

SolarWinds, Inc.  
Form SC 13D  
December 21, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

SCHEDULE 13D

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

SolarWinds, Inc.  
(Name of Issuer)  
Common Stock,  
par value \$0.001  
per share  
(Title of Class of  
Securities)  
83416B109  
(Cusip Number)  
Michael B. Fisch  
Farallon Capital  
Management,  
L.L.C.  
One Maritime  
Plaza, Suite 2100  
San Francisco,  
California 94111  
(415) 421-2132  
(Name, Address,  
and Telephone  
Number of Person  
Authorized to  
Receive Notices  
and  
Communications)  
December 11,  
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 Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [ ].

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7 for other parties to whom copies are to be sent.

\* 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).

(Continued on following pages)

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Exhibit Index Found on Page 45

13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon Capital Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, is a beneficial owner only of the securities reported by it on this cover page. See Preliminary Note.

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

676,905

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

676,905

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

676,905

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.94%

TYPE OF REPORTING PERSON (See Instructions)

14

PN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Farallon Capital Institutional Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

CITIZENSHIP OR PLACE OF ORGANIZATION

California

SOLE VOTING POWER

-0-

SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY

OWNED BY

EACH

REPORTING

PERSON WITH

748,600

SOLE DISPOSITIVE POWER

-0-

SHARED DISPOSITIVE POWER

748,600

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

748,600

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.04%

TYPE OF REPORTING PERSON (See Instructions)

PN

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

California

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

165,951

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

165,951

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

165,951

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.23%

TYPE OF REPORTING PERSON (See Instructions)

14

PN





13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon Capital Institutional Partners III, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

WC

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

202,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

202,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

202,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.28%

TYPE OF REPORTING PERSON (See Instructions)

14

PN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon Capital Offshore Investors II, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

Cayman Islands

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

1,459,827

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

1,459,827

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

1,459,827

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

2.03%

## TYPE OF REPORTING PERSON (See Instructions)

14

PN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1 Farallon Capital F5 Master I, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐  
(b) ☒ \*\*

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3 SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4 WC, OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5 ☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6 Cayman Islands

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

42,400

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

42,400

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 42,400  
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions)

12 ☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.06%  
TYPE OF REPORTING PERSON (See Instructions)

14 PN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon Capital (AM) Investors, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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SEC USE ONLY

3

SOURCE OF FUNDS (See Instructions)

4

WC, OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

83,617

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

83,617

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

83,617

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.12%

TYPE OF REPORTING PERSON (See Instructions)

14

PN





13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1 Farallon Capital AA Investors, L.P.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)  
(a) ☐  
(b) ☒ \*\*

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3 SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4 WC, OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT  
5 TO ITEMS 2(d) OR 2(e)  
☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

130,800

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

130,800

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

130,800

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.18%

## TYPE OF REPORTING PERSON (See Instructions)

14

PN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1 Farallon Capital Management, L.L.C.  
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐  
(b) ☒ \*\*

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3 SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4 WC, OO  
CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6 Delaware

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY

8

OWNED BY

EACH

REPORTING

PERSON WITH

9

54,900

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

10

54,900

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11 54,900

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

12 ☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13 0.08%

TYPE OF REPORTING PERSON (See Instructions)

14

IA, OO

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Farallon Partners, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,467,900

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,467,900

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,467,900

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.83%

TYPE OF REPORTING PERSON (See Instructions)

OO

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Farallon F5 (GP), L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

42,400

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

42,400

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

42,400

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

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.06%

TYPE OF REPORTING PERSON (See Instructions)

OO

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---



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Farallon AA GP, L.L.C.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

Delaware

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

130,800

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

130,800

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

130,800

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

0.18%

14 TYPE OF REPORTING PERSON (See Instructions)

OO

Page 13 of 47 Pages

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Michael B. Fisch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 14 of 47 Pages

---

13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Richard B. Fried

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

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3

SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

NUMBER OF  
SHARES BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH

8

3,565,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,565,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.96%

## TYPE OF REPORTING PERSON (See Instructions)

14

IN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Daniel J. Hirsch

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 16 of 47 Pages

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

David T. Kim

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Monica R. Landry

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

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SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 18 of 47 Pages

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Michael G. Linn

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 19 of 47 Pages

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13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

Rajiv A. Patel

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

United States

## SOLE VOTING POWER

-0-

## SHARED VOTING POWER

3,565,200

## SOLE DISPOSITIVE POWER

-0-

## SHARED DISPOSITIVE POWER

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,565,200

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

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.96%

TYPE OF REPORTING PERSON (See Instructions)

IN

Page 20 of 47 Pages

---



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Thomas G. Roberts, Jr.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

3

SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

8

3,565,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,565,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.96%

TYPE OF REPORTING PERSON (See Instructions)

14

IN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Andrew J. M. Spokes

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

3

SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

United Kingdom

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

8

3,565,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,565,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.96%

TYPE OF REPORTING PERSON (See Instructions)

14

IN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

John R. Warren

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

3

SEC USE ONLY

SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

8

3,565,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,565,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.96%

TYPE OF REPORTING PERSON (See Instructions)

14

IN



13D

CUSIP No. 83416B109

## NAMES OF REPORTING PERSONS

1

Mark C. Wehrly

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)

(a) ☐(b) ☒ \*\*

2

\*\*The reporting persons making this filing hold an aggregate of 3,565,200 Shares, which is 4.96% of the class of securities. The reporting person on this cover page, however, may be deemed a beneficial owner only of the securities reported by him on this cover page. See Preliminary Note.

3

SEC USE ONLY

## SOURCE OF FUNDS (See Instructions)

4

N/A

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

☐

## CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

## SOLE VOTING POWER

7

-0-

## SHARED VOTING POWER

8

3,565,200

## SOLE DISPOSITIVE POWER

9

-0-

## SHARED DISPOSITIVE POWER

10

3,565,200

## AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

3,565,200

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

12

☐

## PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

4.96%

## TYPE OF REPORTING PERSON (See Instructions)

14

IN





Preliminary Note: The Reporting Persons exceeded 5.0% aggregate beneficial ownership of the class of securities on December 11, 2015. As a result of subsequent sales of Shares by the Farallon Funds and the Managed Accounts, as of December 14, 2015, no Reporting Person may be deemed a beneficial owner of more than 5% of the class of securities. Capitalized terms used without definition in this Preliminary Note have the meanings set forth below.

Item 1. Security and Issuer

This statement relates to shares of Ordinary Shares, par value \$0.001 per share (the “Shares”), of SolarWinds, Inc. (the “Company”). The Company’s principal offices are located at 7171 Southwest Parkway, Building 400, Austin, Texas 78735.

Item 2. Identity and Background

(a) This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the “Reporting Persons.”

The Farallon Funds

- (i) Farallon Capital Partners, L.P., a California limited partnership (“FCP”), with respect to the Shares held by it;
- (ii) Farallon Capital Institutional Partners, L.P., a California limited partnership (“FCIP”), with respect to the Shares held by it;
- (iii) Farallon Capital Institutional Partners II, L.P., a California limited partnership (“FCIP II”), with respect to the Shares held by it;
- (iv) Farallon Capital Institutional Partners III, L.P., a Delaware limited partnership (“FCIP III”), with respect to the Shares held by it;
- (v) Farallon Capital Offshore Investors II, L.P., a Cayman Islands exempted limited partnership (“FCOI II”), with respect to the Shares held by it;
- (vi) Farallon Capital F5 Master I, L.P., a Cayman Islands exempted limited partnership (“F5MI”), with respect to the Shares held by it;
- (vii) Farallon Capital (AM) Investors, L.P., a Delaware limited partnership (“FCAMI”), with respect to the Shares held by it; and
- (viii) Farallon Capital AA Investors, L.P., a Delaware limited partnership (“FCAAI”), with respect to the Shares held by it.

FCP, FCIP, FCIP II, FCIP III, FCOI II, F5MI, FCAMI and FCAAI are together referred to herein as the “Farallon Funds.”

The Management Company

- (ix) Farallon Capital Management, L.L.C., a Delaware limited liability company (the “Management Company”), with respect to the Shares held by one or more accounts (the “Managed Accounts”), each as managed by the Management Company.



The Farallon General Partner

- (x) Farallon Partners, L.L.C., a Delaware limited liability company (the “Farallon General Partner”), which is the general partner of each of FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of the FCAAI General Partner (as defined below), with respect to the Shares held by each of the Farallon Funds.

The FCAAI General Partner

- (xi) Farallon AA GP, L.L.C., a Delaware limited liability company (the “FCAAI General Partner”), which is the general partner of FCAAI, with respect to the Shares held by FCAAI.

The F5MI General Partner

- (xii) Farallon F5 (GP), L.L.C., a Delaware limited liability company (the “F5MI General Partner”), which is the general partner of F5MI, with respect to the Shares held by F5MI.

The Farallon Individual Reporting Persons

- (xiii) The following persons, each of whom is a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner, and a director and/or officer of the general partner of the sole member of the F5MI General Partner, with respect to the Shares held by the Farallon Funds and the Managed Accounts: Michael B. Fisch (“Fisch”), Richard B. Fried (“Fried”), Daniel J. Hirsch (“Hirsch”), David T. Kim (“Kim”), Monica R. Landry (“Landry”), Michael G. Linn (“Linn”), Rajiv A. Patel (“Patel”), Thomas G. Roberts, Jr. (“Roberts”), Andrew J. M. Spokes (“Spokes”), John R. Warren (“Warren”) and Mark C. Wehrly (“Wehrly”).

Fisch, Fried, Hirsch, Kim, Landry, Linn, Patel, Roberts, Spokes, Warren and Wehrly are together referred to herein as the “Farallon Individual Reporting Persons.”

(b) The address of the principal business office of (i) the Farallon Funds, the Management Company, the Farallon General Partner and the FCAAI General Partner is One Maritime Plaza, Suite 2100, San Francisco, California 94111 and (ii) each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(c) The principal business of each of the Farallon Funds is that of a private investment fund engaging in the purchase and sale of investments for its own account. The principal business of the Management Company is that of a registered investment adviser. The principal business of the Farallon General Partner is to act as the general partner of investment partnerships, including FCP, FCIP, FCIP II, FCIP III, FCOI II and FCAMI and the sole member of general partners of investment partnerships, including the FCAAI General Partner. The principal business of the FCAAI General Partner is to act as the general partner of FCAAI. The principal business of the F5MI General Partner is to act as the general partner of F5MI. The principal business of each of the Farallon Individual Reporting Persons is set forth in Annex 1 hereto.

(d) None of the Reporting Persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the Reporting Persons has, during the last five years, been party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) The citizenship of each of the Farallon Funds, the Management Company, the Farallon General Partner, the FCAAI General Partner and the F5MI General Partner is set forth above. Each of the Farallon Individual Reporting Persons, other than Spokes, is a citizen of the United States. Spokes is a citizen of the United Kingdom.

The other information required by Item 2 relating to the identity and background of the Reporting Persons is set forth in Annex 1 hereto.

Item 3. Source and Amount of Funds or Other Consideration

The net investment cost (including commissions) for the Shares held by each of the Farallon Funds and the Managed Accounts is set forth below:

Entity	Shares Held	Approximate Net Investment Cost
FCP	676,905	\$39,342,804
FCIP	748,600	\$43,469,249
FCIP II	165,951	\$9,645,665
FCIP III	202,200	\$11,753,347
FCOI II	1,459,827	\$84,875,929
F5MI	42,400	\$2,467,313
FCAMI	83,617	\$4,865,077
FCAAI	130,800	\$7,607,598
Managed Accounts	54,900	\$3,191,846
		\$207,218,827

The consideration for such acquisitions was obtained as follows: (i) with respect to FCP, FCOI II, F5MI, FCAMI, FCAAI and the Managed Accounts, from working capital and/or from borrowings pursuant to margin accounts maintained in the ordinary course of business by such entities at Goldman, Sachs & Co.; and (ii) with respect to FCIP, FCIP II and FCIP III, from working capital. FCP, FCOI II, F5MI, FCAMI, FCAAI and some of the Managed Accounts hold certain securities in their respective margin accounts at Goldman, Sachs & Co., and the accounts may from time to time have debit balances. It is not possible to determine the amount of borrowings, if any, used to acquire the Shares.

Item 4. Purpose of Transaction

The purpose of the acquisition of the Shares is for investment.

Although no Reporting Person has any specific plan or proposal to acquire, transfer or dispose of Shares or other securities of the Company, consistent with its investment purpose, each Reporting Person at any time and from time to time may acquire additional Shares or other securities of the Company or transfer or dispose of any or all of its Shares or other securities of the Company, depending in any case upon an ongoing evaluation of the Reporting Persons' investment in the Shares and/or such other securities, prevailing market conditions, other investment opportunities, liquidity requirements of the Reporting Persons and/or other investment considerations. None of the Reporting Persons has made a determination regarding a maximum or minimum number of Shares or other securities of the Company which it may hold at any point in time.

While the Reporting Persons' aggregate beneficial ownership exceeded 5.0% of the class of securities and during the period of time represented in Schedules A-I hereto, the Reporting Persons did not engage in any communications with officers, directors, employees or other shareholders of the Company.

Except to the extent the foregoing may be deemed a plan or proposal, none of the Reporting Persons has any plans or proposals which relate to, or could result in, any of the matters referred to in paragraphs (a) through (j) of the instructions to Item 4 of Schedule 13D. The Reporting Persons may, at any time and from time to time, review or reconsider their position and/or change their purpose and/or formulate plans or proposals with respect thereto.

Item 5. Interest in Securities of the Issuer

The Farallon Funds

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Fund is incorporated herein by reference for each such Farallon Fund. The percentage amount set forth in Row 13 for all cover pages filed herewith is calculated based upon the 71,884,336 Shares outstanding as of December 14, 2015, as reported by the Company in its Proxy Statement (Schedule 14A) filed with the Securities and Exchange Commission on December 15, 2015.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Farallon Funds in the past 60 days are set forth on Schedules A-I hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner. The FCAAI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by FCAAI as reported herein. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCAAI General Partner. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a director and/or officer of the general partner of the sole member of the F5MI General Partner.

- (e) As of December 14, 2015, each of the Farallon Funds may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The Management Company

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Management Company is incorporated herein by reference.
- (c) The dates, number of Shares involved and the price per Share (including commissions) for all transactions in the Shares by the Management Company on behalf of the Managed Accounts in the past 60 days are set forth on Schedule I hereto and are incorporated herein by reference. All of such transactions were open-market transactions.
- (d) The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Management Company.

- (e) As of December 14, 2015, the Management Company may no longer be deemed a beneficial owner of more than five percent of the class of securities

The Farallon General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the Farallon General Partner is incorporated herein by reference.

(c) None.

- (d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of the Farallon General Partner.

- (e) As of December 14, 2015, the Farallon General Partner may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The FCAAI General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the FCAAI General Partner is incorporated herein by reference.

(c) None.

- (d) The FCAAI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by FCAAI as reported herein. Each of the Farallon Individual Reporting Persons is a manager or senior manager, as the case may be, of the FCAAI General Partner.

- (e) As of December 14, 2015, the FCAAI General Partner may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The F5MI General Partner

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for the F5MI General Partner is incorporated herein by reference.

(c) None.

- (d) The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a director and/or officer of the general partner of the sole member of the F5MI General Partner.

- (e) As of December 14, 2015, the F5MI General Partner may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The Farallon Individual Reporting Persons

- (a),(b) The information set forth in Rows 7 through 13 of the cover page hereto for each Farallon Individual Reporting Person is incorporated herein by reference for each such Farallon Individual Reporting Person.

(c)

None.

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(d) The Farallon General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Farallon Funds as reported herein. The Management Company has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by the Managed Accounts as reported herein. The FCAAI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by FCAAI as reported herein. The F5MI General Partner has the power to direct the receipt of dividends relating to, or the disposition of the proceeds of the sale of, all of the Shares held by F5MI as reported herein. Each of the Farallon Individual Reporting Persons is a managing member of both the Farallon General Partner and the Management Company, and a manager or senior manager, as the case may be, of the FCAAI General Partner and a director and/or officer of the general partner of the sole member the F5MI General Partner.

(e) As of December 14, 2015, each of the Farallon Individual Reporting Persons may no longer be deemed a beneficial owner of more than five percent of the class of securities.

The Shares reported hereby for the Farallon Funds are owned directly by the Farallon Funds and those reported by the Management Company on behalf of the Managed Accounts are owned directly by the Managed Accounts. The Management Company, as investment adviser to the Managed Accounts, may be deemed to be a beneficial owner of all such Shares owned by the Managed Accounts. The Farallon General Partner, as general partner of the Farallon Funds and the sole member of the FCAAI General Partner, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds. The FCAAI General Partner, as general partner of FCAAI, may be deemed to be a beneficial owner of all such Shares owned by FCAAI. The F5MI General Partner, as general partner of F5MI, may be deemed to be a beneficial owner of all such Shares owned by F5MI. Each of the Farallon Individual Reporting Persons, as a managing member of both the Farallon General Partner and the Management Company and a manager or senior manager, as the case may be, of the FCAAI General Partner and the F5MI General Partner and a director and/or officer of the general partner of the sole member of the F5MI General Power, with the power to exercise investment discretion, may be deemed to be a beneficial owner of all such Shares owned by the Farallon Funds and the Managed Accounts. Each of the Management Company, the Farallon General Partner, the FCAAI General Partner, the F5MI General Partner and the Farallon Individual Reporting Persons hereby disclaims any beneficial ownership of any such Shares.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Except as described above, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the Reporting Persons or between such persons and any other person with respect to any securities of the Company, including but not limited to the transfer or voting of any securities of the Company, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits

There is filed herewith as Exhibit 1 a written agreement relating to the filing of joint acquisition statements as required by Section 240.13d-1(k) under the Securities Exchange Act of 1934, as amended.

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SIGNATURES

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

Dated: December 21, 2015

/s/ Monica Landry\_\_\_\_\_  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and  
FARALLON CAPITAL (AM) INVESTORS, L.P.  
By Monica R. Landry, Managing Member

/s/ Monica Landry\_\_\_\_\_  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica Landry\_\_\_\_\_  
FARALLON AA GP, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL AA INVESTORS, L.P.  
By Monica R. Landry, Manager

/s/ Monica Landry\_\_\_\_\_  
FARALLON F5 (GP), L.L.C.  
As the General Partner of  
FARALLON CAPITAL F5 MASTER I, L.P.  
By Monica R. Landry, Authorized Signatory

/s/ Monica Landry\_\_\_\_\_  
Monica R. Landry, individually and as attorney-in-fact for each of Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J. M. Spokes, John R. Warren and Mark C. Wehrly

The Powers of Attorney executed by each of Fisch, Fried, Hirsch, Kim, Landry, Linn, Patel, Roberts, Spokes, Warren and Wehrly authorizing Landry to sign and file this Schedule 13D on his or her behalf, which was filed with the Schedule 13D filed with the Securities and Exchange Commission on August 26, 2014 by such Reporting Persons with respect to the Common Stock of Town Sports International Holdings Inc., is hereby incorporated by reference.



ANNEX 1

Set forth below with respect to the Management Company, the Farallon General Partner and the FCAAI General Partner is the following information: (a) name; (b) address; (c) principal business; (d) state of organization; and (e) controlling persons. Set forth below with respect to each managing member of the Management Company and the Farallon General Partner is the following information: (a) name; (b) business address; (c) principal occupation; and (d) citizenship.

1. The Management Company

(a) Farallon Capital Management, L.L.C.  
 (b) One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as investment adviser to various managed accounts  
 (d) Delaware limited liability company  
 (e) Managing Members: Andrew J. M. Spokes, Senior Managing Member; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

2. The Farallon General Partner

(a) Farallon Partners, L.L.C.  
 (b) c/o Farallon Capital Management, L.L.C.  
 One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as general partner of investment partnerships and as the sole member of general partners of investment partnerships  
 (d) Delaware limited liability company  
 (e) Managing Members: Andrew J. M. Spokes, Senior Managing Member; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managing Members.

3. The FCAAI General Partner

(a) Farallon AA GP, L.L.C.  
 (b) c/o Farallon Capital Management, L.L.C.  
 One Maritime Plaza, Suite 2100  
 San Francisco, California 94111  
 (c) Serves as general partner of investment partnerships  
 (d) Delaware limited liability company  
 (e) Managers: Andrew J. M. Spokes, Senior Manager; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managers

4. The F5MI General Partner

- (a) Farallon F5 (GP), L.L.C.  
(b) c/o Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, California 94111  
(c) Serves as general partner of investment partnerships  
(d) Delaware limited liability company  
(e) Directors and/or officers of the general partner of the sole member: Andrew J. M. Spokes, Senior Manager; Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Gregory S. Swart, John R. Warren and Mark C. Wehrly, Managers

5. Managing Members of the Management Company and the Farallon General Partner

- (a) Robert J. Ceremsak, Jr., Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Monica R. Landry, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J.M. Spokes, Gregory S. Swart, John R. Warren and Mark C. Wehrly.  
(b) c/o Farallon Capital Management, L.L.C.  
One Maritime Plaza, Suite 2100  
San Francisco, California 94111  
(c) The principal occupation of Andrew J.M. Spokes is serving as Senior Managing Member of both the Management Company and the Farallon General Partner. The principal occupation of each other Managing Member of the Management Company and the Farallon General Partner is serving as a Managing Member of both the Management Company and the Farallon General Partner.  
(d) Each of the Managing Members of the Management Company and the Farallon General Partner, other than Andrew J.M. Spokes and Gregory S. Swart, is a citizen of the United States. Andrew J.M. Spokes is a citizen of the United Kingdom. Gregory S. Swart is a citizen of New Zealand.

None of the Managing Members of the Management Company and the Farallon General Partner has any additional information to disclose with respect to Items 2-6 of the Schedule 13D that is not already disclosed in the Schedule 13D.

## SCHEDULE A

## FARALLON CAPITAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	700	(S)58.28
10/22/2015	31200	(S)58.27
10/22/2015	41400	(S)58.08
10/26/2015	15700	(P)57.98
10/27/2015	15900	(P)57.94
10/28/2015	16200	(P)57.93
10/29/2015	33200	(P)57.83
10/30/2015	16200	(P)58.03
11/3/2015	31900	(P)58.27
11/4/2015	16000	(P)58.23
11/6/2015	30600	(P)58.26
11/9/2015	7700	(P)58.06
11/9/2015	15500	(P)58.13
11/10/2015	13500	(P)58.09
11/11/2015	4800	(P)58.08
11/13/2015	4500	(P)58.09
11/16/2015	12200	(P)58.12
11/17/2015	8800	(P)58.30
11/18/2015	5900	(P)58.21
11/19/2015	14000	(P)58.28
11/20/2015	14000	(P)58.21
11/23/2015	600	(P)58.12
11/23/2015	14300	(P)58.13
11/24/2015	6500	(P)58.10
11/25/2015	12800	(P)58.09
11/27/2015	2708	(P)58.22
12/1/2015	14200	(P)58.99
12/1/2015	1900	(P)58.90
12/3/2015	16400	(P)58.70
12/4/2015	5700	(P)58.97
12/7/2015	17400	(P)58.62
12/7/2015	17100	(P)58.52
12/8/2015	9700	(P)58.28
12/9/2015	17097	(P)58.31
12/10/2015	10700	(P)58.36
12/11/2015	400	(P)57.89
12/11/2015	15400	(P)57.89
12/14/2015	11400	(S)57.08





## SCHEDULE B

## FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	900	(S)58.28
10/22/2015	43263	(S)58.27
10/22/2015	57537	(S)58.08
10/26/2015	23800	(P)57.98
10/27/2015	23600	(P)57.94
10/28/2015	23400	(P)57.93
10/29/2015	48100	(P)57.83
10/30/2015	23200	(P)58.03
11/3/2015	42500	(P)58.27
11/4/2015	20900	(P)58.23
11/6/2015	40400	(P)58.26
11/9/2015	10300	(P)58.06
11/9/2015	20600	(P)58.13
11/10/2015	11200	(P)58.09
11/11/2015	4300	(P)58.08
11/13/2015	2900	(P)58.09
11/16/2015	900	(P)58.12
11/17/2015	1900	(P)58.30
11/18/2015	1700	(P)58.21
11/19/2015	7900	(P)58.28
11/20/2015	7400	(P)58.21
11/23/2015	300	(P)58.12
11/23/2015	8000	(P)58.13
11/24/2015	3600	(P)58.10
11/25/2015	7600	(P)58.09
11/27/2015	1700	(P)58.22
12/1/2015	9400	(P)58.99
12/1/2015	1300	(P)58.90
12/3/2015	8400	(P)58.70
12/4/2015	3500	(P)58.97
12/7/2015	12800	(P)58.62
12/7/2015	12600	(P)58.52
12/8/2015	6900	(P)58.28
12/9/2015	6500	(P)58.31
12/10/2015	5200	(P)58.36
12/11/2015	300	(P)57.89
12/11/2015	12700	(P)57.89
12/14/2015	12600	(S)57.08



## SCHEDULE C

## FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	100	(S)58.28
10/22/2015	6800	(S)58.27
10/22/2015	9100	(S)58.08
10/26/2015	3200	(P)57.98
10/27/2015	3200	(P)57.94
10/28/2015	3200	(P)57.93
10/29/2015	6600	(P)57.83
10/30/2015	3200	(P)58.03
11/3/2015	7200	(P)58.27
11/4/2015	3600	(P)58.23
11/6/2015	7200	(P)58.26
11/9/2015	1800	(P)58.06
11/9/2015	3600	(P)58.13
11/10/2015	3000	(P)58.09
11/11/2015	1200	(P)58.08
11/13/2015	1300	(P)58.09
11/16/2015	3300	(P)58.12
11/17/2015	2900	(P)58.30
11/18/2015	2000	(P)58.21
11/19/2015	4900	(P)58.28
11/20/2015	4700	(P)58.21
11/23/2015	200	(P)58.12
11/23/2015	4300	(P)58.13
11/24/2015	1800	(P)58.10
11/25/2015	3300	(P)58.09
11/27/2015	700	(P)58.22
12/1/2015	3400	(P)58.99
12/1/2015	500	(P)58.90
12/3/2015	2700	(P)58.70
12/4/2015	900	(P)58.97
12/7/2015	3000	(P)58.62
12/7/2015	2900	(P)58.52
12/8/2015	1600	(P)58.28
12/9/2015	8700	(P)58.31
12/10/2015	6100	(P)58.36
12/11/2015	200	(P)57.89
12/11/2015	8200	(P)57.89
12/14/2015	2800	(S)57.08



## SCHEDULE D

## FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	200	(S)58.28
10/22/2015	8200	(S)58.27
10/22/2015	10900	(S)58.08
10/26/2015	3800	(P)57.98
10/27/2015	3800	(P)57.94
10/28/2015	3800	(P)57.93
10/29/2015	7900	(P)57.83
10/30/2015	3600	(P)58.03
11/3/2015	8500	(P)58.27
11/4/2015	4100	(P)58.23
11/6/2015	8500	(P)58.26
11/9/2015	2100	(P)58.06
11/9/2015	4300	(P)58.13
11/10/2015	3300	(P)58.09
11/11/2015	1400	(P)58.08
11/13/2015	1500	(P)58.09
11/16/2015	3900	(P)58.12
11/17/2015	3400	(P)58.30
11/18/2015	2300	(P)58.21
11/19/2015	5500	(P)58.28
11/20/2015	5300	(P)58.21
11/23/2015	200	(P)58.12
11/23/2015	5100	(P)58.13
11/24/2015	2100	(P)58.10
11/25/2015	3800	(P)58.09
11/27/2015	800	(P)58.22
12/1/2015	3900	(P)58.99
12/1/2015	500	(P)58.90
12/3/2015	3800	(P)58.70
12/4/2015	1300	(P)58.97
12/7/2015	4100	(P)58.62
12/7/2015	4100	(P)58.52
12/8/2015	2200	(P)58.28
12/9/2015	11800	(P)58.31
12/10/2015	8100	(P)58.36
12/11/2015	300	(P)57.89
12/11/2015	11000	(P)57.89
12/14/2015	3400	(S)57.08



## SCHEDULE E

## FARALLON CAPITAL OFFSHORE INVESTORS II, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	1237	(S)58.28
10/22/2015	60800	(S)58.27
10/22/2015	80963	(S)58.08
10/26/2015	33200	(P)57.98
10/27/2015	33200	(P)57.94
10/28/2015	33200	(P)57.93
10/29/2015	68300	(P)57.83
10/30/2015	33600	(P)58.03
11/3/2015	66300	(P)58.27
11/4/2015	33500	(P)58.23
11/6/2015	68900	(P)58.26
11/9/2015	17173	(P)58.06
11/9/2015	34100	(P)58.13
11/10/2015	29436	(P)58.09
11/11/2015	11900	(P)58.08
11/13/2015	12400	(P)58.09
11/16/2015	33000	(P)58.12
11/17/2015	27400	(P)58.30
11/18/2015	19100	(P)58.21
11/19/2015	43400	(P)58.28
11/20/2015	44000	(P)58.21
11/23/2015	1585	(P)58.12
11/23/2015	41315	(P)58.13
11/24/2015	18456	(P)58.10
11/25/2015	34036	(P)58.09
11/27/2015	7200	(P)58.22
12/1/2015	36200	(P)58.99
12/1/2015	4800	(P)58.90
12/3/2015	44492	(P)58.70
12/4/2015	15311	(P)58.97
12/7/2015	45697	(P)58.62
12/7/2015	45103	(P)58.52
12/8/2015	16703	(P)58.28
12/9/2015	14000	(P)58.31
12/10/2015	9800	(P)58.36
12/11/2015	555	(P)57.89
12/11/2015	21845	(P)57.89
12/14/2015	24600	(S)57.08





## SCHEDULE F

## FARALLON CAPITAL F5 MASTER I, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	1200	(S)58.27
10/22/2015	1600	(S)58.08
10/26/2015	900	(P)57.98
10/27/2015	900	(P)57.94
10/28/2015	800	(P)57.93
10/29/2015	1700	(P)57.83
10/30/2015	800	(P)58.03
11/3/2015	1700	(P)58.27
11/4/2015	900	(P)58.23
11/6/2015	2100	(P)58.26
11/9/2015	400	(P)58.06
11/9/2015	900	(P)58.13
11/10/2015	900	(P)58.09
11/11/2015	300	(P)58.08
11/13/2015	400	(P)58.09
11/16/2015	900	(P)58.12
11/17/2015	800	(P)58.30
11/18/2015	600	(P)58.21
11/19/2015	1300	(P)58.28
11/20/2015	1500	(P)58.21
11/23/2015	100	(P)58.12
11/23/2015	1200	(P)58.13
11/24/2015	600	(P)58.10
11/25/2015	1000	(P)58.09
11/27/2015	200	(P)58.22
12/1/2015	1100	(P)58.99
12/1/2015	100	(P)58.90
12/3/2015	1300	(P)58.70
12/4/2015	400	(P)58.97
12/7/2015	1400	(P)58.62
12/7/2015	1300	(P)58.52
12/8/2015	600	(P)58.28
12/9/2015	3500	(P)58.31
12/10/2015	2800	(P)58.36
12/14/2015	700	(S)57.08



## SCHEDULE G

## FARALLON CAPITAL (AM) INVESTORS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	100	(S)58.28
10/22/2015	2800	(S)58.27
10/22/2015	3700	(S)58.08
10/26/2015	1500	(P)57.98
10/27/2015	1500	(P)57.94
10/28/2015	1500	(P)57.93
10/29/2015	3100	(P)57.83
10/30/2015	1500	(P)58.03
11/3/2015	3800	(P)58.27
11/4/2015	1900	(P)58.23
11/6/2015	3800	(P)58.26
11/9/2015	900	(P)58.06
11/9/2015	1900	(P)58.13
11/10/2015	1700	(P)58.09
11/11/2015	691	(P)58.08
11/13/2015	700	(P)58.09
11/16/2015	1900	(P)58.12
11/17/2015	1600	(P)58.30
11/18/2015	1100	(P)58.21
11/19/2015	2500	(P)58.28
11/20/2015	2600	(P)58.21
11/23/2015	100	(P)58.12
11/23/2015	2400	(P)58.13
11/24/2015	1100	(P)58.10
11/25/2015	2100	(P)58.09
11/27/2015	400	(P)58.22
12/1/2015	2100	(P)58.99
12/1/2015	300	(P)58.90
12/3/2015	2700	(P)58.70
12/4/2015	900	(P)58.97
12/7/2015	2800	(P)58.62
12/7/2015	2697	(P)58.52
12/8/2015	1400	(P)58.28
12/9/2015	5900	(P)58.31
12/10/2015	3400	(P)58.36
12/14/2015	1400	(S)57.08



## SCHEDULE H

## FARALLON CAPITAL AA INVESTORS, L.P.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	100	(S)58.28
10/22/2015	4500	(S)58.27
10/22/2015	6100	(S)58.08
10/26/2015	2300	(P)57.98
10/27/2015	2300	(P)57.94
10/28/2015	2300	(P)57.93
10/29/2015	4800	(P)57.83
10/30/2015	2300	(P)58.03
11/3/2015	6000	(P)58.27
11/4/2015	3000	(P)58.23
11/6/2015	6400	(P)58.26
11/9/2015	1500	(P)58.06
11/9/2015	3000	(P)58.13
11/10/2015	2700	(P)58.09
11/11/2015	900	(P)58.08
11/13/2015	900	(P)58.09
11/16/2015	2700	(P)58.12
11/17/2015	2200	(P)58.30
11/18/2015	1600	(P)58.21
11/19/2015	3800	(P)58.28
11/20/2015	3800	(P)58.21
11/23/2015	100	(P)58.12
11/23/2015	3500	(P)58.13
11/24/2015	1600	(P)58.10
11/25/2015	2900	(P)58.09
11/27/2015	600	(P)58.22
12/1/2015	3200	(P)58.99
12/1/2015	400	(P)58.90
12/3/2015	2900	(P)58.70
12/4/2015	1000	(P)58.97
12/7/2015	3000	(P)58.62
12/7/2015	2900	(P)58.52
12/8/2015	1600	(P)58.28
12/9/2015	9500	(P)58.31
12/10/2015	7800	(P)58.36
12/11/2015	100	(P)57.89
12/11/2015	2900	(P)57.89
12/14/2015	2200	(S)57.08



## SCHEDULE I

## FARALLON CAPITAL MANAGEMENT, L.L.C.

TRADE DATE	NO. OF SHARES PURCHASED (P) OR SOLD (S)	PRICE PER SHARE (\$)
10/22/2015	100	(S)58.28
10/22/2015	2800	(S)58.27
10/22/2015	3700	(S)58.08
10/26/2015	600	(P)57.98
10/27/2015	600	(P)57.94
10/28/2015	600	(P)57.93
10/29/2015	1300	(P)57.83
10/30/2015	600	(P)58.03
11/3/2015	2100	(P)58.27
11/4/2015	1100	(P)58.23
11/6/2015	2100	(P)58.26
11/9/2015	500	(P)58.06
11/9/2015	1100	(P)58.13
11/10/2015	1000	(P)58.09
11/11/2015	400	(P)58.08
11/13/2015	400	(P)58.09
11/16/2015	1200	(P)58.12
11/17/2015	1000	(P)58.30
11/18/2015	700	(P)58.21
11/19/2015	1700	(P)58.28
11/20/2015	1700	(P)58.21
11/23/2015	100	(P)58.12
11/23/2015	1600	(P)58.13
11/24/2015	700	(P)58.10
11/25/2015	1400	(P)58.09
11/27/2015	300	(P)58.22
12/1/2015	1500	(P)58.99
12/1/2015	200	(P)58.90
12/3/2015	1300	(P)58.70
12/4/2015	400	(P)58.97
12/7/2015	1400	(P)58.62
12/7/2015	1300	(P)58.52
12/8/2015	500	(P)58.28
12/9/2015	1800	(P)58.31
12/10/2015	1100	(P)58.36
12/11/2015	1300	(P)57.89
12/14/2015	900	(S)57.08





EXHIBIT INDEX

EXHIBIT 1

Joint Acquisition Statement Pursuant to  
Section 240.13d-1(k)

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EXHIBIT 1  
to  
SCHEDULE 13D

JOINT ACQUISITION STATEMENT  
PURSUANT TO SECTION 240.13d-1(k)

The undersigned acknowledge and agree that the foregoing statement on Schedule 13D is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13D shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated: December 21, 2015

/s/ Monica Landry \_\_\_\_\_  
FARALLON PARTNERS, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS II, L.P.,  
FARALLON CAPITAL INSTITUTIONAL PARTNERS III, L.P.,  
FARALLON CAPITAL OFFSHORE INVESTORS II, L.P. and  
FARALLON CAPITAL (AM) INVESTORS, L.P.  
By Monica R. Landry, Managing Member

/s/ Monica Landry \_\_\_\_\_  
FARALLON CAPITAL MANAGEMENT, L.L.C.  
By Monica R. Landry, Managing Member

/s/ Monica Landry \_\_\_\_\_  
FARALLON AA GP, L.L.C.,  
On its own behalf and  
As the General Partner of  
FARALLON CAPITAL AA INVESTORS, L.P.  
By Monica R. Landry, Manager

/s/ Monica Landry \_\_\_\_\_  
FARALLON F5 (GP), L.L.C.  
As the General Partner of  
FARALLON CAPITAL F5 MASTER I, L.P.  
By Monica R. Landry, Authorized Signatory



/s/ Monica Landry\_\_\_\_\_

Monica R. Landry, individually and as attorney-in-fact for each of Michael B. Fisch, Richard B. Fried, Daniel J. Hirsch, David T. Kim, Michael G. Linn, Rajiv A. Patel, Thomas G. Roberts, Jr., Andrew J.M. Spokes, John R. Warren and Mark C. Wehrly

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