

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

**FORM 144  
NOTICE OF PROPOSED SALE OF SECURITIES  
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

**ATTENTION:** *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1 (a) NAME OF ISSUER (Please type or print)		(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.	OMB APPROVAL OMB Number: 3235-0101 Expires: June 30, 2020 Estimated average burden hours per response ..... 1.00
1 (d) ADDRESS OF ISSUER		STREET	CITY	STATE
				ZIP CODE
2 (a) NAME OF PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD		(b) RELATIONSHIP TO ISSUER	(c) ADDRESS STREET	
			CITY	
			STATE	
			ZIP CODE	

*INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.*

3 (a) Title of the Class of Securities To Be Sold	(b) Name and Address of Each Broker Through Whom the Securities are to be Offered or Each Market Maker who is Acquiring the Securities	SEC USE ONLY	(c) Number of Shares or Other Units To Be Sold (See instr. 3(c))	(d) Aggregate Market Value (See instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See instr. 3(e))	(f) Approximate Date of Sale (See instr. 3(f)) (MO. DAY YR.)	(g) Name of Each Securities Exchange (See instr. 3(g))
		Broker-Dealer File Number					

**INSTRUCTIONS:**

1. (a) Name of issuer
  - (b) Issuer's I.R.S. Identification Number
  - (c) Issuer's S.E.C. file number, if any
  - (d) Issuer's address, including zip code
  - (e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
  - (b) Such person's relationship to the issuer (e.g., officer, director, 10% stockholder, or member of immediate family of any of the foregoing)
  - (c) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
  - (b) Name and address of each broker through whom the securities are intended to be sold
  - (c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
  - (d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
  - (e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
  - (f) Approximate date on which the securities are to be sold
  - (g) Name of each securities exchange, if any, on which the securities are intended to be sold

**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 control number.**

SEC 1147 (08-07)

NY CS 8962561 07/17

**TABLE I — SECURITIES TO BE SOLD**

Provide the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Type of Securities	Date the Acquired	Number/Description Transaction	Cost of Acquisition When Acquired (If not otherwise stated)	Amount of Securities Acquired	Cost of Acquisition	Amount of Payment
common	4.28.20	option exercise	issuer	1264	4.28.20	cash

**DISTRICT 10**

If the securities were purchased and sold pursuant thereto, you will include in each of the lines of purchase, options to the table or to a note describe the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was due (subject to 201 or the full settlement paid).

**TABLE II — SECURITIES SOLD DURING THE PAST 3 MONTHS**

Provide the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities were sold:

Name and Address of Holder	Date of Acquisition Date	Date of Sale	Amount of Securities Sold	Cost Received
none				

**REMARKS:**

**INSTRUCTIONS:**

See the definition of "person" in paragraph (c) of Rule 101. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (f) of Rule 101 to be reported with sales for the account of the person selling the securities.

**ATTENTION:**

The person for whose account the securities to which this notice refers are to be sold hereby represents by signing this notice that he does not have any material adverse information as to the person for whose account the securities are to be sold, or the securities to be sold, which he has not been publicly disclosed. If such person has adopted a company trading plan or some trading instructions as to any stock under the Exchange Act, by signing the form and including the date that the notice was adopted or the instruction given, that person understands such representation. The person selling or purchasing stock.

3

04/28/2020

PERSON SELLING

03/05/2020

PERSON BUYING/SELLING/OTHER PERSONS

5 U.S. SEC. REG. 100.101

The seller shall be subject to the person for whose account the securities are to be sold. All data and copy of securities shall be immediately updated. Any request to amend or delete the data shall be subject to the person's discretion.

CONTINUING

**ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations (See 18 U.S.C. 1001).**