8  | 0 SHARED VOTING POWER         |
|   | 9  | 87,536 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER    |

87,536

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,536

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. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Spectrum Offshore, Ltd.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 87,536                   |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 87,536                   |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

87,536

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

CO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

LCG Holdings, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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                |
|   | 8  | 0 SHARED VOTING POWER            |
|   | 9  | 2,639,284 SOLE DISPOSITIVE POWER |
|   | 10 | 0 SHARED DISPOSITIVE POWER       |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,639,284

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

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

9.3%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Capital Group, LP

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF, 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                   |
|   | 0  |                                     |
|   | 8  | SHARED VOTING POWER                 |
|   | 9  | 2,746,452<br>SOLE DISPOSITIVE POWER |
|   | 10 | 0<br>SHARED DISPOSITIVE POWER       |

2,746,452

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,746,452

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

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

9.7%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Luxor Management, LLC

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

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                   |
|   | 0  |                                     |
|   | 8  | SHARED VOTING POWER                 |
|   | 9  | 2,746,452<br>SOLE DISPOSITIVE POWER |
|   | 10 | 0<br>SHARED DISPOSITIVE POWER       |
|   |    | 2,746,452                           |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,746,452

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

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

9.7%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Christian Leone

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 2,746,452                |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 2,746,452                |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,746,452

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

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

9.7%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Jason G. Bernzweig

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   | 0  |                          |
|   | 8  | SHARED VOTING POWER      |
|   | 0  |                          |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   | 0  |                          |
|   | 10 | SHARED DISPOSITIVE POWER |
|   | 0  |                          |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Mark A. McEachen

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 0                        |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 0                        |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Jeffrey C. Neal

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   | 8  | SHARED VOTING POWER      |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   | 10 | SHARED DISPOSITIVE POWER |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

1 NAME OF REPORTING PERSON

Emanuel R. Pearlman

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

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 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 SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 7  | SOLE VOTING POWER        |
|   |    | 0                        |
|   | 8  | SHARED VOTING POWER      |
|   |    | 0                        |
|   | 9  | SOLE DISPOSITIVE POWER   |
|   |    | 0                        |
|   | 10 | SHARED DISPOSITIVE POWER |
|   |    | 0                        |

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0

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

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

0%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 09180C 10 6

The following constitutes the Schedule 13D filed by the undersigned (the “Schedule 13D”).

Item 1. Security and Issuer.

This statement relates to the Common Stock, no par value (the “Shares”), of BJ’s Restaurants, Inc., a California corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 7755 Center Avenue, Suite 300, Huntington Beach, CA 92647.

Item 2. Identity and Background.

(a) This statement is filed by PW Partners Atlas Fund II LP, a Delaware limited partnership (“Atlas Fund II”), PW Partners Atlas Fund LP, a Delaware limited partnership (“Atlas Fund I”), PW Partners Master Fund LP, a Delaware limited partnership (“PW Master Fund”), PW Partners Atlas Funds, LLC, a Delaware limited liability company (“Atlas Fund GP”), PW Partners, LLC, a Delaware limited liability company (“PW Master Fund GP”), PW Partners Capital Management LLC, a Delaware limited liability company (“PW Capital Management”), Patrick Walsh (collectively, with Atlas Fund II, Atlas Fund I, PW Master Fund, Atlas Fund GP, PW Master Fund GP and PW Capital Management, the “PW Group”), Luxor Capital Partners, LP, a Delaware limited partnership (the “Onshore Fund”), Luxor Wavefront, LP, a Delaware limited partnership (the “Wavefront Fund”), Luxor Capital Partners Offshore Master Fund, LP, a Cayman Islands limited partnership (the “Offshore Master Fund”), Luxor Capital Partners Offshore, Ltd., a Cayman Islands exempted company (the “Offshore Feeder Fund”), Luxor Spectrum Offshore Master Fund, LP, a Cayman Islands limited partnership (the “Spectrum Master Fund”), Luxor Spectrum Offshore, Ltd., a Cayman Islands exempted company (the “Spectrum Feeder Fund” and, collectively with the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Offshore Feeder Fund and the Spectrum Master Fund, the “Luxor Funds”), LCG Holdings, LLC, a Delaware limited liability company (“LCG Holdings”), Luxor Capital Group, LP, a Delaware limited partnership (“Luxor Capital Group”), Luxor Management, LLC, a Delaware limited liability company (“Luxor Management”), Christian Leone (collectively with the Luxor Funds, LCG Holdings, Luxor Capital Group and Luxor Management, “Luxor”), Jason G. Bernzweig, Mark A. McEachen, Jeffrey C. Neal and Emanuel R. Pearlman.

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 and Solicitation Agreement, as further described in Item 6. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

Atlas Fund GP is the general partner of each of Atlas Fund II and Atlas Fund I. By virtue of these relationships, Atlas Fund GP may be deemed to beneficially own the Shares beneficially owned directly by Atlas Fund II and Atlas Fund I.

PW Master Fund GP is the general partner of PW Master Fund. By virtue of this relationship, PW Master Fund GP may be deemed to beneficially own the Shares beneficially owned directly by PW Master Fund.

PW Capital Management acts as the investment manager with respect to each of Atlas Fund II, Atlas Fund I and PW Master Fund. Mr. Walsh is the Managing Member and Chief Executive Officer of each of Atlas Fund GP and PW Master Fund GP and the Managing Member of PW Capital Management. By virtue of these relationships, each of PW Capital Management and Mr. Walsh may be deemed to beneficially own the Shares beneficially owned directly by Atlas Fund II, Atlas Fund I and PW Master Fund.

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The Offshore Master Fund is a subsidiary of the Offshore Feeder Fund and the Spectrum Master Fund is a subsidiary of the Spectrum Feeder Fund. By virtue of these relationships, the Offshore Feeder Fund may be deemed to beneficially own the Shares owned directly by the Offshore Master Fund and the Spectrum Feeder Fund may be deemed to beneficially own the Shares owned directly by the Spectrum Master Fund.

LCG Holdings is the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Master Fund. By virtue of these relationships, LCG Holdings may be deemed to beneficially own the Shares owned directly by the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Master Fund.

Luxor Capital Group acts as the investment manager of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Offshore Feeder Fund, the Spectrum Master Fund and the Spectrum Feeder Fund (collectively, the "Funds") and to an account it separately manages (the "Separately Managed Account"). Luxor Management is the general partner of Luxor Capital Group. Mr. Leone is the managing member of each of LCG Holdings and Luxor Management. By virtue of these relationships, each of Luxor Capital Group, Luxor Management and Mr. Leone may be deemed to beneficially own the Shares owned directly by the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account.

Set forth on Schedule A annexed hereto ("Schedule A") is the name and present principal business, occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted of the executive officers and directors of the Offshore Feeder Fund and the Spectrum Feeder Fund. To the best of Luxor's knowledge, except as otherwise set forth herein, none of the persons listed on Schedule A beneficially owns any securities of the Issuer or is a party to any contract, agreement or understanding required to be disclosed herein.

(b) The business address of each member of the PW Group is 141 W. Jackson Blvd., Suite 300, Chicago, IL 60604.

The business address of each of the Onshore Fund, the Wavefront Fund, Luxor Capital Group, Luxor Management, LCG Holdings and Mr. Leone is 1114 Avenue of the Americas, 29th Floor, New York, NY 10036. The business address of each of the Offshore Master Fund, the Offshore Feeder Fund, the Spectrum Master Fund and the Spectrum Feeder Fund is c/o M&C Corporate Services Limited, P.O. Box 309 GT, Uglan House, South Church Street, George Town, Grand Cayman, Cayman Islands.

The business address of Mr. Bernzweig is c/o Zelman Capital LLC, 333 Richmond Road, 340, Beachwood, OH 44122.

The business address of Mr. McEachen is 6 Marquette Way, Coto de Caza, CA 92679.

The business address of Mr. Neal is c/o Horizon Capital LLC, 175 W. Jackson Blvd., Suite 2225, Chicago, IL 60604.

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The business address of Mr. Pearlman is 350 E. 79th Street, #4D, New York, NY 10075.

(c) The principal business of each of Atlas Fund II, Atlas Fund I and PW Master Fund is investing in securities. The principal business of Atlas Fund GP is serving as the general partner of each of Atlas Fund II and Atlas Fund I. The principal business of PW Master Fund GP is serving as the general partner of PW Master Fund. The principal business of PW Capital Management is serving as the investment manager with respect to each of Atlas Fund II, Atlas Fund I and PW Master Fund. The principal occupation of Mr. Walsh is serving as the Managing Member and Chief Executive Officer of each of Atlas Fund GP and PW Master Fund GP and the Managing Member of PW Capital Management.

The principal business of each of the Luxor Funds is that of a private investment fund engaged in the purchase and sale of securities for its own account. The principal business of Luxor Capital Group is providing investment management services. The principal business of Luxor Management is serving as the general partner of Luxor Capital Group. The principal business of LCG Holdings is serving as the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Master Fund. Mr. Leone's principal occupation is serving as the managing member of each of Luxor Management and LCG Holdings.

Mr. Bernzweig's principal occupation is serving as Portfolio Manager and Partner of Zelman Capital LLC, a special situations hedge fund.

Mr. McEachen's principal occupation is serving as a director of Dex Media, Inc., a leading provider of marketing solutions for local businesses.

Mr. Neal's principal occupation is serving as a partner of Horizon Capital LLC, an investment company.

Mr. Pearlman's principal occupation is serving as Chairman and Chief Executive Officer of Liberation Investment Group, LLC, an investment management and consulting firm.

(d) No Reporting Person nor any person listed on Schedule A 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 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) Each of Atlas Fund II, Atlas Fund I, PW Master Fund, Atlas Fund GP, PW Master Fund GP and PW Capital Management is organized under the laws of the State of Delaware.

Each of the Offshore Master Fund, the Offshore Feeder Fund, the Spectrum Master Fund and the Spectrum Feeder Fund is organized under the laws of the Cayman Islands. Each of the Onshore Fund, the Wavefront Fund, LCG Holdings, Luxor Capital Group and Luxor Management is organized under the laws of the State of Delaware.

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Each of Messrs. Bernzweig, Leone, McEachen, Neal, Pearlman and Walsh is a citizen of the United States of America.

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

The Shares and call options purchased by each of Atlas Fund II, Atlas Fund I and PW Master Fund were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business).

The aggregate purchase price of the 602,854 Shares directly owned by Atlas Fund II is approximately \$17,157,901, excluding brokerage commissions. The aggregate purchase price of the call options exercisable into 46,000 Shares directly owned by Atlas Fund II is approximately \$160,131, excluding brokerage commissions. The aggregate purchase price of the 43,000 Shares directly owned by Atlas Fund I is approximately \$1,175,638, excluding brokerage commissions. The aggregate purchase price of the call options exercisable into 23,000 Shares directly owned by Atlas Fund I is approximately \$78,000, excluding brokerage commissions. The aggregate purchase price of the 4,500 Shares directly owned by PW Master Fund is approximately \$81,704, excluding brokerage commissions. The aggregate purchase price of the call options exercisable into 24,000 Shares directly owned by PW Master Fund is approximately \$74,861, excluding brokerage commissions.

The Shares and call options purchased by Mr. Walsh were purchased with personal funds. The aggregate purchase price of the 6,200 Shares directly owned by Mr. Walsh is approximately \$165,543, excluding brokerage commissions. The aggregate purchase price of the call options exercisable into 9,000 Shares directly owned by Mr. Walsh is approximately \$30,981, excluding brokerage commissions.

A total of approximately \$81,407,807, including brokerage commissions, was paid to acquire the Shares reported as beneficially owned by Luxor. The Shares beneficially owned by Luxor were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business).

Item 4. Purpose of Transaction.

The Reporting Persons purchased the securities of the Issuer reported herein based on the Reporting Persons' belief that such securities, when purchased, were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of securities of the Issuer at prices that would make the purchase or sale of such securities desirable, the Reporting Persons may endeavor to increase or decrease their respective positions in the Issuer through, among other things, the purchase or sale of securities of the Issuer on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

On February 28, 2014, Atlas Fund II delivered a letter to the Corporate Secretary of the Issuer nominating Jason G. Bernzweig, Mark A. McEachen, Jeffrey C. Neal, Emanuel R. Pearlman and Patrick Walsh (collectively, the "Nominees") for election to the Board of Directors of the Issuer (the "Board") at the 2014 annual meeting of stockholders of the Issuer, or any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "Annual Meeting").

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No Reporting Person has any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a) - (j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon completion of any of the actions discussed herein. The Reporting Persons intend to review their respective investments in the Issuer on a periodic basis and have engaged and may from time to time continue to engage in discussions with management and the Board of the Issuer and other stockholders of the Issuer concerning, among other things, the business, operations and future plans of the Issuer, as well as the nomination of the Nominees and other matters relating to the Annual Meeting. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the securities of the Issuer, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their respective investments in the Issuer as they deem appropriate including, without limitation, making proposals concerning changes to the capitalization, ownership structure, Board composition or operations of the Issuer, purchasing additional securities of the Issuer, selling some or all of their securities of the Issuer, engaging in short selling of or any hedging or similar transaction with respect to the securities of the Issuer, or changing their intention with respect to any and all matters referred to in this Item 4.

Item 5. Interest in Securities of the Issuer.

(a) The aggregate percentage of Shares reported owned by each person named herein is based upon 28,354,535 Shares outstanding as of February 24, 2014, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 25, 2014.

As of the close of business on the date hereof, Atlas Fund II beneficially owned directly 648,854 Shares (including 46,000 Shares underlying certain call options exercisable within 60 days of the date hereof), Atlas Fund I beneficially owned directly 66,000 Shares (including 23,000 Shares underlying certain call options exercisable within 60 days of the date hereof), PW Master Fund beneficially owned directly 28,500 Shares (including 24,000 Shares underlying certain call options exercisable within 60 days of the date hereof), and Mr. Walsh beneficially owned directly 15,200 Shares (including 9,000 Shares underlying certain call options exercisable within 60 days of the date hereof), constituting approximately 2.3%, less than 1%, less than 1% and less than 1%, respectively, of the Shares outstanding.

Atlas Fund GP, as the general partner of each of Atlas Fund II and Atlas Fund I, may be deemed to beneficially own the 714,854 Shares directly beneficially owned in the aggregate by Atlas Fund II and Atlas Fund I, constituting approximately 2.5% of the Shares outstanding.

PW Master Fund GP, as the general partner of PW Master Fund, may be deemed to beneficially own the 28,500 Shares directly beneficially owned by PW Master Fund, constituting less than 1% of the Shares outstanding.

PW Capital Management, as the investment manager with respect to each of Atlas Fund II, Atlas Fund I and PW Master Fund, may be deemed to beneficially own the 743,354 Shares directly beneficially owned in the aggregate by Atlas Fund II, Atlas Fund I and PW Master Fund, constituting approximately 2.6% of the Shares outstanding.

Mr. Walsh, as the Managing Member and Chief Executive Officer of each of Atlas Fund GP and PW Master Fund GP and the Managing Member of PW Capital Management, may be deemed to beneficially own the 743,354 Shares beneficially owned in the aggregate by Atlas Fund GP, PW Master Fund GP and PW Capital Management, which, together with the Shares he directly beneficially owns, constitutes an aggregate of 758,554 Shares or approximately 2.7% of the Shares outstanding.



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As of the close of business on the date hereof, the Onshore Fund owned directly 933,495 Shares, the Offshore Master Fund owned directly 1,339,440 Shares, the Wavefront Fund owned directly 278,813 Shares and the Spectrum Master Fund owned directly 87,536 Shares, constituting approximately 3.3%, 4.7%, less than 1% and less than 1%, respectively, of the Shares outstanding.

The Offshore Feeder Fund, as the owner of a controlling interest in the Offshore Master Fund, may be deemed to beneficially own the 1,339,440 Shares owned directly by the Offshore Master Fund, constituting approximately 4.7% of the Shares outstanding. The Spectrum Feeder Fund, as the owner of a controlling interest in the Spectrum Master Fund, may be deemed to beneficially own the 87,536 Shares owned directly by the Spectrum Master Fund, constituting less than 1% of the Shares outstanding.

LCG Holdings, as the general partner of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Master Fund, may be deemed to beneficially own the 2,639,284 shares of Common Stock owned in the aggregate by the Onshore Fund, the Wavefront Fund, the Offshore Master Fund and the Spectrum Master Fund, constituting approximately 9.3% of the Shares outstanding.

Luxor Capital Group, as the investment manager of the Luxor Funds and the Separately Managed Account, may be deemed to beneficially own the 2,639,284 Shares owned in the aggregate by the Luxor Funds and the 107,168 Shares owned directly by the Separately Managed Account, constituting approximately 9.7% of the Shares outstanding.

Luxor Management, as the general partner of Luxor Capital Group, may be deemed to beneficially own the 2,746,452 Shares beneficially owned by Luxor Capital Group, constituting approximately 9.7% of the Shares outstanding.

Mr. Leone, as the managing member of Luxor Management, may be deemed to beneficially own the 2,746,452 Shares beneficially owned by Luxor Management, constituting approximately 9.7% of the Shares outstanding.

As of the close of business on the date hereof, none of Messrs. Bernzweig, McEachen, Neal and Pearlman directly owned any Shares.

As of the close of business on the date hereof, the Reporting Persons collectively beneficially owned an aggregate of 3,505,006 Shares, including 102,000 Shares underlying call options, constituting approximately 12.4% of the Shares outstanding.

Each of the Reporting Persons, as a member of a “group” with the other Reporting Persons for purposes of Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), may be deemed to beneficially own the securities of the Issuer owned by the other Reporting Persons. The filing of this Schedule 13D shall not be deemed an admission that the Reporting Persons are, for purposes of Section 13(d) of the Exchange Act, the beneficial owners of any securities of the Issuer he or it does not directly own. Each of the Reporting Persons specifically disclaims beneficial ownership of the securities reported herein that he or it does not directly own.

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(b) Each of Atlas Fund II, Atlas Fund GP, PW Capital Management and Mr. Walsh have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares beneficially owned directly by Atlas Fund II.

Each of Atlas Fund I, Atlas Fund GP, PW Capital Management and Mr. Walsh have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares beneficially owned directly by Atlas Fund I.

Each of PW Master Fund, PW Master Fund GP, PW Capital Management and Mr. Walsh have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares beneficially owned directly by PW Master Fund.

Mr. Walsh has the sole power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares beneficially owned directly by him.

Each of the Onshore Fund, LCG Holdings, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Onshore Fund.

Each of the Wavefront Fund, LCG Holdings, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Wavefront Fund.

Each of the Offshore Master Fund, the Offshore Feeder Fund, LCG Holdings, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Offshore Master Fund.

Each of the Spectrum Master Fund, the Spectrum Feeder Fund, LCG Holdings, Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares owned directly by the Spectrum Master Fund.

Each of Luxor Capital Group, Luxor Management and Mr. Leone have shared power to vote or direct the vote of, and to dispose or direct the disposition of, the Shares held in the Separately Managed Account.

(c) The transactions in securities of the Issuer effected by the Reporting Persons during the past 60 days are set forth on Schedule B attached hereto.

(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.

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

On February 28, 2014, each of the Reporting Persons entered into a Joint Filing and Solicitation Agreement pursuant to which, among other things, (i) they agreed to solicit proxies or written consents for the election of the Nominees to the Board at the Annual Meeting (the "Solicitation"), and (ii) they agreed that all expenses incurred in connection with the Solicitation shall be paid by Atlas Fund II and Luxor Capital Group as set forth therein. A copy of this agreement is attached as an exhibit hereto and is incorporated herein by reference.

Atlas Fund II purchased exchange-listed call options referencing an aggregate of 28,000 Shares, which have an exercise price of \$25.00 per Share and expire on March 22, 2014. Atlas Fund II, Atlas Fund I, PW Master Fund and Mr. Walsh purchased exchange-listed call options referencing an aggregate of 57,000 Shares, which have an exercise price of \$25.00 per Share and expire on April 19, 2014. Atlas Fund II and PW Master Fund purchased exchange-listed call options referencing an aggregate of 17,000 Shares, which have an exercise price of \$25.00 per Share and expire on July 19, 2014.

On February 26, 2014, Atlas Fund II entered into a letter agreement, pursuant to which it and its affiliates agreed to indemnify Mr. Neal against claims arising from the solicitation of proxies from the Issuer's stockholders in connection with the Annual Meeting and any related transactions.

Each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account have entered into notional principal amount derivative agreements (the "Derivative Agreements") in the form of cash settled swaps with respect to 765,160, 227,786, 1,113,520, 15,531 and 90,305 Shares, respectively. The Derivative Agreements provide the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the Shares that are the subject of the Derivative Agreements (such Shares, the "Subject Shares"). Each of the Onshore Fund, the Wavefront Fund, the Offshore Master Fund, the Spectrum Master Fund and the Separately Managed Account disclaim beneficial ownership in the Subject Shares. The counterparties to the Derivative Agreements are unaffiliated third party financial institutions.

Except as described above in this Item 6, none of the Reporting Persons has any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

99.1 Joint Filing and Solicitation Agreement by and among PW Partners Atlas Fund II LP, PW Partners Atlas Fund LP, PW Partners Master Fund LP, PW Partners Atlas Funds, LLC, PW Partners, LLC, PW Partners Capital Management LLC, Patrick Walsh and Jeffrey C. Neal on the one hand, and Luxor Capital Partners, LP, Luxor Wavefront, LP, Luxor Capital Partners Offshore Master Fund, LP, Luxor Capital Partners Offshore, Ltd., Luxor Spectrum Offshore Master Fund, LP, Luxor Spectrum Offshore, Ltd., LCG Holdings, LLC, Luxor Capital Group, LP, Luxor Management, LLC, Christian Leone, Jason G. Bernzweig, Mark A. McEachen and Emanuel R. Pearlman on the other hand, dated February 28, 2014

99.2 Indemnification Letter Agreement by and between PW Partners Atlas Fund II LP and Jeffrey C. Neal, dated February 26, 2014

99.3 Powers of Attorney



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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated: March 5, 2014

PW PARTNERS ATLAS FUND II LP

By: PW Partners Atlas Funds, LLC  
General Partner

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member and Chief  
Executive Officer

PW PARTNERS ATLAS FUND LP

By: PW Partners Atlas Funds, LLC  
General Partner

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member and Chief  
Executive Officer

PW PARTNERS MASTER FUND LP

By: PW Partners, LLC  
General Partner

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member and Chief  
Executive Officer

PW PARTNERS ATLAS FUNDS, LLC

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member and Chief  
Executive Officer

PW PARTNERS, LLC

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member and Chief  
Executive Officer

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PW PARTNERS CAPITAL MANAGEMENT LLC

By: /s/ Patrick Walsh  
Name: Patrick Walsh  
Title: Managing Member

/s/ Patrick Walsh  
PATRICK WALSH

/s/ Patrick Walsh  
PATRICK WALSH, as attorney-in-fact for Jeffrey C. Neal

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LUXOR CAPITAL PARTNERS, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR WAVEFRONT, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE MASTER FUND, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL PARTNERS OFFSHORE, LTD.

By: Luxor Capital Group, LP  
Investment Manager

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR SPECTRUM OFFSHORE MASTER FUND, LP

By: LCG Holdings, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel



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LUXOR SPECTRUM OFFSHORE, LTD.

By: Luxor Capital Group, LP  
Investment Manager

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR CAPITAL GROUP, LP

By: Luxor Management, LLC  
General Partner

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LCG HOLDINGS, LLC

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

LUXOR MANAGEMENT, LLC

By: /s/ Norris Nissim  
Name: Norris Nissim  
Title: General Counsel

/s/ Norris Nissim  
NORRIS NISSIM, as Agent for Christian Leone

/s/ Norris Nissim  
NORRIS NISSIM, as attorney-in-fact for Jason  
G. Bernzweig, Mark A. McEachen and  
Emanuel R. Pearlman

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SCHEDULE A

DIRECTORS AND EXECUTIVE OFFICERS OF EACH OF LUXOR CAPITAL PARTNERS OFFSHORE, LTD.  
AND LUXOR SPECTRUM OFFSHORE, LTD.

1. Don M. Seymour  
dms Management Ltd.  
P.O. Box 31910 SMB  
British American Centre, Tower 3  
Dr. Roy's Drive  
George Town, Grand Cayman  
Cayman Islands

Mr. Seymour is an employee of dms Management Ltd., a company that provides administrative services to Cayman Islands private investment companies.

2. Alasdair Foster  
Maples Fiduciary Services  
PO Box 1093, Boundary Hall  
Cricket Square  
Grand Cayman  
KY1-1102  
Cayman Islands

Mr. Foster is an employee of Maples Fiduciary Services, a division of the MaplesFS group. MaplesFS offers a comprehensive range of fiduciary and administration services to finance vehicles and investment funds.

3. Christian Leone (See Item 2)
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## SCHEDULE B

## TRANSACTIONS IN THE SECURITIES OF THE ISSUER DURING THE PAST 60 DAYS

| Class of Security          | Amount of Securities<br>Purchased/(Sold) | Price (\$) | Date of<br>Purchase/Sale |
|----------------------------|--|------------|--------------------------|
| LUXOR CAPITAL PARTNERS, LP |  |            |                          |
| Common Stock               | 4,953                                    | 30.7727    | 01/02/14                 |
| Common Stock               | 6,954                                    | 30.9298    | 01/02/14                 |
| Common Stock               | 10,552                                   | 30.9050    | 01/02/14                 |
| Common Stock               | 781                                      | 31.0072    | 01/02/14                 |
| Common Stock               | 9,374                                    | 30.9159    | 01/03/14                 |
| Common Stock               | 271                                      | 31.0975    | 01/03/14                 |
| Common Stock               | 45                                       | 30.7737    | 01/03/14                 |
| Common Stock               | 2,207                                    | 31.1130    | 01/03/14                 |
| Common Stock               | 17,699                                   | 31.1614    | 01/03/14                 |
| Common Stock               | 235                                      | 30.8644    | 01/03/14                 |
| Common Stock               | 10,869                                   | 31.1813    | 01/03/14                 |
| Common Stock               | 8,490                                    | 31.2000    | 01/03/14                 |
| Common Stock               | 493                                      | 31.2428    | 01/03/14                 |
| Common Stock               | 3,168                                    | 31.0400    | 01/06/14                 |
| Common Stock               | 1,220                                    | 30.8755    | 01/06/14                 |
| Common Stock               | 36                                       | 30.7622    | 01/06/14                 |
| Common Stock               | 5,915                                    | 31.2416    | 01/06/14                 |
| Common Stock               | 239                                      | 30.9171    | 01/06/14                 |
| Common Stock               | 10,859                                   | 31.1182    | 01/06/14                 |
| Common Stock               | 329                                      | 31.1339    | 01/06/14                 |
| Common Stock               | 1,873                                    | 31.3768    | 01/07/14                 |
| Common Stock               | 948                                      | 31.3679    | 01/07/14                 |
| Common Stock               | 4,493                                    | 31.3210    | 01/07/14                 |
| Common Stock               | 4,526                                    | 31.3536    | 01/07/14                 |
| Common Stock               | 1,834                                    | 31.2420    | 01/08/14                 |
| Common Stock               | 50,952                                   | 31.2313    | 01/08/14                 |
| Common Stock               | 6,263                                    | 31.1230    | 01/08/14                 |
| Common Stock               | 5,303                                    | 31.2335    | 01/08/14                 |
| Common Stock               | 645                                      | 31.1587    | 01/08/14                 |
| Common Stock               | 2,556                                    | 30.9942    | 01/09/14                 |
| Common Stock               | 25,651                                   | 31.0107    | 01/09/14                 |
| Common Stock               | 3,404                                    | 31.0000    | 01/09/14                 |
| Common Stock               | 8,471                                    | 30.9608    | 01/09/14                 |
| Common Stock               | 3,217                                    | 31.0147    | 01/10/14                 |
| Common Stock               | 4,971                                    | 30.7540    | 01/10/14                 |
| Common Stock               | 12,302                                   | 29.3475    | 01/14/14                 |
| Common Stock               | 43,467                                   | 29.3882    | 01/14/14                 |
| Common Stock               | 30,111                                   | 29.3889    | 01/14/14                 |
| Common Stock               | 1,361                                    | 29.3553    | 01/14/14                 |

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|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 1,762  | 29.3768 | 01/14/14 |
| Common Stock | 4,049  | 29.9057 | 01/15/14 |
| Common Stock | 26,435 | 29.9535 | 01/15/14 |
| Common Stock | 1,581  | 30.3325 | 01/16/14 |
| Common Stock | 3,434  | 30.2176 | 01/16/14 |

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|              |         |         |          |
|--------------|---------|---------|----------|
| Common Stock | 26,518  | 30.4270 | 01/16/14 |
| Common Stock | 7,755   | 30.4122 | 01/16/14 |
| Common Stock | 50,127  | 28.2918 | 01/17/14 |
| Common Stock | 75,021  | 28.7969 | 01/17/14 |
| Common Stock | 60,676  | 28.8759 | 01/17/14 |
| Common Stock | 16,721  | 28.2676 | 01/17/14 |
| Common Stock | 101     | 28.9100 | 01/17/14 |
| Common Stock | 2,020   | 28.7997 | 01/17/14 |
| Common Stock | 5,405   | 28.8913 | 01/17/14 |
| Common Stock | 16,788  | 28.9800 | 01/17/14 |
| Common Stock | 10,184  | 28.8628 | 01/21/14 |
| Common Stock | 31,765  | 29.3916 | 01/21/14 |
| Common Stock | 18,460  | 29.0652 | 01/21/14 |
| Common Stock | 5,813   | 29.4845 | 01/21/14 |
| Common Stock | 1,703   | 29.6488 | 01/22/14 |
| Common Stock | 2,670   | 29.5047 | 01/22/14 |
| Common Stock | 30,877  | 29.6672 | 01/22/14 |
| Common Stock | 8,215   | 29.6496 | 01/22/14 |
| Common Stock | 15,108  | 29.6950 | 01/23/14 |
| Common Stock | 24,308  | 28.9123 | 01/23/14 |
| Common Stock | 1,971   | 28.9179 | 01/23/14 |
| Common Stock | 3,395   | 29.0000 | 01/23/14 |
| Common Stock | 951     | 28.8058 | 01/24/14 |
| Common Stock | 6,920   | 29.0615 | 01/24/14 |
| Common Stock | 120,591 | 29.1953 | 01/27/14 |
| Common Stock | 16,951  | 28.9250 | 01/27/14 |
| Common Stock | 9,324   | 28.9250 | 01/27/14 |
| Common Stock | 10,286  | 28.8599 | 01/28/14 |
| Common Stock | 8,573   | 28.9227 | 01/28/14 |

LUXOR CAPITAL GROUP, LP  
(Through Managed Account)

|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 572   | 30.7727 | 01/02/14 |
| Common Stock | 802   | 30.9298 | 01/02/14 |
| Common Stock | 1,217 | 30.9050 | 01/02/14 |
| Common Stock | 90    | 31.0072 | 01/02/14 |
| Common Stock | 1,080 | 30.9159 | 01/03/14 |
| Common Stock | 32    | 31.0975 | 01/03/14 |
| Common Stock | 7     | 30.7737 | 01/03/14 |
| Common Stock | 255   | 31.1130 | 01/03/14 |
| Common Stock | 2,040 | 31.1614 | 01/03/14 |
| Common Stock | 26    | 30.8644 | 01/03/14 |
| Common Stock | 1,252 | 31.1813 | 01/03/14 |
| Common Stock | 978   | 31.2000 | 01/03/14 |
| Common Stock | 56    | 31.2428 | 01/03/14 |
| Common Stock | 366   | 31.0400 | 01/06/14 |
| Common Stock | 142   | 30.8755 | 01/06/14 |

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|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 5     | 30.7622 | 01/06/14 |
| Common Stock | 683   | 31.2416 | 01/06/14 |
| Common Stock | 27    | 30.9171 | 01/06/14 |
| Common Stock | 1,254 | 31.1182 | 01/06/14 |
| Common Stock | 38    | 31.1339 | 01/06/14 |

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|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 216   | 31.3768 | 01/07/14 |
| Common Stock | 111   | 31.3679 | 01/07/14 |
| Common Stock | 518   | 31.3210 | 01/07/14 |
| Common Stock | 522   | 31.3536 | 01/07/14 |
| Common Stock | 210   | 31.2420 | 01/08/14 |
| Common Stock | 5,856 | 31.2313 | 01/08/14 |
| Common Stock | 720   | 31.1230 | 01/08/14 |
| Common Stock | 609   | 31.2335 | 01/08/14 |
| Common Stock | 74    | 31.1587 | 01/08/14 |
| Common Stock | 296   | 30.9942 | 01/09/14 |
| Common Stock | 2,958 | 31.0107 | 01/09/14 |
| Common Stock | 392   | 31.0000 | 01/09/14 |
| Common Stock | 976   | 30.9608 | 01/09/14 |
| Common Stock | 360   | 31.0147 | 01/10/14 |
| Common Stock | 559   | 30.7540 | 01/10/14 |
| Common Stock | 1,414 | 29.3475 | 01/14/14 |
| Common Stock | 4,996 | 29.3882 | 01/14/14 |
| Common Stock | 3,460 | 29.3889 | 01/14/14 |
| Common Stock | 156   | 29.3553 | 01/14/14 |
| Common Stock | 202   | 29.3768 | 01/14/14 |
| Common Stock | 460   | 29.9057 | 01/15/14 |
| Common Stock | 3,001 | 29.9535 | 01/15/14 |
| Common Stock | 182   | 30.3325 | 01/16/14 |
| Common Stock | 398   | 30.2176 | 01/16/14 |
| Common Stock | 3,060 | 30.4270 | 01/16/14 |
| Common Stock | 894   | 30.4122 | 01/16/14 |
| Common Stock | 5,779 | 28.2918 | 01/17/14 |
| Common Stock | 8,649 | 28.7969 | 01/17/14 |
| Common Stock | 6,998 | 28.8759 | 01/17/14 |
| Common Stock | 1,928 | 28.2676 | 01/17/14 |
| Common Stock | 11    | 28.9100 | 01/17/14 |
| Common Stock | 232   | 28.7997 | 01/17/14 |
| Common Stock | 622   | 28.8913 | 01/17/14 |
| Common Stock | 1,935 | 28.9800 | 01/17/14 |
| Common Stock | 1,162 | 28.8628 | 01/21/14 |
| Common Stock | 3,624 | 29.3916 | 01/21/14 |
| Common Stock | 2,105 | 29.0652 | 01/21/14 |
| Common Stock | 663   | 29.4845 | 01/21/14 |
| Common Stock | 190   | 29.6488 | 01/22/14 |
| Common Stock | 297   | 29.5047 | 01/22/14 |
| Common Stock | 3,435 | 29.6672 | 01/22/14 |
| Common Stock | 914   | 29.6496 | 01/22/14 |
| Common Stock | 1,743 | 29.6950 | 01/23/14 |
| Common Stock | 2,806 | 28.9123 | 01/23/14 |
| Common Stock | 227   | 28.9179 | 01/23/14 |
| Common Stock | 391   | 29.0000 | 01/23/14 |
| Common Stock | 110   | 28.8058 | 01/24/14 |
| Common Stock | 795   | 29.0615 | 01/24/14 |

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|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 13,889 | 29.1953 | 01/27/14 |
| Common Stock | 1,953  | 28.9250 | 01/27/14 |
| Common Stock | 1,073  | 28.9250 | 01/27/14 |
| Common Stock | 1,154  | 28.8599 | 01/28/14 |
| Common Stock | 961    | 28.9227 | 01/28/14 |

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## LUXOR CAPITAL PARTNERS OFFSHORE MASTER FUND, LP

|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 7,101  | 30.7727 | 01/02/14 |
| Common Stock | 9,967  | 30.9298 | 01/02/14 |
| Common Stock | 15,123 | 30.9050 | 01/02/14 |
| Common Stock | 1,122  | 31.0072 | 01/02/14 |
| Common Stock | 13,457 | 30.9159 | 01/03/14 |
| Common Stock | 390    | 31.0975 | 01/03/14 |
| Common Stock | 64     | 30.7737 | 01/03/14 |
| Common Stock | 3,169  | 31.1130 | 01/03/14 |
| Common Stock | 25,408 | 31.1614 | 01/03/14 |
| Common Stock | 335    | 30.8644 | 01/03/14 |
| Common Stock | 15,601 | 31.1813 | 01/03/14 |
| Common Stock | 12,190 | 31.2000 | 01/03/14 |
| Common Stock | 709    | 31.2428 | 01/03/14 |
| Common Stock | 4,560  | 31.0400 | 01/06/14 |
| Common Stock | 1,756  | 30.8755 | 01/06/14 |
| Common Stock | 52     | 30.7622 | 01/06/14 |
| Common Stock | 8,514  | 31.2416 | 01/06/14 |
| Common Stock | 341    | 30.9171 | 01/06/14 |
| Common Stock | 15,628 | 31.1182 | 01/06/14 |
| Common Stock | 475    | 31.1339 | 01/06/14 |
| Common Stock | 2,679  | 31.3768 | 01/07/14 |
| Common Stock | 1,355  | 31.3679 | 01/07/14 |
| Common Stock | 6,424  | 31.3210 | 01/07/14 |
| Common Stock | 6,475  | 31.3536 | 01/07/14 |
| Common Stock | 2,633  | 31.2420 | 01/08/14 |
| Common Stock | 73,151 | 31.2313 | 01/08/14 |
| Common Stock | 8,992  | 31.1230 | 01/08/14 |
| Common Stock | 7,611  | 31.2335 | 01/08/14 |
| Common Stock | 928    | 31.1587 | 01/08/14 |
| Common Stock | 3,657  | 30.9942 | 01/09/14 |
| Common Stock | 36,700 | 31.0107 | 01/09/14 |
| Common Stock | 4,867  | 31.0000 | 01/09/14 |
| Common Stock | 12,121 | 30.9608 | 01/09/14 |
| Common Stock | 4,671  | 31.0147 | 01/10/14 |
| Common Stock | 7,220  | 30.7540 | 01/10/14 |
| Common Stock | 17,679 | 29.3475 | 01/14/14 |
| Common Stock | 62,462 | 29.3882 | 01/14/14 |
| Common Stock | 43,269 | 29.3889 | 01/14/14 |
| Common Stock | 1,953  | 29.3553 | 01/14/14 |
| Common Stock | 2,534  | 29.3768 | 01/14/14 |
| Common Stock | 5,794  | 29.9057 | 01/15/14 |
| Common Stock | 37,824 | 29.9535 | 01/15/14 |
| Common Stock | 2,271  | 30.3325 | 01/16/14 |
| Common Stock | 4,933  | 30.2176 | 01/16/14 |
| Common Stock | 38,095 | 30.4270 | 01/16/14 |
| Common Stock | 11,142 | 30.4122 | 01/16/14 |

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|              |         |         |          |
|--------------|---------|---------|----------|
| Common Stock | 71,920  | 28.2918 | 01/17/14 |
| Common Stock | 107,637 | 28.7969 | 01/17/14 |
| Common Stock | 87,056  | 28.8759 | 01/17/14 |
| Common Stock | 23,990  | 28.2676 | 01/17/14 |

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|              |         |         |          |
|--------------|---------|---------|----------|
| Common Stock | 146     | 28.9100 | 01/17/14 |
| Common Stock | 2,895   | 28.7997 | 01/17/14 |
| Common Stock | 7,753   | 28.8913 | 01/17/14 |
| Common Stock | 24,089  | 28.9800 | 01/17/14 |
| Common Stock | 14,627  | 28.8628 | 01/21/14 |
| Common Stock | 45,623  | 29.3916 | 01/21/14 |
| Common Stock | 26,511  | 29.0652 | 01/21/14 |
| Common Stock | 8,351   | 29.4845 | 01/21/14 |
| Common Stock | 2,427   | 29.6488 | 01/22/14 |
| Common Stock | 3,806   | 29.5047 | 01/22/14 |
| Common Stock | 44,015  | 29.6672 | 01/22/14 |
| Common Stock | 11,711  | 29.6496 | 01/22/14 |
| Common Stock | 21,753  | 29.6950 | 01/23/14 |
| Common Stock | 34,998  | 28.9123 | 01/23/14 |
| Common Stock | 2,835   | 28.9179 | 01/23/14 |
| Common Stock | 4,890   | 29.0000 | 01/23/14 |
| Common Stock | 1,366   | 28.8058 | 01/24/14 |
| Common Stock | 9,929   | 29.0615 | 01/24/14 |
| Common Stock | 173,235 | 29.1953 | 01/27/14 |
| Common Stock | 24,351  | 28.9250 | 01/27/14 |
| Common Stock | 13,394  | 28.9250 | 01/27/14 |
| Common Stock | 14,580  | 28.8599 | 01/28/14 |
| Common Stock | 12,150  | 28.9227 | 01/28/14 |

## LUXOR SPECTRUM OFFSHORE MASTER FUND, LP

|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 465   | 30.7727 | 01/02/14 |
| Common Stock | 650   | 30.9298 | 01/02/14 |
| Common Stock | 987   | 30.9050 | 01/02/14 |
| Common Stock | 73    | 31.0072 | 01/02/14 |
| Common Stock | 877   | 30.9159 | 01/03/14 |
| Common Stock | 26    | 31.0975 | 01/03/14 |
| Common Stock | 4     | 30.7737 | 01/03/14 |
| Common Stock | 206   | 31.1130 | 01/03/14 |
| Common Stock | 1,652 | 31.1614 | 01/03/14 |
| Common Stock | 21    | 30.8644 | 01/03/14 |
| Common Stock | 1,014 | 31.1813 | 01/03/14 |
| Common Stock | 792   | 31.2000 | 01/03/14 |
| Common Stock | 46    | 31.2428 | 01/03/14 |
| Common Stock | 295   | 31.0400 | 01/06/14 |
| Common Stock | 114   | 30.8755 | 01/06/14 |
| Common Stock | 3     | 30.7622 | 01/06/14 |
| Common Stock | 549   | 31.2416 | 01/06/14 |
| Common Stock | 22    | 30.9171 | 01/06/14 |
| Common Stock | 1,007 | 31.1182 | 01/06/14 |
| Common Stock | 30    | 31.1339 | 01/06/14 |
| Common Stock | 176   | 31.3768 | 01/07/14 |
| Common Stock | 87    | 31.3679 | 01/07/14 |

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|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 416   | 31.3210 | 01/07/14 |
| Common Stock | 419   | 31.3536 | 01/07/14 |
| Common Stock | 174   | 31.2420 | 01/08/14 |
| Common Stock | 4,786 | 31.2313 | 01/08/14 |
| Common Stock | 588   | 31.1230 | 01/08/14 |

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|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 498    | 31.2335 | 01/08/14 |
| Common Stock | 60     | 31.1587 | 01/08/14 |
| Common Stock | 238    | 30.9942 | 01/09/14 |
| Common Stock | 2,380  | 31.0107 | 01/09/14 |
| Common Stock | 315    | 31.0000 | 01/09/14 |
| Common Stock | 786    | 30.9608 | 01/09/14 |
| Common Stock | 297    | 31.0147 | 01/10/14 |
| Common Stock | 460    | 30.7540 | 01/10/14 |
| Common Stock | 1,141  | 29.3475 | 01/14/14 |
| Common Stock | 4,026  | 29.3882 | 01/14/14 |
| Common Stock | 2,789  | 29.3889 | 01/14/14 |
| Common Stock | 125    | 29.3553 | 01/14/14 |
| Common Stock | 163    | 29.3768 | 01/14/14 |
| Common Stock | 380    | 29.9057 | 01/15/14 |
| Common Stock | 2,475  | 29.9535 | 01/15/14 |
| Common Stock | 146    | 30.3325 | 01/16/14 |
| Common Stock | 314    | 30.2176 | 01/16/14 |
| Common Stock | 2,427  | 30.4270 | 01/16/14 |
| Common Stock | 709    | 30.4122 | 01/16/14 |
| Common Stock | 4,686  | 28.2918 | 01/17/14 |
| Common Stock | 7,013  | 28.7969 | 01/17/14 |
| Common Stock | 5,670  | 28.8759 | 01/17/14 |
| Common Stock | 1,562  | 28.2676 | 01/17/14 |
| Common Stock | 9      | 28.9100 | 01/17/14 |
| Common Stock | 188    | 28.7997 | 01/17/14 |
| Common Stock | 505    | 28.8913 | 01/17/14 |
| Common Stock | 1,569  | 28.9800 | 01/17/14 |
| Common Stock | 933    | 28.8628 | 01/21/14 |
| Common Stock | 2,907  | 29.3916 | 01/21/14 |
| Common Stock | 1,689  | 29.0652 | 01/21/14 |
| Common Stock | 532    | 29.4845 | 01/21/14 |
| Common Stock | 165    | 29.6488 | 01/22/14 |
| Common Stock | 258    | 29.5047 | 01/22/14 |
| Common Stock | 2,984  | 29.6672 | 01/22/14 |
| Common Stock | 794    | 29.6496 | 01/22/14 |
| Common Stock | 1,467  | 29.6950 | 01/23/14 |
| Common Stock | 2,356  | 28.9123 | 01/23/14 |
| Common Stock | 190    | 28.9179 | 01/23/14 |
| Common Stock | 329    | 29.0000 | 01/23/14 |
| Common Stock | 89     | 28.8058 | 01/24/14 |
| Common Stock | 645    | 29.0615 | 01/24/14 |
| Common Stock | 11,355 | 29.1953 | 01/27/14 |
| Common Stock | 1,596  | 28.9250 | 01/27/14 |
| Common Stock | 877    | 28.9250 | 01/27/14 |
| Common Stock | 1,070  | 28.8599 | 01/28/14 |
| Common Stock | 890    | 28.9227 | 01/28/14 |

LUXOR WAVEFRONT, LP

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|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 1,482 | 30.7727 | 01/02/14 |
| Common Stock | 2,083 | 30.9298 | 01/02/14 |
| Common Stock | 3,158 | 30.9050 | 01/02/14 |
| Common Stock | 234   | 31.0072 | 01/02/14 |

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|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 2,815  | 30.9159 | 01/03/14 |
| Common Stock | 81     | 31.0975 | 01/03/14 |
| Common Stock | 13     | 30.7737 | 01/03/14 |
| Common Stock | 663    | 31.1130 | 01/03/14 |
| Common Stock | 5,316  | 31.1614 | 01/03/14 |
| Common Stock | 72     | 30.8644 | 01/03/14 |
| Common Stock | 3,264  | 31.1813 | 01/03/14 |
| Common Stock | 2,550  | 31.2000 | 01/03/14 |
| Common Stock | 148    | 31.2428 | 01/03/14 |
| Common Stock | 957    | 31.0400 | 01/06/14 |
| Common Stock | 368    | 30.8755 | 01/06/14 |
| Common Stock | 12     | 30.7622 | 01/06/14 |
| Common Stock | 1,788  | 31.2416 | 01/06/14 |
| Common Stock | 71     | 30.9171 | 01/06/14 |
| Common Stock | 3,279  | 31.1182 | 01/06/14 |
| Common Stock | 99     | 31.1339 | 01/06/14 |
| Common Stock | 562    | 31.3768 | 01/07/14 |
| Common Stock | 285    | 31.3679 | 01/07/14 |
| Common Stock | 1,349  | 31.3210 | 01/07/14 |
| Common Stock | 1,358  | 31.3536 | 01/07/14 |
| Common Stock | 549    | 31.2420 | 01/08/14 |
| Common Stock | 15,255 | 31.2313 | 01/08/14 |
| Common Stock | 1,876  | 31.1230 | 01/08/14 |
| Common Stock | 1,587  | 31.2335 | 01/08/14 |
| Common Stock | 193    | 31.1587 | 01/08/14 |
| Common Stock | 768    | 30.9942 | 01/09/14 |
| Common Stock | 7,711  | 31.0107 | 01/09/14 |
| Common Stock | 1,022  | 31.0000 | 01/09/14 |
| Common Stock | 2,546  | 30.9608 | 01/09/14 |
| Common Stock | 955    | 31.0147 | 01/10/14 |
| Common Stock | 1,477  | 30.7540 | 01/10/14 |
| Common Stock | 3,664  | 29.3475 | 01/14/14 |
| Common Stock | 12,949 | 29.3882 | 01/14/14 |
| Common Stock | 8,971  | 29.3889 | 01/14/14 |
| Common Stock | 405    | 29.3553 | 01/14/14 |
| Common Stock | 524    | 29.3768 | 01/14/14 |
| Common Stock | 1,217  | 29.9057 | 01/15/14 |
| Common Stock | 7,940  | 29.9535 | 01/15/14 |
| Common Stock | 470    | 30.3325 | 01/16/14 |
| Common Stock | 1,021  | 30.2176 | 01/16/14 |
| Common Stock | 7,884  | 30.4270 | 01/16/14 |
| Common Stock | 2,305  | 30.4122 | 01/16/14 |
| Common Stock | 14,988 | 28.2918 | 01/17/14 |
| Common Stock | 22,431 | 28.7969 | 01/17/14 |
| Common Stock | 18,142 | 28.8759 | 01/17/14 |
| Common Stock | 5,001  | 28.2676 | 01/17/14 |
| Common Stock | 33     | 28.9100 | 01/17/14 |
| Common Stock | 603    | 28.7997 | 01/17/14 |

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|              |       |         |          |
|--------------|-------|---------|----------|
| Common Stock | 1,615 | 28.8913 | 01/17/14 |
| Common Stock | 5,019 | 28.9800 | 01/17/14 |
| Common Stock | 3,039 | 28.8628 | 01/21/14 |
| Common Stock | 9,481 | 29.3916 | 01/21/14 |
| Common Stock | 5,509 | 29.0652 | 01/21/14 |

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|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 1,735  | 29.4845 | 01/21/14 |
| Common Stock | 490    | 29.6488 | 01/22/14 |
| Common Stock | 769    | 29.5047 | 01/22/14 |
| Common Stock | 8,878  | 29.6672 | 01/22/14 |
| Common Stock | 2,362  | 29.6496 | 01/22/14 |
| Common Stock | 4,429  | 29.6950 | 01/23/14 |
| Common Stock | 7,128  | 28.9123 | 01/23/14 |
| Common Stock | 577    | 28.9179 | 01/23/14 |
| Common Stock | 995    | 29.0000 | 01/23/14 |
| Common Stock | 284    | 28.8058 | 01/24/14 |
| Common Stock | 2,062  | 29.0615 | 01/24/14 |
| Common Stock | 36,630 | 29.1953 | 01/27/14 |
| Common Stock | 5,149  | 28.9250 | 01/27/14 |
| Common Stock | 2,832  | 28.9250 | 01/27/14 |
| Common Stock | 2,910  | 28.8599 | 01/28/14 |
| Common Stock | 2,426  | 28.9227 | 01/28/14 |

## PW PARTNERS ATLAS FUND II LP

|              |        |         |          |
|--------------|--------|---------|----------|
| Common Stock | 2,200  | 30.7964 | 12/30/13 |
| Common Stock | 2,194  | 30.8901 | 12/31/13 |
| Common Stock | 1,600  | 30.8338 | 01/02/14 |
| Common Stock | 2,605  | 30.8875 | 01/03/14 |
| Common Stock | 3,714  | 30.6223 | 01/10/14 |
| Common Stock | 8,500  | 29.9314 | 01/13/14 |
| Common Stock | 4,214  | 29.6777 | 01/14/14 |
| Common Stock | 3,600  | 29.9260 | 01/15/14 |
| Common Stock | 7,000  | 28.0743 | 01/17/14 |
| Common Stock | 5,000  | 29.6709 | 01/22/14 |
| Common Stock | 13,089 | 29.0374 | 01/23/14 |
| Common Stock | 1,000  | 29.0000 | 01/24/14 |
| Common Stock | 17,000 | 29.3115 | 01/27/14 |
| Common Stock | 2,000  | 28.8140 | 01/28/14 |
| Common Stock | 9,000  | 28.9239 | 01/28/14 |
| Common Stock | 18,000 | 27.7458 | 01/29/14 |
| Common Stock | 6,000  | 27.4243 | 02/03/14 |
| Common Stock | 5,598  | 27.4726 | 02/04/14 |
| Common Stock | 6,000  | 27.1461 | 02/05/14 |
| Common Stock | 1,000  | 25.6300 | 02/20/14 |
| Common Stock | 20,000 | 25.0000 | 02/21/14 |
| Common Stock | 20,727 | 26.7752 | 02/25/14 |
| Common Stock | 96,400 | 26.8029 | 02/27/14 |
| Common Stock | 25,000 | 27.2900 | 02/28/14 |
| Common Stock | 10,000 | 27.4200 | 02/28/14 |
| Common Stock | 10,000 | 27.4300 | 02/28/14 |
| Common Stock | 5,000  | 27.6100 | 02/28/14 |

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|   |     |        |          |
|---|-----|--------|----------|
| July 2014 Call Option<br>(\$25 Strike Price)  | 30  | 3.2000 | 02/25/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 30  | 2.4167 | 02/27/14 |
| March 2014 Call Option<br>(\$25 Strike Price) | 280 | 2.1100 | 02/27/14 |

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## PW PARTNERS ATLAS FUND LP

|   |       |         |          |
|---|-------|---------|----------|
| Common Stock                                  | 300   | 30.7267 | 01/03/14 |
| Common Stock                                  | 4,000 | 28.0300 | 01/17/14 |
| Common Stock                                  | 3,000 | 27.7183 | 01/29/14 |
| Common Stock                                  | 3,200 | 27.4625 | 02/03/14 |
| Common Stock                                  | 500   | 26.0095 | 02/20/14 |
| Common Stock                                  | 1,000 | 25.6300 | 02/20/14 |
| Common Stock                                  | 5,000 | 25.0000 | 02/21/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 20    | 2.5500  | 02/25/14 |

## PW PARTNERS MASTER FUND LP

|   |          |         |          |
|---|----------|---------|----------|
| Common Stock                                  | (12,000) | 30.8916 | 12/31/13 |
| Common Stock                                  | 300      | 27.3300 | 02/03/14 |
| Common Stock                                  | 200      | 27.4500 | 02/04/14 |
| Common Stock                                  | 500      | 28.3520 | 02/13/14 |
| Common Stock                                  | 1,500    | 25.8867 | 02/20/14 |
| Common Stock                                  | 1,000    | 26.0000 | 02/21/14 |
| Common Stock                                  | 1,000    | 26.8970 | 02/25/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 40       | 3.4150  | 02/03/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 60       | 4.3417  | 02/13/14 |
| July 2014 Call Option<br>(\$25 Strike Price)  | 10       | 5.5000  | 02/14/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 50       | 1.7000  | 02/20/14 |
| July 2014 Call Option<br>(\$25 Strike Price)  | 10       | 3.0000  | 02/20/14 |
| April 2014 Call Option<br>(\$25 Strike Price) | 70       | 2.5929  | 02/25/14 |