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| **FORM 5** | **UNITED STATES SECURITIES AND EXCHANGE COMMISSION  Washington, D.C. 20549** | OMB APPROVAL |
| 🞏 **Check box if no longer subject to Section 16. Form 4 or Form 5 obli- gations may continue. *See* Instruc-tion 1(b).** | **ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES** | OMB Number:           3235-0362 Expires:            June 30, 2020  Estimated average burden  hours per response. . . . . . . 1.0 |
| 🞏 **Form 3 Holdings Reported** |  |  |
| 🞏 **Form 4 Transactions Reported** | 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 |  |

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| 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) | | | | | |
| (Street) | 4. If Amendment, Date Original Filed (Month/Day/Year) | | | | | | 6. Individual or Joint Group Filing (Check Applicable Line)  Form filed by One Reporting Person  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/ | 3. Trans-  action  Code  (Instr. 8) 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) |
|  |  | Year) |  | Amount | (A) or (D) | Price |  |  |  |
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**FORM 5 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**

**(*e.g.,* puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative  Security  (Instr. 3) | 2. Conver-  sion or  Exercise  Price of  Deriva-  tive   Security | 3.Trans- action  Date  (Month/ Day/ Day/ Year) | 3A.Deemed Execu- tion Date, if any  (Month/ Day/ Year) | 4. Trans-  action   Code  (Instr. 8) | 5. Number of Deriv-ative Securities Ac-  quired (A) or Dis-  posed of (D)  (Instr. 3, 4 and 5) | | 6. Date Exer-  cisable and   Expiration  Date  (Month/Day/  Year) | | 7. Title and Amount of Underlying Securities  (Instr. 3 and 4) | | | 8. Price of  Deriv-  ative  Secur- ity  (Instr. 5) | 9. Number of Deriv-ative Secur- ities  Bene- ficially Owned  at End of Issuer’s Fiscal | 10. Owner- ship Form of Deriva-tive Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of  Indirect Benefi-cial Owner- ship (Instr. 4) |
|  |  |  |  |  | (A) | (D) | Date Exer-cisable | Expira- tion  Date | | Title | Amount or Number of Shares |  | Year (Instr. 4) |  |  |
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Explanation of Responses: