FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	Was
Check this box if no longer subject to Section 16. Form 4 or Form 5	STATEMENT OF CHANG
obligations may continue. See Instruction 1(b).	Filed pursuant to Section 16

(Middle)

(First)

9401 WILSHIRE BLVD, SUITE 705

(Last)

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden

0.5

hours per response:

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Vizi Bradley</u>					2. Issuer Name and Ticker or Trading Symbol FOSTER L B CO [FSTR]							Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director X 10% Owner Officer (give title Other (specify)							
(Last) 9401 WII	(Fii LSHIRE BI	rst) (Middle))		3. Date of Earliest Tran 03/07/2017				nsaction (Month/Day/Year)				Offi bel	cer (give ow)	title		her (s _l low)	pecify
(Street) BEVERL HILLS	Y CA	A	90212		4. 1	4. If Amendment, Date of Original Filed (Month/Day/Year)						6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person X Form filed by More than One Reporting Person							
(City)	(St		Zip)																
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																			
1. Title of Security (Instr. 3)			2. Transaction Date (Month/Day/Year)		Execution Date,		ar)	3. Transaction Code (Instr. 8)		5) (A) or Price		r. 3, 4 and	Beneficially Owned Following Reported Transaction(s)		6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)		
								\dashv	Code		Alliount	(D)	File	(Instr. 3 a	nd 4)			Legic	· · ·
Common	Stock ⁽¹⁾			03/07/20)17				P		18,312	A	\$13.74	4 898,	684	I		_	ers, L.P.
Common	Stock ⁽¹⁾			03/08/20)17				P		16,243	A	\$13.78	914,	927	I		Legio Partn I ⁽²⁾	on ers, L.P.
Common	Stock ⁽¹⁾			03/09/20)17				P		9,553	A	\$13.94	924,	480	I		Legio Partn I ⁽²⁾	on ers, L.P.
Common	Stock ⁽¹⁾													108,	856	I		Legio Partn II ⁽³⁾	on ers, L.P.
Common	Stock ⁽¹⁾													318,	861	I		Legio Partn Speci Oppo L.P. I	ers ial ortunities
Common Stock ⁽¹⁾		03/09/2017		,			A ⁽⁶⁾		1,011	A	\$13.6	10,3	10,335 I			Legion Partners Asset Management, LLC ⁽⁵⁾			
Common	Stock ⁽¹⁾			03/09/20	17				J ⁽⁶⁾		1,011	D	\$13.6	0		Г			
		Та	ble II								posed of,				t				
1. Title of 2. 3. Transaction Date Execution Security or Exercise (Month/Day/Year) if any		eemed 4. Ition Date, Trans		s, calls, warrant 5. Numbe of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		tive ties red sed	6. Date Exer Expiration D (Month/Day/		rcisable and Date	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5) Benef Owne Follow Repor		rities Form: Direct or Indi ving (I) (Ins ted action(s)		Beneficial Ownership irect (Instr. 4)			
					Code	v	(A)	(D)	Date Exer	cisable	Expiration Date	Title	Amount or Number of Shares						
1. Name an Vizi Br		Reporting Person*												,	·				

(City)	(State)	(7in)
(City)	(State)	(Zip)
1. Name and Address of Legion Partners	· -	
(Last) 9401 WILSHIRE E	(First) BLVD.	(Middle)
SUITE 705		
(Street) BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)
1. Name and Address of Legion Partners		
(Last)	(First)	(Middle)
9401 WILSHIRE E SUITE 705	BLVD.	
(Street) BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)
1. Name and Address of Legion Partners	of Reporting Person* S Special Opportu	unities, L.P. II
(Last) 9401 WILSHIRE E SUITE 705	(First) BLVD.	(Middle)
(Street) BEVERLY HILLS	CA	90212
	CA (State)	90212 (Zip)
(City) 1. Name and Address of	(State)	(Zip)
(City) 1. Name and Address of	(State) of Reporting Person* s Asset Managem (First)	(Zip)
(City) 1. Name and Address of Legion Partners (Last)	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705	(Zip)
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705	(Zip) ent, LLC (Middle)
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E (Street) BEVERLY HILLS	(State) of Reporting Person* of Asset Managem (First) BLVD., SUITE 705 CA (State) of Reporting Person*	(Zip) ent, LLC (Middle) 90212
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE F (Street) BEVERLY HILLS (City) 1. Name and Address of	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705 CA (State) of Reporting Person* is, LLC (First)	(Zip) ent, LLC (Middle) 90212
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E (Street) BEVERLY HILLS (City) 1. Name and Address of Legion Partners (Last)	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705 CA (State) of Reporting Person* is, LLC (First) BLVD., SUITE 705	(Zip) eent, LLC (Middle) 90212 (Zip)
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E (Street) BEVERLY HILLS (City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705 CA (State) of Reporting Person* is, LLC (First) BLVD., SUITE 705	(Zip) ent, LLC (Middle) 90212 (Zip) (Middle)
(City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E (Street) BEVERLY HILLS (City) 1. Name and Address of Legion Partners (Last) 9401 WILSHIRE E (Street) BEVERLY HILLS (City) 1. Name and Address of City of	(State) of Reporting Person* is Asset Managem (First) BLVD., SUITE 705 CA (State) of Reporting Person* is, LLC (First) BLVD., SUITE 705 CA (State)	(Zip) ent, LLC (Middle) 90212 (Zip) (Middle)

(Street) BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)
1. Name and Address o <u>Kiper Christoph</u>		
(Last) 9401 WILSHIRE B	(First) LVD, SUITE 705	(Middle)
(Street) BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)
1. Name and Address o White Raymond		
(Last) 9401 WILSHIRE B SUITE 705	(First) LVD.	(Middle)
(Street) BEVERLY HILLS	CA	90212
(City)	(State)	(Zip)

Explanation of Responses:

- 1. This Form 4 is filed jointly by Legion Partners, L.P. I ("Legion Partners I"), Legion Partners, L.P. II ("Legion Partners Special Opportunities, L.P. II ("Legion Partners Special II"), Legion Partners, LLC ("General Partner"), Legion Partners Asset Management, LLC ("Legion Partners Asset Management"), Legion Partners Holdings, LLC ("Legion Partners Holdings"), Bradley S. Vizi, Christopher S. Kiper and Raymond T. White (collectively, the "Reporting Persons"). Each Reporting Person may be deemed to be a member of a Section 13(d) group that owns more than 10% of the Issuer's outstanding shares of Common Stock. Each Reporting Person disclaims beneficial ownership of the securities reported herein except to the extent of his or its pecuniary interest therein, and this report shall not be deemed to be an admission that any Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- 2. Legion Partners I directly owns these shares of common stock ("Common Stock") of L.B. Foster Company (the "Issuer"). General Partner is the general partner of Legion Partners I, Legion Partners Asset Management is the investment advisor of Legion Partners I, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners I.
- 3. Legion Partners II directly owns these shares of Common Stock. General Partner is the general partner of Legion Partners II, Legion Partners Asset Management is the investment advisor of Legion Partners II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners II.
- 4. Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Asset Management is the investment advisor of Legion Partners Special II, Legion Partners Holdings is the sole member of Legion Partners Asset Management and managing member of General Partner, and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, General Partner, Legion Partners Asset Management, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Special II.
- 5. Legion Partners Asset Management directly owns these shares of Common Stock. Legion Partners Holdings is the sole member of Legion Partners Asset Management and each of Messrs. Vizi, Kiper and White are managing directors of Legion Partners Asset Management and managing members of Legion Partners Holdings. As a result of these relationships, Legion Partners Holdings and Messrs. Vizi, Kiper and White may be deemed to have shared voting and dispositive power over the Common Stock owned by Legion Partners Asset Management.
- 6. Represents a transfer of shares of common stock to an affiliated entity.

<u>/s/ Bradley S. Vizi</u>	03/09/2017
<u>Legion Partners, L.P. I</u>	03/09/2017
<u>Legion Partners, L.P. II</u>	03/09/2017
Legion Partners Special Opportunities, L.P. II, By: Legion Partners Asset Management, LLC, By: /s/ Bradley S. Vizi, Managing Member	03/09/2017
Legion Partners, LLC, By: Legion Partners Holdings, LLC, By: /s/ Bradley S. Vizi, Managing Member	03/09/2017
<u>Legion Partners Asset</u> <u>Management, LLC, By: /s/</u> <u>Bradley S. Vizi, Managing</u> <u>Director</u>	03/09/2017
<u>Legion Partners Holdings,</u> <u>LLC, By: /s/ Bradley S. Vizi,</u> <u>Managing Member</u>	03/09/2017
/s/ Christopher S. Kiper	03/09/2017
/s/ Raymond T. White	03/09/2017
** Signature of Reporting Person	Date

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).

^{**} Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a). Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.	