

October 10, 2024

VIA EDGAR

U.S. Securities and Exchange Commission  
Division of Corporation Finance  
Office of Trade & Services  
100 F Street, NE.  
Washington, D.C. 20549  
Attention: Valeria Franks and Rufus Decker

**Re: L.B. Foster Company**  
**Form 10-K for Fiscal Year Ended December 31, 2023**  
**Form 10-Q for Fiscal Quarter Ended June 30, 2024**  
**Response dated September 26, 2024**  
**File No. 000-10436**

Ladies and Gentlemen:

Set forth below are the responses of L.B. Foster Company (“we” or the “Company”) to comments received from the staff of the Division of Corporation Finance (the “Staff”) of the U.S. Securities and Exchange Commission (the “Commission”) (i) by letter dated September 26, 2024 (the “September 26 Letter”) and (ii) telephonically on October 1, 2024, in each case with respect to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, the Company’s Quarterly Report on Form 10-Q for the fiscal quarter ended June 30, 2024, and the Company’s prior correspondence with the Staff. For your convenience, we have restated the Staff’s comment from the September 26 Letter below in its entirety in bold font, followed by the corresponding response from the Company that addresses both the September 26 Letter and the telephonic meeting on October 1, 2024.

**Form 10-Q for Fiscal Quarter Ended June 30, 2024**  
**Financial Statements**  
**Condensed Consolidated Statements of Operations, page 4**

- 1. We read your response to prior comment 1. It appears the \$3.477 million gain on sale of the Magnolia, TX property should have been included in your operating income for the three months ended March 31, 2024 and the six months ended June 30, 2024 pursuant to ASC 360-10-45-5. Please restate these financial statements accordingly. In addition, file an Item 4.02 Form 8-K.**

Response

The Company acknowledges the Staff’s comment and respectfully refers the Staff to the Item 4.02 Current Report on Form 8-K filed by the Company on October 8, 2024 (the “Item 4.02 Form 8-K”), a copy of which is included as Appendix A to this response letter. As disclosed in the Item 4.02 Form 8-K, on October 7, 2024 (the “Determination Date”), the Audit Committee of the Board of Directors of the Company determined that the classification of the \$3.477 million gain on the Company’s sale of the former joint venture facility in Magnolia, Texas that was completed in the first quarter of 2024 (the “Magnolia Sale”) was an error and, accordingly, that the Company’s previously issued unaudited consolidated financial statements included in the Company’s Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2024 and June 30, 2024 (together, the “Affected Quarterly Reports”), should no longer be relied upon.

The Company further acknowledges the portion of the Staff's comment requesting that the Company restate the financial statements contained in the Affected Quarterly Reports. As disclosed in the Item 4.02 Form 8-K, the Company intends to file amendments to the Affected Quarterly Reports as soon as practicable to reclassify the \$3.477 million gain and correct other immaterial items, as well as address the material weakness in the Company's internal controls over financial reporting that the Company has determined existed with respect to the periods covered by the Affected Quarterly Reports as a result of the Magnolia Sale classification error.

In addition, the Company acknowledges that on October 1, 2024, the Staff requested during a telephonic meeting that the Company further consider whether a material weakness existed as of December 31, 2023, such that the Company's internal controls over financial reporting were not effective as of December 31, 2023, in light of (i) the error related to the Magnolia Sale that occurred in the quarter ended March 31, 2024; (ii) the Company's recording of certain exit costs associated with the discontinuation of the Company's bridge grid deck product line during fiscal 2023 (the "Bridge Exit Costs"); and (iii) guidance contained in Staff Accounting Bulletin ("SAB") Topic 1.M. As outlined in the Company's prior responses to the Staff, the Bridge Exit Costs were erroneously excluded from the Company's 2023 operating income as presented in the Company's consolidated statement of operations within its Form 10-K for the fiscal year ended December 31, 2023 (the "2023 Form 10-K").

SAB Topic 1.M states that management should undertake both a quantitative and qualitative assessment when evaluating the materiality of an error. We have conducted a comprehensive quantitative and qualitative analysis of the Bridge Exit Costs error pursuant to relevant authoritative guidance. In summary, we continue to conclude that the impact of the Bridge Exit Costs error is immaterial to the Company's audited financial statements included in the 2023 Form 10-K. However, in light of the identification of such immaterial error, and taking into consideration the recently identified material error associated with the Magnolia Sale in the Affected Quarterly Reports, we have re-evaluated our previous conclusions regarding the effectiveness of our internal controls over financial reporting and disclosure controls and procedures for the fiscal year ended December 31, 2023. Following this re-evaluation, management has identified a material weakness in the Company's internal control over financial reporting as of December 31, 2023 related to the Bridge Exit Costs error.

Accordingly, the Company intends to file an amendment to the 2023 Form 10-K as soon as practicable to address the material weakness identified for the fiscal year ended December 31, 2023 and correct the immaterial errors associated with the Bridge Exit Costs discussed above as well as other immaterial items identified during its re-evaluation.

If you require any additional information on these issues, or if we can provide you with any other information that will facilitate your review, please contact me at 412-928-3450.

Sincerely,

**/s/ William M. Thalman**

William M. Thalman  
Executive Vice President and Chief Financial Officer

Appendix A

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) October 7, 2024

**L.B. Foster Company**

(Exact name of registrant as specified in its charter)

**Pennsylvania**  
(State or other jurisdiction of incorporation)

**000-10436**  
(Commission File Number)

**25-1324733**  
(I.R.S. Employer Identification No.)

**415 Holiday Drive, Suite 100,  
Pittsburgh, Pennsylvania**  
(Address of principal executive offices)

**15220**  
(Zip Code)

**(412) 928-3400**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Title of each class	Securities registered pursuant to Section 12(b) of the Act: Trading Symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.01	FSTR	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

(a) In light of recent comments issued by the staff of the U.S. Securities and Exchange Commission (the “SEC”) to L.B. Foster Company (the “Company”) regarding the Company’s Quarterly Report on Form 10-Q for the quarter ended March 31, 2024, as filed with the SEC on May 7, 2024 (the “First Quarter Form 10-Q”), and the Company’s Quarterly Report on Form 10-Q for the quarter ended June 30, 2024, as filed with the SEC on August 6, 2024 (the “Second Quarter Form 10-Q” and, together with the First Quarter Form 10-Q, the “Quarterly Reports on Form 10-Q”), management has re-evaluated the Company’s previously issued Unaudited Condensed Consolidated Statement of Operations for the three month period ended March 31, 2024 and the six month period ended June 30, 2024 (together, the “Affected Periods”) with respect to the Company’s classification of the \$3.477 million gain on the sale of a former joint venture facility in Magnolia, Texas, which sale was completed in the first quarter of 2024 (the “Magnolia Sale”).

Upon completion of the Magnolia Sale, the Company recorded the \$3.477 million gain in “Other (income) expense - net” in the Unaudited Condensed Consolidated Statement of Operations. The Company had concluded that such classification was appropriate, as the facility was built for the purpose of a direct financing lease from the Company to the joint venture and such facility was not utilized by the Company in its operating activities. However, in accordance with ASC 360-10-45-5, the \$3.477 million gain on the Magnolia Sale should have been recorded as a component of “Operating income” and not “Other (income) expense - net.” As a result of this classification error, “Operating income” was understated by \$3.477 million and “Other (income) expense - net” was overstated by \$3.477 million in the Company’s Unaudited Condensed Consolidated Statements of Operations for the Affected Periods included within the Quarterly Reports on Form 10-Q.

Accordingly, on October 7, 2024 (the “Determination Date”), the Audit Committee of the Board of Directors of the Company (the “Audit Committee”), based on the recommendation of the Company’s management and following discussions with the Company’s independent registered public accounting firm, Ernst & Young LLP (“EY”), concluded that the classification of the Magnolia Sale gain described in the preceding paragraph was an error in the Company’s previously-issued Unaudited Condensed Consolidated Statements of Operations for the Affected Periods, as filed within the Quarterly Reports on Form 10-Q, and that such statements should be restated to correct such error. Accordingly, the Audit Committee concluded as of the Determination Date that the previously issued Unaudited Consolidated Financial Statements for the Affected Periods, as included in the Quarterly Reports on Forms 10-Q, should no longer be relied upon. Similarly, any previously furnished reports, press releases, earnings releases, and investor presentations or other communications describing the Company’s Unaudited Consolidated Financial Statements for the Affected Periods should no longer be relied upon. The Company’s management has also concluded that there was a material weakness in internal control over financial reporting related to this error during the Affected Periods.

The Company’s management has further concluded that a material weakness existed as of December 31, 2023 and, accordingly, that the Company’s internal control over financial reporting was not effective as of December 31, 2023. This material weakness resulted in immaterial errors in the Annual Report on Form 10-K for the year ended December 31, 2023, as filed with the SEC on March 6, 2024 (the “2023 Form 10-K”). Accordingly, the report of EY covering their opinion on internal control over financial reporting as of December 31, 2023, dated March 6, 2024, and included in the 2023 Form 10-K, should no longer be relied upon.

The Company intends to file amendments to each of the Quarterly Reports on Form 10-Q for the Affected Periods to correct the classification error related to the Magnolia Sale and other immaterial items as soon as possible. In addition, the Company intends to file an amendment to the 2023 Form 10-K to address the matters described in the preceding paragraph. The Company’s remediation plan with respect to the material weaknesses discussed above will be described in the amendments to the Quarterly Reports on Form 10-Q and the 2023 Form 10-K, respectively.

The Audit Committee, in consultation with management, has determined that there is no impact on net sales, income before income taxes, income tax expense, net income, basic and diluted earnings per share, the non-GAAP measure Adjusted EBITDA, management incentive compensation or the Company’s credit facility covenants (each as discussed in the Quarterly Reports on Form 10-Q and/or other Company communications) as a result of the classification error related to the Magnolia Sale and other immaterial items for the Affected Periods. Additionally, these errors do not materially impact the Unaudited Condensed Consolidated Balance Sheets, Unaudited Condensed Consolidated Statements of Comprehensive Income (Loss), Unaudited Condensed Consolidated Statements of Cash Flows, or Unaudited Condensed Consolidated Statements of Stockholders’ Equity for the Affected Periods.

The Audit Committee, along with management, discussed with EY the matters disclosed in this filing pursuant to this Item 4.02(a).

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: **October 8, 2024**

**L.B. FOSTER COMPANY**  
(Registrant)

**/s/ William M. Thalman**  
William M. Thalman  
Executive Vice President and  
Chief Financial Officer  
(Duly Authorized Officer of Registrant)