BASIC ENERGY SERVICES INC Form SC 13D/A June 12, 2014

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

Basic Energy Services, Inc. (Name of Issuer)

Common Stock, par value \$0.01 per share (Title of class of securities)

06985P100 (CUSIP number)

Susan C. Schnabel 11400 W. Olympic Blvd., Suite 1400 Los Angeles, CA 90064 424-276-4484

(Name, address and telephone number of person authorized to receive notices and communications)

June 12, 2014 (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 which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box o.

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 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 (the "Act") or otherwise subject to the liabilities of that section of the Act but

shall be subject t	shall be subject to all other provisions of the Act (however, see the Notes ).					

NAME OF REPORTING PERSON: DLJ Merchant Banking Partners III, L.P.

1.

2.	CHECK THE OF A GROUI	APPROPRIATE BOX	IF A MEMBER	(a) [ ] (b) [X]		
3.	SEC USE ON			(b) [A]		
4.	SOURCE OF	FUNDS: N	/A			
5.	ITEM	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TEM				
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORG	ANIZATION:	Delaware		
NUMBER OF	7.	SOLE VOTING POW	ER:	4,519,861 (see Item 5)		
SHARES BENEFICIALLY	8.	SHARED VOTING PO	OWER:	0		
OWNED BY EACH	9.	SOLE DISPOSITIVE	POWER:	4,519,861 (see Item 5)		
REPORTING PERSON WITH	10.	SHARED DISPOSITI	VE POWER:	0		
11.		E AMOUNT BENEFICEPORTING PERSON:	TIALLY OWNED	4,519,861 (see Item 5)		
12.		IF THE AGGREGATE	E AMOUNT IN	ſ	]	
		CLUDES CERTAIN S		-	•	
13.	PERCENT O	F CLASS REPRESENT	ED BY	10.5% (see Item 5)*		
	AMOUNT IN	* *				
14.	TYPE OF RE	PORTING PERSON:		PN		
•				ock outstanding as of April 28, 2014, as period ended March 31, 2014.		

1.	NAME OF R	EPORTING PERSON: DLJ Offshore Par	rtners III, L.P.				
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]				
3.	SEC USE ON		(b) [A]				
4.	SOURCE OF	OURCE OF FUNDS: N/A					
5.	ITEM	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO					
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Cayman Islands				
NUMBER OF	7.	SOLE VOTING POWER:	311,578 (see Item 5)				
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	0				
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	311,578 (see Item 5)				
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	0				
11.		E AMOUNT BENEFICIALLY OWNED EPORTING PERSON:	311,578 (see Item 5)				
12.		IF THE AGGREGATE AMOUNT IN	]	]			
	ROW (11) EX	CLUDES CERTAIN SHARES:					
13.		F CLASS REPRESENTED BY	0.7% (see Item 5)*				
1.4	AMOUNT IN		DM				
14.	TYPE OF RE	PORTING PERSON:	PN				
•		d on the number of shares of Common Sto y Report on Form 10-Q for the quarterly	2 1				

1.	NAME OF R	EPORTING PERSON: DLJ Offshore Par	rtners III-1, C.V.				
2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]				
3.	SEC USE ON		(0) [11]				
4.	SOURCE OF	FUNDS: N/A					
5.	ITEM	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM					
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Netherlands				
NUMBER OF	7.	SOLE VOTING POWER:	79,860 (see Item 5)				
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	0				
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	79,860 (see Item 5)				
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	0				
11.		E AMOUNT BENEFICIALLY OWNED EPORTING PERSON:	79,860 (see Item 5)				
12.	_	X IF THE AGGREGATE AMOUNT IN	]	]			
	` '	KCLUDES CERTAIN SHARES:					
13.		F CLASS REPRESENTED BY	0.2% (see Item 5)*				
14.	AMOUNT IN TYPE OF RE	ROW (11): PORTING PERSON:	PN				
* Percentage calc	ulation is base	d on the number of shares of Common Sto	ock outstanding as of April 28, 2014, as				
•		y Report on Form 10-Q for the quarterly p					

1.	NAME OF R	EPORTING PERSON: DLJ Offshore Par	rtners III-2, C.V.				
2.	CHECK THE	E APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]				
3.	SEC USE ON		(0) [11]				
4.	SOURCE OF	OURCE OF FUNDS: N/A					
5.	ITEM	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO					
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Netherlands				
NUMBER OF	7.	SOLE VOTING POWER:	56,887 (see Item 5)				
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	0				
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	56,887 (see Item 5)				
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	0				
11.		E AMOUNT BENEFICIALLY OWNED EPORTING PERSON:	56,887 (see Item 5)				
12.		X IF THE AGGREGATE AMOUNT IN	]	]			
	` '	KCLUDES CERTAIN SHARES:					
13.		F CLASS REPRESENTED BY	0.1% (see Item 5)*				
1.4	AMOUNT IN		DNI				
14.	TYPE OF RE	EPORTING PERSON:	PN				
•		d on the number of shares of Common Sto y Report on Form 10-Q for the quarterly p					

NAME OF REPORTING PERSON: DLJ MB PartnersIII GmbH & Co. KG

1.

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2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]	
3.	SEC USE ON		( <i>b</i> ) [A]	
4.	SOURCE OF	FUNDS: N/A		
5.	ITEM		EEDINGS IS REQUIRED PURSUANT TO	
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Germany	
NUMBER OF	7.	SOLE VOTING POWER:	37,742 (see Item 5)	
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	0	
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	37,742 (see Item 5)	
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	0	
11.		E AMOUNT BENEFICIALLY OWNEI EPORTING PERSON:	O 37,742 (see Item 5)	
12.	CHECK BOX	X IF THE AGGREGATE AMOUNT IN CLUDES CERTAIN SHARES:	]	]
13.	` ,	F CLASS REPRESENTED BY	0.1% (see Item 5)*	
14.		PORTING PERSON:	PN	
* Percentage calc	ulation is base	d on the number of shares of Common S	tock outstanding as of April 28, 2014, as	

reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: Millennium Partners II, L.P.

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2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]			
3.	SEC USE ON		(0) [11]			
4.	SOURCE OF	FUNDS: N/A				
5.	ITEM	HECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO TEM				
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Delaware			
NUMBER OF	7.	SOLE VOTING POWER:	25,580 (see Item 5)			
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	0			
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	25,580 (see Item 5)			
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	0			
11.		E AMOUNT BENEFICIALLY OWNED EPORTING PERSON:	25,580 (see Item 5)			
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN				
13.	PERCENT OI	CCLUDES CERTAIN SHARES: F CLASS REPRESENTED BY	0.1% (see Item 5)*			
14.	AMOUNT IN TYPE OF RE	ROW (11): PORTING PERSON:	PN			
* Percentage calc	ulation is based	d on the number of shares of Common Sto	ock outstanding as of April 28, 2014, as			

reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: MBP III Plan Investors, L.P.

1.

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2.	CHECK THE	APPROPRIATE BOX IF A M	EMBER	(a) [ ]	
3.	SEC USE ON			(b) [X]	
4.	SOURCE OF	FUNDS: N/A			
5.	CHECK BOX	IF DISCLOSURE OF LEGAL	L PROCEE	EDINGS IS REQUIRED PURSUANT TO	
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZA	TION:	Delaware	
NUMBER OF	7.	SOLE VOTING POWER:		0	
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	:	800,395 (see Item 5)	
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER	R:	800,395 (see Item 5)	
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POV	WER:	0	
11.		E AMOUNT BENEFICIALLY	OWNED	800,395 (see Item 5)	
12.	_	EPORTING PERSON: . IF THE AGGREGATE AMO	IINT IN	r	[]
12.		CLUDES CERTAIN SHARES		· ·	LJ
13.	PERCENT O	F CLASS REPRESENTED BY		1.9% (see Item 5)*	
14.	AMOUNT IN TYPE OF RE	ROW (11): PORTING PERSON:		PN	
* Percentage calc	ulation is base	d on the number of shares of Co	ommon Stc	ock outstanding as of April 28, 2014, as	

reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: aPriori Capital Partners LLC

2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ] (b) [X]
3.	SEC USE ON		
4.	SOURCE OF	FUNDS: N/A	
5.	CHECK BOX	K IF DISCLOSURE OF LEGAL PROCE	EDINGS IS REQUIRED PURSUANT TO
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORGANIZATION:	Delaware
NUMBER OF	7.	SOLE VOTING POWER:	0
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	5,831,903 (see Item 5)†
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	0
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	5,831,903 (see Item 5) †
11.		E AMOUNT BENEFICIALLY OWNED	5,831,903 (see Item 5) †
12.		X IF THE AGGREGATE AMOUNT IN CLUDES CERTAIN SHARES:	
13.	` ,	F CLASS REPRESENTED BY	13.5% (see Item 5) †*
14.		PORTING PERSON:	OO (limited liability company)
†Reflects shares	of Common St	ock beneficially owned directly by each o	of: DLJ Merchant Banking Partners III, L.P.;

†Reflects shares of Common Stock beneficially owned directly by each of: DLJ Merchant Banking Partners III, L.P. DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB Partners III GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: aPriori Capital Partners L.P.

2.	CHECK THE	APPROPRIATE BOX IF A MEMBER	(a) [ ]	
3.	SEC USE ON		(b) [X]	
4.	SOURCE OF	FUNDS: N/A		
5.	CHECK BOX	IF DISCLOSURE OF LEGAL PROCEE	EDINGS IS REQUIRED PURSUANT TO	
6.	2(d) OR 2(e):	[ ] P OR PLACE OF ORGANIZATION:	Delaware	
NUMBER OF	7.	SOLE VOTING POWER:	0	
SHARES BENEFICIALLY	8.	SHARED VOTING POWER:	5,831,903 (see Item 5) †	
OWNED BY EACH	9.	SOLE DISPOSITIVE POWER:	0	
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE POWER:	5,831,903 (see Item 5) †	
11.		E AMOUNT BENEFICIALLY OWNED EPORTING PERSON:	5,831,903 (see Item 5) †	
12.	CHECK BOX	IF THE AGGREGATE AMOUNT IN CLUDES CERTAIN SHARES:	]	]
13.	, ,	F CLASS REPRESENTED BY	13.5% (see Item 5) †*	
14.		PORTING PERSON:	PN	
†Reflects shares of	of Common Sto	ock beneficially owned directly by each of	f: DLJ Merchant Banking Partners III, L.P.	.;

DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB Partners III GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: aPriori Capital Partners III LLC

2	OHEOV THE	A DDD ODDIA TE DOX	ZIE A MEMBED	(a) [ ]	
2.	OF A GROU	E APPROPRIATE BOX P·	A IF A MEMBER	(a) [ ] (b) [X]	
3.	SEC USE ON			(0) [21]	
4.	SOURCE OF	FUNDS:	N/A		
5.	CHECK BOX	K IF DISCLOSURE OF	F LEGAL PROCEE	DINGS IS REQUIRED PURSUANT TO	
6.	2(d) OR 2(e): CITIZENSHI	[ ] P OR PLACE OF ORC	GANIZATION:	Delaware	
NUMBER OF	7.	SOLE VOTING POW	VER:	0	
SHARES BENEFICIALLY	8.	SHARED VOTING I	POWER:	5,831,903 (see Item 5) †	
OWNED BY EACH	9.	SOLE DISPOSITIVE	E POWER:	0	
REPORTING PERSON WITH	10.	SHARED DISPOSIT	IVE POWER:	5,831,903 (see Item 5) †	
11.		E AMOUNT BENEFICE EPORTING PERSON:		5,831,903 (see Item 5) †	
12.	CHECK BOX	K IF THE AGGREGAT KCLUDES CERTAIN	TE AMOUNT IN	]	]
13.	, ,	F CLASS REPRESEN		13.5% (see Item 5) †*	
14.		PORTING PERSON:		OO (limited liability company)	
†Reflects shares	of Common St	ock beneficially owned	l directly by each of	E: DLJ Merchant Banking Partners III, L.P.	•

DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB Partners III GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: aPriori Capital GmbH

2.		APPROPRIATE BOX IF	A MEMBER	(a) [ ]	
3.	OF A GROUP SEC USE ON			(b) [X]	
4.	SOURCE OF	FUNDS: N/A			
5.	CHECK BOX	IF DISCLOSURE OF LEG	GAL PROCEE	DINGS IS REQUIRED PURSUANT TO	
6.	2(d) OR 2(e):	[ ] P OR PLACE OF ORGAN	IZATION:	Germany	
NUMBER OF	7.	SOLE VOTING POWER:	:	0	
SHARES BENEFICIALLY	8.	SHARED VOTING POW	ER:	5,831,903 (see Item 5) †	
OWNED BY EACH	9.	SOLE DISPOSITIVE PO	WER:	0	
REPORTING PERSON WITH	10.	SHARED DISPOSITIVE	POWER:	5,831,903 (see Item 5) †	
11.		E AMOUNT BENEFICIAI EPORTING PERSON:	LLY OWNED	5,831,903 (see Item 5) †	
12.	CHECK BOX	TIF THE AGGREGATE ACCLUDES CERTAIN SHA		]	]
13.	* *	F CLASS REPRESENTED		13.5% (see Item 5) †*	
14.		PORTING PERSON:		OO (limited liability company)	
†Reflects shares	of Common Sto	ock beneficially owned dire	ctly by each of	: DLJ Merchant Banking Partners III, L.P.	

DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB Partners III GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: Susan C. Schnabel

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:			(a) [ ] (b) [X]			
3.	SEC USE ON	NLY					
4.	SOURCE OF	F FUNDS:					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM						
6.	2(d) OR 2(e): [ ] CITIZENSHIP OR PLACE OF ORGANIZATION: United States						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POW	ER:	0			
	8.	SHARED VOTING PO	OWER:	5,831,903 (see Item 5) †			
	9.	SOLE DISPOSITIVE	POWER:	0			
	10.	SHARED DISPOSITI	VE POWER:	5,831,903 (see Item 5) †			
11.			5,831,903 (see Item 5) †				
	BY EACH REPORTING PERSON:						
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN [ ]						
13.	ROW (11) EXCLUDES CERTAIN SHARES:						
	PERCENT OF CLASS REPRESENTED BY  AMOUNT IN ROW (11):  13.5% (see Item 5) †*						
14.		EPORTING PERSON:	IN				
†Reflects shares	of Common St	tock beneficially owned o	directly by each of	E: DLJ Merchant Banking Partners III, L.P.;			

DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB PartnersIII GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

NAME OF REPORTING PERSON: Colin A. Taylor

2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:			(a) [ ] (b) [X]			
3.	SEC USE ON	ILY					
4.	SOURCE OF	FUNDS:					
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM						
6.	2(d) OR 2(e): [ ] CITIZENSHIP OR PLACE OF ORGANIZATION: Canada						
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH	7.	SOLE VOTING PO	OWER:	0			
	8.	SHARED VOTING	G POWER:	5,831,903 (see Item 5) †			
	9.	SOLE DISPOSITIV	VE POWER:	0			
REPORTING PERSON WITH	10.	SHARED DISPOS	ITIVE POWER:	5,831,903 (see Item 5) †			
11.		E AMOUNT BENE EPORTING PERSO	5,831,903 (see Item 5) †				
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN [ ]						
	ROW (11) EXCLUDES CERTAIN SHARES:						
13.	PERCENT OF CLASS REPRESENTED BY 13.5% (see Item 5) †*						
	AMOUNT IN ROW (11):						
14.	TYPE OF REPORTING PERSON:			IN			

DLJ Offshore Partners III, L.P.; DLJ Offshore Partners III-1, C.V.; DLJ Offshore Partners III-2, C.V.; DLJ MB PartnersIII GmbH & Co. KG; Millennium Partners II, L.P. and MBP III Plan Investors, L.P.

†Reflects shares of Common Stock beneficially owned directly by each of: DLJ Merchant Banking Partners III, L.P.;

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<sup>\*</sup> Percentage calculation is based on the number of shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014.

This Amendment No. 1 to Schedule 13D (this "Amendment No. 1") amends and supplements the Statement on Schedule 13D filed by the Reporting Persons with the Securities and Exchange Commission on April 10, 2014 (the "Schedule 13D"). All terms used in this Amendment No. 1, but not defined herein, have the meaning given to such terms in Schedule 13D.

Item 4.

Purpose of Transaction.

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

On June 12, 2014, pursuant to the terms of the underwriting agreement, dated June 9, 2014, entered into among the Funds, the Issuer and Goldman, Sachs & Co., as underwriter, the Funds sold an aggregate of 5,545,898 shares of Common Stock at a price of \$25.50 per share, after underwriting discounts and commissions.

Item 5. Interests in the Securities of the Issuer.

Items 5(a), 5(b), and 5(c) of the Schedule 13D are hereby amended and restated in their entirety to read as follows:

- (a) and (b) The responses of the Reporting Persons to Rows (7) through (13) of the cover pages of this Amendment No. 1 are incorporated herein by reference. As of June 12, 2014, the Reporting Persons beneficially owned in the aggregate 5,831,903 shares of Common Stock, representing approximately 13.5% of the shares of Common Stock outstanding (based on 43,170,095 shares of Common Stock outstanding as of April 28, 2014, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2014).
- (c) On June 12, 2014, pursuant to the terms of the underwriting agreement, dated June 9, 2014, entered into among the Funds, the Issuer and Goldman, Sachs & Co., as underwriter, the Funds sold an aggregate of 5,545,898 shares of Common Stock at a price of \$25.50 per share, after underwriting discounts and commissions.

#### **SIGNATURES**

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

Dated: June 12, 2014

#### DLJ MERCHANT BANKING PARTNERS III, L.P.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

#### DLJ OFFSHORE PARTNERS III, L.P.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

### DLJ OFFSHORE PARTNERS III-1, C.V.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

### DLJ OFFSHORE PARTNERS III-2, C.V.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

### DLJ MB PARTNERS III GMBH & CO. KG

By: aPriori Capital GmbH,

its general partner

By: /s/ Robert P. Espinosa

Name: Robert P. Espinosa Title: Managing Director

#### MILLENNIUM PARTNERS II, L.P.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

#### MBP III PLAN INVESTORS, L.P.

By: aPriori Capital Partners III LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

#### APRIORI CAPITAL PARTNERS III LLC

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

#### APRIORI CAPITAL PARTNERS L.P.

By: aPriori Capital Partners LLC,

its general partner

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel Title: Authorized Person

### APRIORI CAPITAL GMBH

By: /s/ Robert P. Espinosa

Name: Robert P. Espinosa Title: Managing Director

#### APRIORI CAPITAL PARTNERS LLC

By: /s/ Susan C. Schnabel

Name: Susan C. Schnabel
Title: Authorized Person

/s/ Susan C. Schnabel Susan C. Schnabel

/s/ Colin A. Taylor Colin A. Taylor