

ETHAN ALLEN INTERIORS INC  
Form SC 13D/A  
September 15, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

Ethan Allen Interiors Inc.  
(Name of Issuer)

Common Stock, \$0.01 par value  
(Title of Class of Securities)

297602104  
(CUSIP Number)

Marc Weingarten, Esq.

Eleazer Klein, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

September 15, 2015  
(Date of Event Which Requires Filing of This  
Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 21 Pages)

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\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Master Investments Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands SOLE VOTING POWER
<b>7</b>	0 SHARED VOTING POWER
<b>8</b>	1,074,894 shares of Common Stock SOLE DISPOSITIVE POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
<b>9</b>	0

SHARED  
DISPOSITIVE  
POWER

10

1,074,894  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,074,894 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

3.8%  
TYPE OF REPORTING  
PERSON

14

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 3 of 21 Pages

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg International Limited
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands SOLE VOTING POWER
<b>7</b>	0 SHARED VOTING POWER
<b>8</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>9</b>	1,074,894 shares of Common Stock SOLE DISPOSITIVE POWER
	0

SHARED  
DISPOSITIVE  
POWER

10

1,074,894  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,074,894 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

3.8%  
TYPE OF REPORTING  
PERSON

14

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 4 of 21 Pages

1 NAME OF REPORTING PERSONS

Castlerigg International Holdings Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

AF CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM

2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION

6

British Virgin Islands

SOLE VOTING POWER

7

0 SHARED VOTING POWER

8

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

1,074,894 shares of Common Stock

SOLE DISPOSITIVE POWER

9

0

SHARED  
DISPOSITIVE  
POWER

10

1,074,894  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,074,894 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

3.8%  
TYPE OF REPORTING  
PERSON

14

CO



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	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Offshore Holdings, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands
	SOLE VOTING POWER
<b>7</b>	
	0 SHARED VOTING POWER
<b>8</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,074,894 shares of Common Stock SOLE DISPOSITIVE POWER
<b>9</b>	
	0

SHARED  
DISPOSITIVE  
POWER

10

1,074,894  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,074,894 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

3.8%  
TYPE OF REPORTING  
PERSON

14

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 6 of 21 Pages

	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands SOLE VOTING POWER
<b>7</b>	0 SHARED VOTING POWER
<b>8</b>	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
<b>9</b>	278,970 shares of Common Stock SOLE DISPOSITIVE POWER
	0

SHARED  
DISPOSITIVE  
POWER

10

278,970 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

278,970 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

1.0%  
TYPE OF REPORTING  
PERSON

14

CO

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	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Intermediate Fund, L.P.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands SOLE VOTING POWER
	0 SHARED VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
<b>8</b>	278,970 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

278,970 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

278,970 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

**13**

REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

1.0%  
TYPE OF REPORTING  
PERSON

**14**

PN

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	NAME OF REPORTING PERSONS
<b>1</b>	Castlerigg Active Investment Master Fund, Ltd.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	British Virgin Islands SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>7</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
<b>8</b>	278,970 shares of Common Stock
<b>9</b>	SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

278,970 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

278,970 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

**13**

REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

1.0%  
TYPE OF REPORTING  
PERSON

**14**

CO



CUSIP No. 297602104 SCHEDULE 13D/A Page 9 of 21 Pages

	NAME OF REPORTING PERSONS
<b>1</b>	Merrill Lynch Investment Solutions SICAV (on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund)
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP
<b>3</b>	SEC USE ONLY
<b>4</b>	SOURCE OF FUNDS
<b>5</b>	WC CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION
<b>7</b>	Luxembourg SOLE VOTING POWER
<b>8</b>	0 SHARED VOTING POWER
<b>NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH</b>	193,898 shares of Common Stock

9 SOLE  
DISPOSITIVE  
POWER

10 0  
SHARED  
DISPOSITIVE  
POWER

193,898 shares  
of Common  
Stock

11 AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

12 193,898 shares of  
Common Stock  
CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..

13 EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

14 0.7%  
TYPE OF REPORTING  
PERSON

CO

CUSIP No. 297602104 SCHEDULE 13D/A Page 10 of 21 Pages

1 NAME OF REPORTING PERSONS

Castlerigg Equity Event and Arbitrage Fund

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) "

A GROUP

3 SEC USE ONLY

4 SOURCE OF FUNDS

WC CHECK BOX IF

5 DISCLOSURE OF LEGAL PROCEEDING IS

REQUIRED PURSUANT TO ITEM

2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

16,092 shares of Common Stock

9 SOLE DISPOSITIVE POWER

0

0

SHARED  
DISPOSITIVE  
POWER

10

16,092 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

16,092 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

12

ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

0.1%  
TYPE OF REPORTING  
PERSON

14

IV

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1 NAME OF REPORTING PERSONS

Sandell Investment Services, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) A GROUP SEC USE ONLY

3 SOURCE OF FUNDS

4 AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

5 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7 SOLE VOTING POWER

0 SHARED VOTING POWER

8 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

193,898 shares of Common Stock

9 SOLE DISPOSITIVE POWER

0  
SHARED  
DISPOSITIVE  
POWER

**10**

193,898 shares  
of Common  
Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

**11**

193,898 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN

**12**

ROW (11) ..

EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS

**13**

REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

0.7%  
TYPE OF REPORTING  
PERSON

**14**

CO; IA

CUSIP No. 297602104 SCHEDULE 13D/A Page 12 of 21 Pages

**1** NAME OF REPORTING PERSONS

Pulteney Street Partners,  
L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) "

**3** A GROUP SEC USE ONLY

**4** SOURCE OF FUNDS

WC  
CHECK BOX  
IF

**5** DISCLOSURE OF LEGAL

PROCEEDING IS

REQUIRED PURSUANT TO ITEM

2(d) or 2(e) CITIZENSHIP OR

**6** PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH **7** SOLE VOTING POWER

0 SHARED VOTING POWER **8**

0 SOLE DISPOSITIVE POWER **9**

0 SHARED DISPOSITIVE **10**

POWER

0

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

0

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

0.0%

**14** TYPE OF REPORTING  
PERSON

PN



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	NAME OF REPORTING PERSONS
<b>1</b>	Sandell Asset Management Corp.
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP SEC USE ONLY
<b>2</b>	
<b>3</b>	
	SOURCE OF FUNDS
<b>4</b>	AF CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) CITIZENSHIP OR PLACE OF ORGANIZATION
<b>5</b>	
<b>6</b>	Cayman Islands SOLE VOTING POWER
	0 SHARED VOTING POWER
<b>7</b>	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	1,369,956 shares of Common Stock SOLE DISPOSITIVE POWER
<b>8</b>	
<b>9</b>	

0  
SHARED  
DISPOSITIVE  
POWER

10

1,369,956  
shares of  
Common Stock

AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

11

1,369,956 shares of  
Common Stock

CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)      ..  
EXCLUDES  
CERTAIN  
SHARES

12

PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

13

4.8%  
TYPE OF REPORTING  
PERSON

14

CO; IA

CUSIP No. 297602104 SCHEDULE 13D/A Page 14 of 21 Pages

**1** NAME OF REPORTING PERSONS

Thomas E. Sandell

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY

**4** SOURCE OF FUNDS

AF

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

CITIZENSHIP OR PLACE OF ORGANIZATION

**6** Sweden

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

**7** SOLE VOTING POWER

0

SHARED VOTING POWER

**8** 1,563,854 shares of Common Stock

SOLE DISPOSITIVE POWER

**9** 0

**10**

SHARED  
DISPOSITIVE  
POWER

1,563,854  
shares of  
Common Stock

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,563,854 shares of  
Common Stock

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11)

**13** EXCLUDES  
CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)  
(see Item 5)

**14** 5.5%  
TYPE OF REPORTING  
PERSON

IN

**CUSIP No. 297602104 SCHEDULE 13D/A Page 15 of 21 Pages**

This Amendment No. 1 (“Amendment No. 1”) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on August 18, 2015 (the “Original Schedule 13D”; and together with this Amendment No. 1, the “Schedule 13D”), with respect to the shares of common stock, par value \$0.01 per share (the “Common Stock”), of Ethan Allen Interiors Inc. (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 1 have the meanings set forth in the Schedule 13D. This Amendment No. 1 amends Items 3, 4, 5 and 7 as set forth below. As of August 20, 2015, Pulteney Partners ceased to beneficially own any shares of Common Stock. Accordingly, this Amendment No. 1 constitutes an exit filing for Pulteney Partners.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used a total of approximately \$43,446,000 (including brokerage commissions) in the aggregate to acquire the shares of Common Stock reported in this Schedule 13D.

Funds for the purchase of the Common Stock reported herein as beneficially held by the Reporting Persons were derived from (i) available working capital of Castlerigg Master Investment, for the shares of Common Stock held directly by it, (ii) available working capital of CAI Master, for the shares of Common Stock held directly by it, (iii) available working capital of MLIS, for the shares of Common Stock held directly by it, (iv) available working capital of CEEAF, for the shares of Common Stock held directly by it, and (v) margin borrowings described in the following sentence, for the shares of Common Stock held directly by Castlerigg Master Investment, CAI Master and MLIS. Such Common Stock is or may be held from time to time by the Reporting Persons in margin accounts established by certain of the Reporting Persons with their respective brokers or banks and a portion of the purchase price for the Common Stock may be obtained through margin borrowing. Securities positions which may be held in the margin accounts, including the Common Stock, may be pledged as collateral security for the repayment of debit balances in the margin accounts.

**Item 4. PURPOSE OF TRANSACTION**

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On September 15, 2015, CAI Master submitted to the Issuer a formal notice (the “Notice”) of its intent to nominate six individuals—Edward Glickman, Kathy Herbert, Richard Mansouri, Annelise Osborne, Ken Pilot and Alex Wolf (collectively, the “Nominees”)—for election to the Board at the 2015 annual meeting of stockholders of the Issuer (the “Annual Meeting”). The Notice also disclosed SAMC’s intent to solicit proxies from the stockholders of the Issuer to elect the Nominees at the Annual Meeting.

Also on September 15, 2015, SAMC issued a press release (the “September 15 Press Release”) announcing its intention to nominate the Nominees for election to the Board, discussing what it believes to be the serious problems at the Issuer and outlining the strategic changes it believes the Issuer should undertake. The foregoing summary of the September 15 Press Release is qualified in its entirety by reference to the full text of the September 15 Press Release, a copy of which is attached hereto as Exhibit 3 and is incorporated by reference herein.

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Except as set forth herein or such as would occur upon completion of any of the actions discussed herein, the Reporting Persons have no present plan or proposal that would relate to or result in any of the matters set forth in subparagraphs (a)–(j) of Item 4 of Schedule 13D. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer’s financial position and strategic direction, actions taken by the Board, price levels of the Common Stock, other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, purchasing additional shares of Common Stock and/or other securities of the Issuer (collectively, “Securities”), disposing of any or all of their Securities, in the open market or otherwise, at any time and from time to time, and engaging in any hedging or similar transactions with respect to the Securities. The Reporting Persons reserve the right to change their intention with respect to any and all matters referred to in this Item 4 of this Schedule 13D.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) – (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) – (b) The aggregate number and percentage of shares of Common Stock to which this Schedule 13D relates is 1,563,854 shares of Common Stock, constituting approximately 5.5% of the Issuer’s currently outstanding Common Stock. The percentage of shares of Common Stock reported herein are based upon the 28,407,119 shares of Common Stock outstanding as of July 31, 2015, as reported in the Issuer’s Annual Report on Form 10-K, filed with the SEC on August 12, 2015.

The information required by Items 5(a) – (b) is set forth in rows 7 – 13 of the cover page for each of the Reporting Persons and is incorporated herein by reference. By virtue of investment management agreements with Castlerigg Master Investment and CAI Master and an advisory agreement with CEEAF, SAMC has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock beneficially owned by Castlerigg Master Investment, CAI Master and CEEAF. By virtue of an investment management agreement with MLIS, SIS has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the shares of Common Stock beneficially owned by MLIS. By virtue of his direct and indirect control of SAMC and SIS, Mr. Sandell is deemed to have shared voting power and shared dispositive power with respect to all Common Stock as to which SAMC and SIS have voting power or dispositive power.

(c) On August 20, 2015, Pulteney Partners sold 8,400 shares of Common Stock at \$30.95 per share (including brokerage commissions) in the open market through a broker. Except for such disposition, no transactions in the securities of the Issuer were effected by the Reporting Persons since the filing of the Original Schedule 13D.

(e) Pulteney Partners ceased to beneficially own any shares of Common Stock on August 20, 2015.

**Item 7. EXHIBITS**

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

**Exhibit Description**

3 September 15 Press Release

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**SIGNATURES**

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Date: September 15, 2015

**CASTLERIGG MASTER INVESTMENTS LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL LIMITED**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL HOLDINGS LIMITED**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer



**CASTLERIGG OFFSHORE HOLDINGS, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG ACTIVE INVESTMENT FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG ACTIVE INVESTMENT INTERMEDIATE FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**CASTLERIGG ACTIVE INVESTMENT MASTER FUND, LTD.**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

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**MERRILL LYNCH INVESTMENT SOLUTIONS SICAV, an umbrella fund with segregated liability between sub-funds, acting for and on behalf of Merrill Lynch Investment Solutions – Castlerigg Equity Event and Arbitrage UCITS Fund**

By: Sandell Investment Services, L.L.C., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**ALTMFX TRUST, an open-end, management investment company, acting for and on behalf of Castlerigg Equity Event and Arbitrage Fund**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**PULTENEY STREET PARTNERS, LP**

By: Sandell Asset Management Corp., as Investment Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**SANDELL ASSET MANAGEMENT CORP.**

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

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**SANDELL INVESTMENT  
SERVICES, L.L.C.**

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Managing Member

/s/ Thomas E. Sandell  
**THOMAS E. SANDELL**