## FORM 5

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

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

1. Name and Address of Reporting Person*  
   (Last)  
   (First)  
   (Middle)  
   (Street)  
   (City)  
   (State)  
   (Zip)

2. Issuer Name and Ticker or Trading Symbol

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

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

5. Relationship of Reporting Person(s) to Issuer  
   (Check all applicable)  
   ____ Director  
   ____ Officer (give title below)  
   ____ 10% Owner  
   ____ Other (specify below)

6. Individual or Joint/Group Reporting  
   (check applicable line)  
   ___ Form Filed by One Reporting Person  
   ___ Form Filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer’s Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | Amount (A) or (D) | Price |
|---|---|---|---|---|---|---|---|---|

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

<table>
<thead>
<tr>
<th>1. Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Date of Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Underlying Securities (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of Derivative Securities Beneficially Owned at End of Issuer’s Fiscal Year (Instr. 4)</th>
<th>10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
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<td>Date Exercisable Exp. Date</td>
<td>Title</td>
<td>Amount or Number of Shares</td>
<td>Price</td>
<td>Number of Derivative Securities Beneficially Owned at End of Issuer’s Fiscal Year</td>
<td>Ownership Form of Derivative Securities: Direct (D) or Indirect (I)</td>
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</table>

**Explanation of Responses:**


**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.