**UNITEDSTATESSECURITIESANDEXCHANGECOMMISSION**

**Washington, D.C. 20549**

**Check box if no longer subject to Section 16. Form 4 or Form 5 obli­ gations may continue. *See* Instruc­ tion 1(b).**

**Form 3 Holdings Reported Form 4 Transactions Reported**

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

(Over) SEC 2270 (11-11)

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

\* If the form is filed by more than one reporting person, see instruction 4(b)(v).

**Potential**

**persons**

**who are to respond to the collection**

**of informa-**

**tion contained in**

**this form are not required to respond unless the**

**form displays a currently valid OMB control number.**

1. Name and Address of Reporting Person\*

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner

 Officer (give Other (specify

title below)

below)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month//Day/Year)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

 Form Filed by One Reporting Person

(Street)

Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security

(Instr. 3)

2. Trans-

action Date

(Month/ Day/ Year)

2A.Deemed

Execu- tion Date, if any

(Month/

Day/ Year)

3. Trans-

action Code (Instr. 8)

4. Securities Acquired (A) or Disposed of (D)

(Instr. 3, 4 and 5)

5. Amount of Securities Ben- eficially Owned at end of Issuer’s Fiscal Year

(Instr. 3 and 4)

6. Owner- ship Form: Di- rect (D) or Indi- rect (I) (Instr. 4)

7. Nature of Indirect Beneficial Ownership (Instr. 4)

Amount

(A) or (D)

Price

OMB APPROVAL

OMB Number 3235-0362

Expires: July 31, 2023 Estimated average burden

hours per response. 1.0

You may not send a completed printout of this form to the SEC to satisfy a filing obligation. You can only satisfy an SEC filing obligation by submitting the information required by this form to the SEC in electronic format online at [https://www.onlineforms.edgarfiling.sec.gov.](http://www.onlineforms.edgarfiling.sec.gov/)

**FORM 5**

**FORM 5 (continued)**

**Table II — Derivative Securities Acquired, Disposed of, or Beneficially Owned (*e.g.*, puts, calls, warrants, options, convertible securities)**

Explanation of Responses:

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations.

*See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

\*\* Signature of Reporting Person

Date

Note: File three copies of this Form, one of which must be manually signed.

If space provided 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.

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1. Title of Derivative Security

(Instr. 3)

2. Conver-

sion or Exer- cise Price of Deriva- tive Se- curity

3. Trans-

action Date (Month/ Day/

Year)

3A.Deemed Execetion Date, if

any (Month/ Day/ Year)

4. Transac- tion Code (Instr. 8)

5. Number of Deriva- tive Securities Ac- quired (A) or Dis- posed of (D)

(Instr. 3, 4, and 5)

6. Date Exercis- able and Expi- ration Date (Month/Day/

Year)

7. Title and Amount of Underly- ing Securities

(Instr. 3 and 4)

8. Price of De- riva- tive

Secu- rity

(Instr. 5)

9. Number of De- rivative Securi- ties Ben- eficially Owned at End of Issuer's Fiscal Year

(Instr. 4)

10. Owner- ship Form of De- rivative Securi- ties: Direct

(D) or Indirect (I) (Instr. 4)

11. Nature of Indirect Benefi- cial Owner- ship (Instr. 4)

Date Exer- cisable

Expira- tion Date

Title

Amount or Number of Shares

(A)

(D)