

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Vizi Bradley</u> <hr/> (Last) (First) (Middle) 9401 WILSHIRE BLVD, SUITE 705 <hr/> (Street) BEVERLY HILLS CA 90212 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>FOSTER L B CO [ FSTR ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/31/2016	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock <sup>(1)</sup>								880,372	I	Legion Partners, L.P. I <sup>(2)</sup>
Common Stock <sup>(1)</sup>								108,856	I	Legion Partners, L.P. II <sup>(3)</sup>
Common Stock <sup>(1)</sup>								318,861	I	Legion Partners Special Opportunities L.P. II <sup>(4)</sup>
Common Stock <sup>(1)</sup>								9,324	I	Legion Partners Asset Management, LLC <sup>(5)</sup>
Common Stock	12/31/2016		A		1,011	A	\$13.6	1,011	D <sup>(6)</sup>	

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

1. Name and Address of Reporting Person\*  
Vizi Bradley  


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 (Last) (First) (Middle)  
 9401 WILSHIRE BLVD, SUITE 705  


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 (Street)  
 BEVERLY HILLS CA 90212  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. I](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, L.P. II](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Special Opportunities, L.P. II](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD.  
SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Asset Management, LLC](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Legion Partners, LLC](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

[Legion Partners Holdings, LLC](#)

(Last) (First) (Middle)

9401 WILSHIRE BLVD., SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

## Kiper Christopher S

(Last) (First) (Middle)

9401 WILSHIRE BLVD, SUITE 705

(Street)

BEVERLY HILLS CA 90212

(City)

(State)

(Zip)

### 1. Name and Address of Reporting Person\*

White Raymond T.

(Last) (First) (Middle)

9401 WILSHIRE BLVD.

SUITE 705

(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 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 directly owns these shares of Common Stock. General Partner is the general partner 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 quarterly director cash retainer fees elected to be paid in stock.

/s/ Bradley S. Vizi 01/04/2017

Legion Partners, L.P. I, By:  
Legion Partners Asset  
Management, LLC, By: /s/ 01/04/2017  
Bradley S. Vizi, Managing  
Member

Legion Partners, L.P. II, By:  
Legion Partners Asset  
Management, LLC, By: /s/ 01/04/2017  
Bradley S. Vizi, Managing  
Member

Legion Partners Special  
Opportunities, L.P. II, By:  
Legion Partners Asset  
Management, LLC, By: /s/ 01/04/2017  
Bradley S. Vizi, Managing  
Member

Legion Partners, LLC, By:  
Legion Partners Holdings,  
LLC, By: /s/ Bradley S. Vizi, 01/04/2017  
Managing Member

Legion Partners Asset  
Management, LLC, By: /s/ 01/04/2017  
Bradley S. Vizi, Managing  
Director

Legion Partners Holdings,  
LLC, By: /s/ Bradley S. Vizi, 01/04/2017  
Managing Member

/s/ Christopher S. Kiper 01/04/2017

/s/ Raymond T. White 01/04/2017

\*\* 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.**