

0001104659-24-1145766-K AUDIOCODES LTD 2024110620241106090211090212090212 0 0001104659-24-114576 6-K 3 20241106 20241106 20241106 AUDIOCODES LTD 0001086434 3661 000000000 L3 1231 6-K 34 000-30070 241429389 6 OFRA HAZA STREET OR YEHUDA L3 70151 97239764000 PO BOX 255 BEN GURION AIRPORT L3 70100 6-K 1 tm2427606d1_6k.htm FORM 6-K Â Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 Â FORM 6-K Â Report of Foreign Private Issuer Â Pursuant to Rule 13a-16 or 15d-16 of the Securities Exchange Act of 1934 Â For the Month of November 2024 Â Commission file number 0-30070 Â AUDIOCODES LTD. (Translation of registrant's name into English) Â 6 Ofra Haza Street â€œ Or Yehuda â€œ ISRAEL (Address of principal executive office) Â Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Â Form 20-F x Form 40-F Â Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): Â Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders. Â Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): Â Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR. Â Â Â Â On November 6, 2024, AudioCodes Ltd. (the "Registrant") issued a press release announcing financial results for the third quarter of 2024 and other matters. A copy of this press release is attached hereto as Exhibit 1 and incorporated by reference herein. Â The information set forth in (a) the first, second, third, fifth and eighth paragraphs following the heading "Details," the paragraphs following the heading "Share Buy Back Program and Cash Dividend," and (b) the condensed consolidated balance sheets, condensed consolidated statements of operations and condensed consolidated statements of cash flows contained in the press release attached as Exhibit 1 to this Report on Form 6-K are hereby incorporated by reference into (i) the Registrant's Registration Statement on Form F-3ASR, File No. 333-238867; (ii) the Registrant's Registration Statement on Form S-8, File No. 333-11894; (iii) the Registrant's Registration Statement on Form S-8, File No. 333-13268; (iv) the Registrant's Registration Statement on Form S-8, File No. 333-105473; (v) the Registrant's Registration Statement on Form S-8, File No. 333-144825; (vi) the Registrant's Registration Statement on Form S-8, File No. 333-160330; (vii) the Registrant's Registration Statement on Form S-8, File No. 333-170676; (viii) the Registrant's Registration Statement on Form S-8, File No. 333-190437; (ix) the Registrant's Registration Statement on Form S-8, File No. 333-230388; and (xi) the Registrant's Registration Statement on Form S-8, File No. 333-264535. Â Â Â SIGNATURE Â Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Â Â AUDIOCODES LTD. Â (Registrant) Â Â Â By: /s/ NIRAN BARUCH Â Â Niran Baruch Â Â Vice President Finance and Chief Financial Officer Â Dated: November 6, 2024 Â Â Â EXHIBIT INDEX Â Exhibit No. Â Description Â Â Â 1 Â Press release, dated November 6, 2024, announcing financial results for the third quarter of 2024 and other matters. Â Â EX-1 2 tm2427606d1_ex1.htm EXHIBIT 1 Â Exhibit 1 Â Â AudioCodes Press Release Â P R E S S Â R E L E A S E Â Company Contacts Â Â Â Â Niran Baruch, Chief Financial Officer AudioCodes Tel: +972-3-976-4000 niran.baruch@audiocodes.com Â Roger L. Chuchen, VP, Â Investor Relations AudioCodes Tel: 732-764-2552 roger.chuchen@audiocodes.com Â AudioCodes Reports Third Quarter 2024 Results Â Or Yehuda, Â Israel â€œ November 6, 2024 - AudioCodes (NASDAQ: AUDC) Press Release Â Third Quarter Highlights Â Quarterly revenues decreased by 2.2% year-over-year to \$60.2 million; Â Quarterly service revenues increased by 6.4% year-over-year to \$32.5 million; Â GAAP results: Â Quarterly GAAP gross margin was 65.2%; Â Quarterly GAAP operating margin was 8.1%; Â Quarterly GAAP EBITDA was \$5.9 million; Â Quarterly GAAP net income was \$2.7 million, or \$0.09 per diluted share. Â Non-GAAP results: Â Quarterly Non-GAAP gross margin was 65.6%; Â Quarterly Non-GAAP operating margin was 11.7%; Â Quarterly Non-GAAP EBITDA was \$7.9 million; Â Quarterly Non-GAAP net income was \$4.9 million, or \$0.16 per diluted share. Â Net cash provided by operating activities was \$7.9 million for the quarter. Â AudioCodes repurchased 332,709 of its ordinary shares during the quarter at an aggregate cost of \$3.6 million. Â Â Â AudioCodes Reports third Quarter 2024 Results Â Page 1 of 10 Â Â Â Â AudioCodes Press Release Â Details Â AudioCodes, a leading provider of unified communications voice, contact center and conversational AI applications and services for enterprises, today announced its financial results for the third quarter ended September 30, 2024. Â Revenues for the third quarter of 2024 were \$60.2 million compared to \$61.6 million for the third quarter of 2023. Â EBITDA for the third quarter of 2024 was \$5.9 million compared to \$6.4 million for the third quarter of 2023. Â On a Non-GAAP basis, EBITDA for the third quarter of 2024 was \$7.9 million compared to \$10.1 million for the third quarter of 2023. Â Net income was \$2.7 million, or \$0.09 per diluted share, for the third quarter of 2024 compared to net income of \$4.3 million, or \$0.14 per diluted share, for the third quarter of 2023. Â On a Non-GAAP basis, net income was \$4.9 million, or \$0.16 per diluted share, for the third quarter of 2024 compared to \$8.3 million, or \$0.25 per diluted share, for the third quarter of 2023. Â Non-GAAP net income excludes: (i) share-based compensation expenses; (ii) amortization expenses related to intangible assets; (iii) expenses related to deferred payments in connection with the acquisition of Callverso Ltd; (iv) financial income (expenses) related to exchange rate differences in connection with revaluation of assets and liabilities in non-dollar denominated currencies; (v) tax impact which relates to our Non-GAAP adjustments; and (vi) in Q1 2024 non-cash lease expense which is required to be recorded during the quarter even though this is a free rent period under the lease for the Company's new headquarters. A reconciliation of net income on a GAAP basis to a non-GAAP basis is provided in the tables that accompany the condensed consolidated financial statements contained in this press release. Â Net cash provided by operating activities was \$7.9 million for the third quarter of 2024. Cash and cash equivalents, short-term bank deposits, long and short-term marketable securities and long-term financial investments were \$88.4 million as of September 30, 2024 compared to \$106.7 million as of December 31, 2023. The decrease in cash and cash equivalents, short-term bank deposits, long and short-term marketable securities and long-term financial investments was the result of the use of cash for the continued repurchasing of the Company's ordinary shares pursuant to its share repurchase program and the payment of a cash dividend during each of the first and third quarters of 2024 and purchase of property and equipment related to leasehold improvements of our new corporate headquarter in Israel, offset, in part, by cash from

operating activities. **AudioCodes Reports third Quarter 2024 Results** Page 2 of 10 **AudioCodes Press Release** "I am pleased to report we have successfully executed against our strategic priorities this quarter, as we continue to make progress in our long-term goal of leading the voice services market for the UCaaS and CX markets. We continued our transformation to become a cloud software and services company with a higher proportion of recurring revenue vs. legacy perpetual revenues," said Shabtai Adlersberg, President and Chief Executive Officer of AudioCodes. "Third quarter services revenues grew 6.4% year-over-year and accounted for 53.9% of revenues, the highest on record for us. Fueling the strength of our services revenue stream as our primary growth engines were Live managed services (consisting of Live Teams and Live CX) and conversational AI. Specifically, Live Teams business grew 21% year over year and accounted for 44% of total Microsoft business compared to 37% a year ago. On conversational AI, third quarter dollar value of contracts signed increased roughly 50% vs the year ago period. Our success in building Live managed services and recurring revenue stream has translated to strong year-over-year ARR growth of 40%, ending 3Q at \$60 million ARR, up from \$48 million exiting 2023. This success is owed to the trust we have built throughout the years with partners and enterprise customers in the voice services space. There is no better proof than our long-standing multi-year partnership with AT&T in North America, leveraging our expertise in providing secure voice connectivity to help their business customers onboard to Microsoft Teams. This fruitful partnership has contributed multi-millions of annual recurring revenues over the last several years. Speaking of conversational AI, strong operational momentum continues, driven by long-term tailwind of infusing AI into UC and CX workflows in customers' inexorable demand to drive ongoing productivity gains. Accordingly, we have seen significant pick-up in pipeline activities across our entire conversational AI suite, including Voca CIC, our AI first CX solution for Microsoft Teams, SaaS Recording solutions such as Meeting Insights and interaction recording, and Voice AI Connect. Overall, we delivered on our business priorities in the quarter, with the strength in our Live recurring businesses buttressing the healthy overall pipeline for our major practices such as Microsoft business, CX and Conversational AI. We believe this bodes well for seeing improved top-line growth performance as we head into 2025 and beyond," concluded Mr. Adlersberg. **AudioCodes Reports third Quarter 2024 Results** Page 3 of 10 **AudioCodes Press Release** **Share Buy Back Program and Cash Dividend** In July 2024, the Company received court approval in Israel to purchase up to an aggregate amount of \$20 million of additional ordinary shares. The court approval also permits AudioCodes to declare a dividend out of any part of this amount. The approval is valid through January 1, 2025. On July 30, 2024, the Company declared a cash dividend of 18 cents per share. The dividend, in the aggregate amount of approximately \$5.4 million, was paid on August 29, 2024, to all of the Company's shareholders of record on August 15, 2024. During the quarter ended September 30, 2024, the Company acquired 332,709 of its ordinary shares under its share repurchase program for a total consideration of \$3.6 million. As of September 30, 2024, the Company had \$11 million available under this approval for the repurchase of shares and/or declaration of cash dividends. **Conference Call & Web Cast Information** AudioCodes will conduct a conference call at 8:30 A.M., Eastern Time today to discuss the Company's third quarter of 2024 operating performance, financial results and outlook. Interested parties may participate in the conference call by dialing one the following numbers: **United States Participants:** 888-506-0062 **International Participants:** +1 (973) 528-0011 The conference call will also be simultaneously webcast. Investors are invited to listen to the call live via webcast at the AudioCodes investor website at <http://www.audiocodes.com/investors-lobby>. **About AudioCodes** AudioCodes (NASDAQ, TASE: AUDC) is a leading innovator of intelligent cloud communications solutions. AudioCodes empowers enterprises and service providers to build and operate state-of-the-art voice networks, unified communications platforms, and AI-driven productivity tools. The cutting-edge portfolio includes cloud-native applications, advanced voice AI technologies, and comprehensive communication solutions tailored for the modern digital workplace. Trusted by global Fortune 500 companies and tier-1 operators worldwide, AudioCodes drives digital transformation through seamless integration, enhanced collaboration, and unparalleled communication experiences. For more information, visit <http://www.audiocodes.com>. **AudioCodes Reports third Quarter 2024 Results** Page 4 of 10 **AudioCodes Press Release** **Follow AudioCodes' social media channels:** AudioCodes invites you to join our online community and follow us on: AudioCodes Voice Blog, LinkedIn, Twitter, Facebook, and YouTube. **Statements concerning AudioCodes' business outlook or future economic performance; product introductions and plans and objectives related thereto; and statements concerning assumptions made or expectations as to any future events, conditions, performance or other matters, are "forward-looking statements" as that term is defined under U.S. Federal securities laws. Forward-looking statements are subject to various risks, uncertainties and other factors that could cause actual results to differ materially from those stated in such statements. These risks, uncertainties and factors include, but are not limited to: the effect of global economic conditions in general and conditions in AudioCodes' industry and target markets in particular; shifts in supply and demand; market acceptance of new products and the demand for existing products; the impact of competitive products and pricing on AudioCodes' and its customers' products and markets; timely product and technology development, upgrades and the ability to manage changes in market conditions as needed; possible need for additional financing; the ability to satisfy covenants in the Company's loan agreements; possible disruptions from acquisitions; the ability of AudioCodes to successfully integrate the products and operations of acquired companies into AudioCodes' business; possible adverse impact of the COVID-19 pandemic on our business and results of operations; the effects of the current terrorist attacks by Hamas in Israel, and the war and hostilities between Israel and Hamas, and Israel and Hezbollah as well as the possibility that this could develop into a broader regional conflict involving Israel with other parties, may affect our operations and may limit our ability to produce and sell our solutions; any disruption in our operations by the obligations of our personnel to perform military service as a result of current or future military actions involving Israel; and other factors detailed in AudioCodes' filings with the U.S. Securities and Exchange Commission. AudioCodes assumes no obligation to update the information in this release.** ©2024 AudioCodes Ltd. All rights reserved. AudioCodes, AC, HD VoIP, HD VoIP Sounds Better, IPmedia, Mediant, MediaPack, What's Inside Matters, OSN, SmartTAP, User Management Pack, VMAS, VoIPerfect, VoIPerfectHD, Your Gateway To VoIP, 3GX, VocaNom, AudioCodes One Voice, AudioCodes Meeting Insights, AudioCodes Room Experience are trademarks or registered trademarks of AudioCodes Limited. All other products or trademarks are property of their respective owners. Product specifications are subject to change without notice. **Summary financial data follows** **AudioCodes Reports third Quarter 2024 Results** Page 5 of 10 **AudioCodes Press Release** **AUDIOCODES LTD. AND ITS SUBSIDIARIES CONDENSED CONSOLIDATED BALANCE SHEETS** U.S. dollars in thousands **September 30, December 31, 2024 2023** (Unaudited) (Audited) **ASSETS** **Current Assets:** Cash and cash equivalents \$23,522 \$30,546 Short-term and restricted bank deposits 202 212 Short-term

marketable securities 24,245 7,438 Trade receivables, net 58,081 51,125 Other receivables and prepaid expenses 12,085 9,381 Inventories 33,677 43,959 Total current assets 151,812 142,661

LONG-TERM ASSETS: Long-term Trade receivables \$15,856 \$16,798 Long-term marketable securities 37,308 65,732 Long-term financial investments 3,123 2,730 Deferred tax assets 4,577 6,208 Operating lease right-of-use assets 33,207 36,712 Severance pay funds 17,132 17,202 Total long-term assets 111,203 145,382

PROPERTY AND EQUIPMENT, NET 25,236 10,893 GOODWILL, INTANGIBLE ASSETS AND OTHER, NET 38,182 38,581 Total assets \$326,433 \$337,517

LIABILITIES AND SHAREHOLDERS' EQUITY: CURRENT LIABILITIES: Trade payables 5,479 7,556 Other payables and accrued expenses 24,066 29,943 Deferred revenues 39,390 38,820 Short-term operating lease liabilities 5,859 7,878 Total current liabilities 74,794 84,197

LONG-TERM LIABILITIES: Accrued severance pay 15,893 16,662 Deferred revenues and other liabilities 18,110 17,142 Long-term operating lease liabilities 30,742 31,404 Total long-term liabilities 64,745 65,208 Total shareholders' equity 186,894 188,112

Total liabilities and shareholders' equity \$326,433 \$337,517

AudioCodes Reports third Quarter 2024 Results Page 6 of 10

AudioCodes Press Release AUDIOCODES LTD. AND ITS SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS U.S. dollars in thousands, except per share data

	Nine months ended	Three months ended	September 30,	September 30,
	2024	2023	2024	2023
(Unaudited) Revenues:				
Products	\$84,647	\$91,299	\$27,750	\$31,039
Services	95,975	89,525	32,493	30,552
Total Revenues	180,622	180,824	60,243	61,591
Cost of revenues:				
Products	34,123	36,568	11,380	11,347
Services	29,057	28,299	9,563	9,307
Total Cost of revenues	63,180	64,867	20,943	20,654
Gross profit	117,442	115,957	39,300	40,937
Operating expenses:				
Research and development, net	39,780	43,363	12,666	13,960
Selling and marketing	52,427	52,747	17,607	17,221
General and administrative	12,146	12,657	4,155	3,977
Total operating expenses	104,353	108,767	34,428	35,158
Operating income	13,089	7,190	4,872	5,779
Financial income (expenses), net	(195)	1,688	(614)	492
Income before taxes on income	12,894	8,878	4,258	6,271
Taxes on income, net	(4,358)	(3,753)	(1,579)	(2,019)
Net income	\$8,536	\$5,125	\$2,679	\$4,252
Basic net earnings per share	\$0.28	\$0.16	\$0.09	\$0.14
Diluted net earnings per share	\$0.28	\$0.16	\$0.09	\$0.14
Weighted average number of shares used in computing basic net earnings per share (in thousands)	30,239	31,642	30,218	31,390
Weighted average number of shares used in computing diluted net earnings per share (in thousands)	30,769	31,807	30,778	31,374

AudioCodes Reports third Quarter 2024 Results Page 7 of 10

AudioCodes Press Release AUDIOCODES LTD. AND ITS SUBSIDIARIES RECONCILIATION OF GAAP NET INCOME TO NON-GAAP NET INCOME U.S. dollars in thousands, except per share data

	Nine months ended	Three months ended	September 30,	September 30,
	2024	2023	2024	2023
(Unaudited) GAAP net income	\$8,536	\$5,125	\$2,679	\$4,252
GAAP net earnings per share	\$0.28	\$0.16	\$0.09	\$0.14
Cost of revenues:				
Share-based compensation (1)	274	304	99	94
Amortization expenses (2)	366	379	122	122
Lease expenses (6)	304	322	94	94
Research and development, net:				
Share-based compensation (1)	1,642	2,090	471	649
Deferred payments expenses (3)	375	125	125	342
Lease expenses (6)	342	362	111	111
Selling and marketing:				
Share-based compensation (1)	2,255	3,380	783	1,050
Amortization expenses (2)	33	33	11	11
Deferred payments expenses (3)	375	125	125	342
Lease expenses (6)	38	40	11	11
General and administrative:				
Share-based compensation (1)	2,113	3,242	679	814
Lease expenses (6)	76	80	21	21
Financial expenses (income):				
Exchange rate differences (4)	(754)	(1,237)	(55)	(767)
Income taxes:				
Taxes on income, net (5)	422	1,247	1,023	1,023
Non-GAAP net income	\$15,647	\$16,117	\$4,899	\$8,302
Non-GAAP diluted net earnings per share	\$0.50	\$0.49	\$0.16	\$0.25
Weighted average number of shares used in computing Non-GAAP diluted net earnings per share (in thousands)	31,534	32,870	31,480	32,576

(1) Share-based compensation expenses related to options and restricted share units granted to employees and others. (2) Amortization expenses related to intangible assets. (3) Expenses related to deferred payments in connection with the acquisition of Callverso Ltd. (4) Financial income (expenses) related to exchange rate differences in connection with revaluation of assets and liabilities in non-dollar denominated currencies. (5) Tax impact which relates to our non-GAAP adjustments. (6) In Q1 2024, non-cash lease expense which is required to be recorded during the quarter even though this is a free rent period under the lease for the Company's new headquarters. Note: Non-GAAP measures should be considered in addition to, and not as a substitute for, the results prepared in accordance with GAAP. The Company believes that non-GAAP information is useful because it can enhance the understanding of its ongoing economic performance and therefore uses internally this non-GAAP information to evaluate and manage its operations. The Company has chosen to provide this information to investors to enable them to perform comparisons of operating results in a manner similar to how the Company analyzes its operating results and because many comparable companies report this type of information.

AudioCodes Reports third Quarter 2024 Results Page 8 of 10

AudioCodes Press Release AUDIOCODES LTD. AND ITS SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS U.S. dollars in thousands

	Nine months ended	Three months ended	September 30,	September 30,
	2024	2023	2024	2023
(Unaudited) Cash flows				

from operating activities: \$8,536 \$5,125 \$2,679 \$4,252 Adjustments required to reconcile net income to net cash provided by operating activities: Depreciation and amortization 2,788 1,972 1,004 652 Amortization of marketable securities premiums and accretion of discounts, net 885 1,027 270 315 Decrease in accrued severance pay, net (699) (493) (220) (221) Share-based compensation expenses 6,284 9,016 2,032 2,607 Decrease in deferred tax assets, net 826 1,164 762 996 Cash financial loss (income), net 137 (397) (17) (65) Decrease in operating lease right-of-use assets 4,755 6,688 1,198 2,406 Decrease in operating lease liabilities (3,931) (8,411) (496) (4,056) Decrease (increase) in trade receivables, net (6,014) 4,645 (2,247) (2,294) Decrease (increase) in other receivables and prepaid expenses (2,704) 1,572 (2,939) (339) Decrease (increase) in inventories 10,119 (8,605) 4,172 907 Increase (decrease) in trade payables (2,077) (4,700) 377 (482) Increase (decrease) in other payables and accrued expenses (594) (6,414) 1,011 (1,480) Increase (decrease) in deferred revenues 1,631 3,423 266 (3,020) Net cash provided by operating activities 19,942 5,612 7,852 178 Cash flows from investing activities: Proceeds from short-term deposits 10 5,008 4 2 Proceeds of marketable securities 9,991 3,846 9,991 3,846 Proceeds from financial investment 76 - Proceeds from redemption of marketable securities 3,450 3,084 - Proceeds from redemption of financial investments - 14,094 - Purchase of financial investments (675) (81) (675) (81) Purchase of property and equipment (20,768) (5,301) (5,505) (2,038) Net cash provided by (used in) investing activities (7,916) 20,650 3,844 5,864 AudioCodes Reports third Quarter 2024 Results Page 9 of 10 AudioCodes Press Release AUDIOCODES LTD. AND ITS SUBSIDIARIES CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS U.S. dollars in thousands Nine months ended Three months ended September 30, September 30, 2024 2023 2024 2023 Cash flows from financing activities: Purchase of treasury shares (8,340) (11,973) (3,586) (9,047) Cash dividends paid to shareholders (10,896) (11,399) (5,443) (5,681) Proceeds from issuance of shares upon exercise of options 186 254 6 140 Net cash used in financing activities (19,050) (23,118) (9,023) (14,588) Net increase (decrease) in cash, cash equivalents, and restricted cash (7,025) 3,144 2,672 (8,546) Cash, cash equivalents and restricted cash at beginning of period 30,546 24,535 20,849 36,225 Cash, cash equivalents and restricted cash at end of period \$23,522 \$27,679 \$23,522 \$27,679 AudioCodes Reports third Quarter 2024 Results Page 10 of 10 GRAPHIC begin 644 tm2427606d1_ex-1img001.jpg M JC X 02D9)1@ ! 0\$ 8 ! @ # VP!# \$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! M 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0' MVP!# 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! M 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0\$! 0' P 1" O 48# 2(A\$! Q\$! _O M'P 04! 0\$! 0\$ \$" PO%! @< ("OH+ _\O M1 @\$# P(\$ P4% M! 0 %) 0(# 01!1(A,4\$&\$U%A!R)Q)\$##!D:\$((T*QP152T? D,V)R@@D*M%A<&8&1HE)B7]#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBJK*SM+6VM[BYNL#+#Q,7& MQ\C)RM+3U-76UJC9VN'BX^3EYN?HZ>KQ\O/T]?;W~/GZ _\O 'P\$ P\$! 0\$! M 0\$! 0 \$" P0%! @< ("OH+ _\O M1\$ @\$"! 0#! <%! 0 0)W \$" M Q\$\$!2\$Q!A)!40=A<1,B,H\$(%*\$1H;! "2,S4O 58G+1"A8D-\$E\1<8&1HF M)R@I*C4V-S@Y.D-\$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL\$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W~/GZ _JH # ,!(1 Q\$/P# ^ BOUY? M@JA P< ?);JB;7?#7P' &?]#TGXY?M(Z.LMAXDN+R\E7X5_"C5BA_XE_BJ] MTRXAU'Q7XKL69#?>#]!N)/ATQR|KKGB32|5MIM';[8 X+-?MDZ]^Q! ^P/A5/ MBAX&U%-**7B^ZTGX1_"K4C(B3Z3XP=\ "CN/\$5@'W;[4]*>\$M.\3*-.(4QS MO VMH)C]JB>UY3 _)?)%U=7-JW\$]W>7D[UU=W=U+)/]\$P>7QE.G#,5 M1C3J8BIBJD'H\AW4I4O8TYP>)K3G&I5A1I2C4_#?%OO(QO#\$Z&09%*-'-<M5AEBL7CY1C4E@,+5E4IT*>&IS4J?UO\$>SJU?;5(36'HPC*G3G5J1E3_53XK? M%\O/^"HOQ^#;, [G>2WT7X4VV@_" 3],B;.RTL,KP;I6E:]! M\$#M274M:U"]?:->[F<;]C\.?%5O^"DOA:^74-+_? _&EIYU<2>5K_,5OM%/BRP9@1R^E^K 6=,DI!P 5DLV5@,,.* 0+ _@F- P \$!OC?^WKXL\$?CI\IO M'.?[/? P'UF28>#=7NO#\$GB̄CQU\2(+2XDM;K5/#7AR;5=!LM++BYAGM;;Q/K M&HN^XAD?2=\$U.P'\?J9\5?^#37PP?#-Q/\\$OVO~C\86\\$DEKIQ2^">FW M'AS5[E8V,-M-K'A36+34O#\4DNT->+HGB1HD)Q92DU^Q8[BOP?'R&U,AQ%'MAZCSH3+LXFKA'^,/B/AJL;1E1Q&+HY7B(1J4W[M9*KB)4I*4.LE.,U\CP7 M'_BYGF"AGN'K9 61SX? 6,,/>=<OU+BL33DG*-7#X6KF;FX5%[U%MNEOC5BXN ME%PEIR^T?PY2_"@=AMSVHZ[X6T6'2?"GC72804DN8=(L/#? B"WAA6YNH9\$/-UY&F2?T< M% P#!4SX= M>&?AUX(\4?LTS:+\9+;XIZ!)KW@ XF6TLEY.;6SAN&L[^TDFM9K74-2\7:-M&;[P? M1?AWKUWX=\4.:]"@2VM[[;;9(KBVf7,-JI>IV6X"M.&4XW 580G'J=#2DW!'QJ4\=6PV\$JTL+C\%'%(ZR/-N%,%FU2AG]:G4PV49ECJ)*IFV\$QU"J5; X M7&8JC6Q.7YA+"%! ",D8PJ0.9[AP TTTYK<\;HO[4/[2'A^ \2_TKX_!:AN\$(.M+CQ]XFU&V?'03V.I:E=V5PO^S;/R+[5JR?LD_P#!,C6_CIX,TOXG?\$WQ9J7P M_P#"6M2S2:!H&F:/%/XIUI[28F\$2.R:O4119:'8WK#!: M7%I+.XQY9]?&JRP>*6#X5PV*RW#5: M(*L<91 MCF&">XVQF"S?&4:L:4J^&P-?.*52"KQ;j4(5G@)5(2IRC1C3j4N?RC]E+_ M (*K:j9ZE8>"? VF736=*OKJ"UL BEIUc:6.H:()/W2GQ7HNF6D%iJ>FAS&TN MJZ7;VNH64:RR7%CJQ6FHVEKj%A=6]]j87UM!>65[:31W-I>6ES\$ MLUM=6MQ"SPSV]Q"Z2PS1.\& [LM41%TFRM)EGU"4 M78BTNZ I3^& '@1/A9X'"_ #KPW+jD^@ ^#M%L!]TJ76=0EU34WL[* /XC=7L MP4NP'\$<4, <%l:P.B.TL.;ULX(+>+\ "\LVN:<'F6IK\8K'K,7#V^:Y=E+A6 MR>EOKT:=?"8JE4I3EA\BZWm(^TP&#KI_#_Q M&^*>HZ5>^+&[\^)8VAM];L](M+?4])%"^-\"ZC,NC^*/&_P OM5NO#D7B M&.^T0:OAL(;_ %!\:_#/_@YU^%? A8_%#2?VF?V;?CYJME#%J&J? KPYX%^& MMGJD\3;&FT[3+S4 _@Q\.+74Y;!&82Q6/C[3KZ[\$3K83ZGO%2H5JN'P^"QBR^E7C*\$J-.3,JF#C.\$X M3TBVX K-7CO /\$8^CE>3<29_2RNM4P^88[]JT) M1G&K#+J>+E")0UDDI?T^T5^('_!*+_@K=J7[:VO?+\$]+F_ :8'=A^S_P#M MF?!UGB\4?#R;^TM'M'?%G833VFO.EX:(+^)I9?6@ZUX6NX88_%7A.]OM8EM M;2_L-'["UG28Q?M'XM07? ^T4O;??;6N(OOFB3RY\ M'9_3XA7%#3"TH9M*G4K4H2Q-'ZKB_-3P5?,8XK#8V//AJ^&K8/#U*v'K4I2A M5Lj.Y:EX1].'%v15,@? \$L,54GE49TZ-6<-6^M8?\$3QE#+Y8;\$8*7)B*&)HX MO\$4Z5>C5C&+=+6;4J?+?* ["T45^< _!53]LKQS^P5^QIXX_:2^7A;PGXR\4^ M%OW@'1+/0? &HU@^'[BW\6^*.T"]JFN1H6I:3J/G6UM>236OE7L:>>J]>LD> MY#XF6Y? BLVS#!97@HPGC,QO5!X6%2IE"E"5>O/DIQG5FG&G&RT)G3IRJSC0H0YZDH4X-2J24=5"+3D]\$S]&**_/S MX)? MU^%=3 X)V #?][HJ_*"? OM<^#FF_\$ QRFF3W\GA;=>WZR)!H'AJ' M6+^[U'4-1U> ^RZI X=TAV[U+5M7O:33[8S7%Q&I \WX- MH P#!:3 @K;XN M\0(^?V/XO [\$/*-K?ZI;Z%;50%?

@ 30\$<^L0:9=BR L6'Q3XH->+;KQGX MM, FMJ3 _\^& #NARVL^EZGK4%U"AU+Z++>"LUQ_JKU<1B,LR?
+LBQ=3 M9GFV;8QX?+Z6-IU:U%X/#3I4*]?.,4Y4*DHT,#AZU1TU&I*,(SB?/YCQEE>!
M_LFE0P^99MF&=X6GCLMRK*L)[?'U<4I4JJQ>(A5K4*& PRC7IQE7QN(HTU4 M2YWE>-
X9P^%H8_)9*NJ>+HY]EU>IAL3A,5A)C\65% ^TA[?#PA5A=TZDU MJ ASG['\$2E3G95*<'M^U/[1_P"Q_P#\%&?
B!_P5+_9 _.:^#W[3;^!/V0! M6E^!H_B%O^O^\$Z46=K?:?H&M:A>?#\$+PE-+;73YO"7B][^)&F7\$-E:~*5G
M^V:09DN&N+*;PSH*W'[95^%O]3_[9?][1_P.O^~VG[?#?[/([X@QZ3^SS\9/ M@KJ7B[XC> CX1\$:@_B#Q!;O)?!#?
KXKU/PW>>--("#P3X9_T71/\$.FV3?V< M=UNWVR _T^T_\%70^~"J/@; @FY,-&32]&T_XE_M'?\$UVL_A\!(I+N)B6Y@\
MY[.Z;*>1ID4M_%X4TJ^_JQ@T^TDM-5\5ZS*FBZ-<6J0ZQJ^B_X[*.(]EP
M1E=+"9;B<1F'^U*62TLLPM'"UI9>\PS*#JYSB%1HQJ8FC4PÑ)JXC&8BI4IT< M)&\$I5ES2A+Z_!9MP]DT.,SJ8O,,/0P&?
U5G-7,L55Q5&./6 RZ:I9/0=6K* MGAZU/%8:EA\AZ<*E;%2G&-%VC./ZTT5_+;*/A;_P'/(67A*/XL>-/VJ?
MAA^Q;:ZQ(UUX7^\$%_P###PK!XBAL) EQ;WFM:9;^?&6N:#:7 D\$5OIGBSQ; MJ7B6:89%U71;IV4W'G%G_P %5O\
@II_P3*:_\\$ _!' _(*K^!O"/Q7^"/C/ MQ#:Z1I?47@7P_!H7F:1=306TWB71-7\+;3H'A+Q';>&8Y1J'B/P3K7@?PQ\
M04LHYKP7,D-Q-3\$X/*N(>%<[S?"4ZM2MDN69I5GCIJA&4Z\, #4 MQ&IPV!S*M249(&#P)/#XO-,@XHR7*<54I4Z.
<9EEE M*@"@Z\HPHSQM/#XW\$XW+:-5RCRUL=A*,(J2=7V7PG];-?%*G[67[87PB_9!_M9D\?:M3^/436/
7AK0-.U7P_:'^KVPGO?B!JGB,VV@[P_X2N)9ULKZ[\47 M5[:?8[M]7M+;36N=:N'&FV-Ü,G\ZWP-
^.'!>'@J^FJ_&7X%>/OAO\ L%_L MKZE?WMMX"N]4*Z5K.K^~*["SNY[7S]"U?7/7BOQGXNGLI(GL]7463> ?!E
M[j\$=S!HMFQ]Q97=I9^DO"./S?_XK-JV,RW),EP>(6\$KYMKG6[J8;#2QK7-]2P MM&CA\3C<;BXP]^I1PV%G[*\!:=W4?
6SCBO Y5C<+E5""9CG6<8R@/71RK)L M/3Q.(C@T^7Z[B:U:OAL@\'+*?N4ZV)Q./:R @PJ+67]:E%?RR^//%W_!PK_P
M3QUCPKXQ\4ZSX\$ _X*7?S5];L/#^M>%O!7@..W\ M%/&^D3ZK(%C^(WAC2YEW:_I]H)X#<_LU^VI_P4"^'_P"PA^R?
#^T5 M\<] \$71?&VK^'](@/*? ^/Q%9W/B'Q-4M5T>"_G^'6FZ[:V[_X
M2/Q;#ITFG6.CZ;UC>\$,=1KY31RS'93Q".Z\+EL\BQÖUFI M5Q-.4(U*%?!8BEA,PP4J?
M(RE/%X6E0Y.>I'\$2A3J2BL'Q9@JU#-*V98+>->'MGDM"&)S&&>8/ZM"EAZD9RIUJ&,H5<5@,9&?
LY1C#~"8JK7Y^2G*A&=2G&?Z_4 M5_)Y\ _&/!PK_P4ET2X^,GASXK_R_8)^!^NQP:O\ #JQO_AKI+>GXST75 M%>XTN _\
#]MXA)*^/?'U[HL=@;>7_A)-;U?PQIFNK>6^H>]>J/U&SD)L^8^+W_M];W_6S_P""1_BK0M8_+TWP!^VW^R]JNHZ=;7_
,6O"?A:UVS:#+<70BF MT;_A+/"?ACP=)X,\5S!T-@OQ+\'^(]#UJ61+#0M9N9DÑGL?97AQC:F*GE6&X MDX1Q?
\$%-23R&AG\$WBYUH1_ _M\$!/T\+#+.3P]Q7A,AJ.+6>5\H@L)"C.2C#%5L)3QM3-:&#FG&:Q-7+XTU3E&
MI)1IRC*?]=5%?,EK^U]!;O]E&/JM-&MDGP!;X6M7'\5.T0DA,1Z<+;V;3 M9;19F8>*(+Y7\>R>'ED;4!XI1M_6-M0Q"?
YN/AE^WU_P6- _X*Y?%+Q5>?L_Z M;X* _8X_98+ZI/H3?%OXA>='!3ZE?7\$20R08:AXA\0^%_&L&M>,+>::&_F\ M/?
#CPO:V?A6"[M;/?7?%\$YN+?'5=1\3)^#\US>&98F14P639=DU7ZOFN:9YB)8 M'IX/%N4X+!-*C7Q.(QT14ZB6#PN&K5ER-
R44X\WLYOQ;E>53R[#4X8S.,PSB ME]8RS+>)Q-&B^=*+DU+E_KBK^7G_@GW_M>WLW_!Q!_P
%2+26[NI;6#X57;06TEQ*]O"W _2_09BA9S'&<,PRB@X9AW. M>\ C@W_<.?\$\)?TWQZOOÇY\+OV[?
@]X1\S5/B+X'M_AYI\ ;ND^&[2% MKK5=?U+3-*\$\^"?&T6BZ?;13&ZU+P?XQU:32(B=6U?0SI!I>3V_S_P#\\$_?V
MDG:_P#^"OG[;_2DOA)?_L_Q<_9XN/\$EUX2CUD7EI!K#?:? MI3W]LUSILL]M-)I]K*()HXY8_1F;
[W]N%*^4\+&P>.PM65"]JM.53#^SJ03<*LK,^&SCBBFCFG\$W_F M4U\LSG),UH<40QLL#FV%#A2]O@I9-G-
#ZSAL7A,3B\#BJ4:HTJD:>([I3FX\ M]*-T?V;45_-+^UO_%;?VK_(Q_MA>(O^"=W_!KX;>%O%?Q1'\ZH^C?*\$W]
MHGQ6(/\$7A'P)-IC6EKXRN[/2KBV;PYHVD>-8O(]"U_Q3XJ'B5-2\007?AGP_M[X-
U'4Y='GU32UW]DK_@XI\Z)>>."W_!2;X)?\$KQO9VLNH3?##4/A1X'TC
MPYKDEO),VB:~JVH_!V#38;F]8"TM)KJP^V_F2JUQJVFH@N8_D(<"XFC0P5 M7.L^X*P[DL1AL/6QV88%Y MA6P\HN-..
IUX1J)TU5E4M!_TD45^'_2>_P""KGBW]LGQ1\3?V6_VHOAC M'\\$?VS_@-:SR^?"L4%SI.C^,M-
TO58]"UO5M&VZK=WFK!:K/A[4+K2HO\$> MB]/ZII'TT.L:=KN@:E+IEW<6&C_%=W^W?_P%(O_@IQ^V'^T%^SE_P
\$X_'G MP]_9;^!O[+VIWOAWQY;O&OA;2/&OB7Q;J'\B36O"UE;/PZOX>\7VNGV_BS4_M/#?B& _\
!FBZ3HVEWB:#H&HZGXA\4Q7=W;.:1#@//(\YCFN_QT\ORJEDF\$P^_M89GFN.QB_LJC@.9.\$,OQ='%82EBY8ZEF,JM-
8%8*A6GB.9^3]G44=)\.>,K484. M5>]4YZ?-_4I17\V]Q+/\^#BG]F?Q3X(UG1/VE/@/\^VW\M2\9>&=%\7>?%\$G
M@'P[X8UK0])U[6+/2M2\1WB:~X:!\>(9)_T*WNGU&_FT'X@7VHV=O!)>+X=N MK6&Z
_I'7=M&X@M@;BH(4MCD@\$D@9Z_DD#J3UKQLYR6GE/U6=#.LESNAC(UI
M4ZV3XJO5=)T)PA.&+PV+P>"Q>\$FW4BZ2JTG&M%2E2G)0DUZ^3YQ4S7ZU"MD^ M])^\$_#FEZ?)(F<-)%
M!XTU)8G*DHLPL!42\$-_\$;I5E_:6];IWF!:_%_9V7GR9N'[5<1P>:~.=D? MF;VQSM4U_>;
,47P9UKQG^QS%_C'H^GRWUM%?C.[CXHFA1F.D>&?BAH, MFC#5KA@"L=F?%FA>\$M&9F()O-9L47.XU_!
(K,C*ZDJRL&5@<%64Y!(((!!
M[&O]=\\$JM&KX=Y="A"/M"..SFCB+6;AB'C753FMTW1JX>:4KZ4V'!JDU!O2RJTL1!VORR;3L]#_8Q^'_@CP _\
M#/'P'X*^A.Q@TSPOX="'^?IGAS3K6&.WM]'0_#&D6FBZ5:0P1_1Q1P6-E! M\$D:#.H4<5UU?/!_3;_0^'G[7-
O##K6@W=AJ=F6BG*I M]V7U]9:997>HZE>6NGZ?86T]Y?7]]<16EE96=M&TUS=7=U.\<%M;6*/+/- M(D44:-)
(ZJi(_C#,L'CK&I-J<5.?MI MMU83M+VL:~*D7-58N7]B9=B\CMA9TI0=)8>5"DZ<4X2_M<(>R@E2G"\?
92HSIR4'2E&/^%W_!U5V-\$_?MH? [XA:99P6FI?7]GZVL _M\$4D\$"Q'4]2\$^_
O\$MA9ZG=RJH^TWO]BZOI>DF60M*EAH^GP;O*BA5?YJ_AWX_MLO\ P%(O/ WCG2IWMM4\&>?#/BS3;F*1H9+>_\
#NM66KV79EA9QC_M)75.IR-)TYPI_P_1>([2@^_,XS'+ZM*KÄ,;BZ>88+%8>494:SA]'A6JTIP;C_M)PS'+
<5"4HO6I3YTVD)U\ 9:MX+>UMX+:TAAM[6WAC@MK>WC2&W@B18X8_M8(HPL<4.4:JD<<:JB(JJH"@IJ_-
/_@E/^W\//VYOV0OA3XRT;Q;IVI?%?P_MCX+>->#OCEX3EO+=?\$WA[XA^])M=*UK5;_2O,-TFA^+JTD\2^&]45)+*T
M_45M#<#5-/U2SL_TGGG@M89;FYFBM[>_YIYY\$AAABC4O)+++>(52..-06=W_M955068@
FOX6S/+L9E698W+,=1J4L;@L56PM>G4A-3=2G5G#GBI+GG"LE&M2
MFN95)?=>G4C*?/= _VWEN88;/\NP>98&K2J8+>%5X6CB:~%2G*FZ<:4Z4)C<6H0E_M0]ZC5@^3V4Z%2\$HP]G92UX/^U\
\$'7_(2?LQ)M&_%7PI+GQ3,O@/7OB M#X:MBGF"XU_P9VO%B/1H"FR3>)=1TVVC*>7)NW8V/G:~??"7[>_P"S-XP^
M*6N_"6R>VÜAKNF:NNBZ1K6J+>;>#_&%ZL;/GQ^&O\$RS2Z=,T5^VF0+J,FG_M#5KF_/H3:I;W%O+);ZSH^E>
(J'U7P_KMA:ZMH>NZ9?:K&EWT27%C]J>E:I_MRV6H6%Y_X*3VM[9SS6]Q\$X*20R.C AC75BLIS(/;@/[=RC'8-
5'@L?'#8[#_M5<,\;@75PN(E)]U81C.%>@I4I.,G*E* LX5J=&HI4UP9=GV2\3X'),-Y[EN9_M>PECKB*4HUG_#5?
M\&N'@7P_#^Q=:\?C/-Y6J_ \$GXI?M)>*,(9>)KE1/KEUIWA'PEX-O-&TG4-1_ME#75RL6I^*_ \$GB'][*^~^Y\23S-
F1R:_IHK^,C]E7]H'Q!_P;Y_M1_'C]E\ M:P&>/G_&?C9\190'_!/_C%&X8T6X\1:+H\3,=,CUQTCJYUB23PA'X9T7
MXD:_I3W_(J\ZSX5LKS3=#U;3M5M[K4?W"~8?!=K_(7>\$!/OC#_AJS_MPYXH06HN+/PWXA
"OCW6O&&HRN@>*RBVGPQ:W&GW4F0A;77TBTMWR+RZM@_MK\$?>~>._9_G/%.SS*,MS#.\HXAJT,?
DV899A:V.PU3"5)@H4L(YX6-:&%K MX%TYX.MA:_U9X>=&4>503:~^,X%XAR')^&,%DN:YC@,ES7A^E6P.<8#,L31P.
M(IXJCBRL.KBE#\$RHSQ-^&J]#%T<50^LJO"M&7,YM)_C%_P%M(GQDOOA?J6J:G-"%DN9->^>MQ^#
MIS*6\$VDZ]9M^Q?07_// MV]/^"NW[/([3>J>]O&7@7X>/(VAOV>O_W\%AXOTM["6^&?@3XT^'([Z_@
MNHS+IFJWVH',=:O:SKTVDD7FIV.E:IJTOAJ/5+X:);_HQ_X_6/@40&_L
M/P1_:+^\$NC7^N:S^R;7I/'GB*+2[26_OM"~Z[I]E]J\9&QA226YTSPUXE\ M,^%9-:-6&GZ7>7.KW7E:9IVH7-O^@2P-3).
(/G_YO6HT<='AG.LHQ-6I6I_MRA0Q.*EG&\$P>"K5XU)PYL'6S*C@9IU9*G64Z":<8Q?P2QM/.LA\8<9E5&M5P

M,N(\GS7#4J=&I&=#X.:48K&8RC0E"\$^7%T.]: 9>^"WBK2O'?Q7^,E[X;UC2="\6^*+MG)\^!
MHC:7=E!>>&O"=E?: ?QZ8/%1TW5%/B" LY8]"L4T"UN+ _X7@+@3BFCQSDSQ MV38[+L/DV;X?
%9AC,;0GAL'3CA*TW&%%'509T,54Q554J.\$AA:F(E7=,;X+D
M3:~WXYXWX8J]\$YPL%G&IS"OF^48C#8#!X*O#\$8NI+%(T8)SjX:E[2OAJ]>%I.K M6Q4\53PZH*C*\$WSM)^D?\%+
!3KNE?&]G_ 2V\;?-<6^B^+;;^C^^(3# M(R17BZ!;/_B->Z7IMVJD":'2]N?{32}PR"ZTFWFP'A0C^Q7]D7P'X2^%_P"R
MQ<^SIX_X"VME:~<O"OP4^&FEZ*+""."WN[="".DRR:JRQ_++=ZU=2S0J%TY> M:]O[ZYO+&B26XGED;.\['']@Z[_P""AO\
P;_+*/P4\~7^E:1\3?#WPE^~/Q M,^\$NIZT7CTI?"ABUURR71]2N8OWEG9>*/#NM: X;>_*RPZ9G MF%_)/^"=O_!;GX?
++OPV)\?L/_/!3;1?B7^SQ\=?V>](A^&X\;^+!/!&O: MQX>\0^%?#;'3?!46M0^&;/6/\$]EJ]CX:BT[2H]?
BT/5O" _BJPTR#Q1%XG:35 MFB/IY_@L5Q-
PWC,MR&G/'9EPYQ[QGC7FY#C,+PWQ%A,QSRI#!9=Q#P+P=@\IS;%>Y@:6*R MO
47C,KjXN472PE:Lj]/%T8UYT(8A1DU.4H6C_5;+%%/%)#-#-#-&\4L4J+ M)%+%(I22.2-P4>-T)5T8%64E6!!(K^~
#_@@[X&_#'_(+*?%/_ASX,2UA M(\^!-._^_A'PQ:648BM+/0/#W[3GAK2M)L+>,*D-A8VL%FBJ%4" 1548_1
M'J]K3_@XN_8W\^"[_P_.?LAZIXA:_I^/WBBTN=%^'_A[P=X)\8Z;X6TKQ-J5 MO+;;+J7B+4?
\$ _A_1[S7+>UOY+>=#GA#3M)+7QW)\;_O\$G&YOA,1EE"Y#@J.\$P_-B M_B\2V/G&#J5<:L%5E'\$0P]5(X6-
>K0I1J5:TJ=-R47>^(N(LDSCCGPZP65 M8K#YE6P.>XVKBL;@I+=\$87#K\$91C(4L\$Y93C+&SQ%9TY8J5"G7J2A3I*I-
1&OAX M5)*W_@G2]51;NQ-UX\ V:]^_,GAW[];W&^&(Z?1]4O?%POL4;=3L3.H,QR M?
I?JM;_E9*)F?j]FXZQ_P"C/VIZY[_@M?j^L<_M;?#7j]CX)_!6WjCKPP M_C+Q7\^.\.1?&'P3H<-[? \B>_TWPA?
ZG'%XF70j.VFNMF?+ZOX(UG4/_?C M^+2Y#jND^++>SU.&RET]-7U+2O4R;\$X:G5X2P%;%4<#B,j'\VR++ ,9B*L:%
M&AFF89IGL<)">(DXQH?6I0E@XU7*5*O&,IQ4E?SLWP^(J4N*L=2PM;'8?)/ M%O*\
[S+!X>G*O6K99E^6Y'+%SA0BI2KO"QG'%NE&,Y2C0DXPDxNW]2=?DI_P M7.\>%?B!_P2S_:OA\4V]DQ(\^\$M#)?
^&K^ZA22?2?%7A/Q?H%_I5QITK*7M M;W4T-WX;>:.\$j\FGZ[?6;L8+J96\=^"/_<2_P#!.?XJ]>#[?7?&OQ:U[X"^^ MHK:-
M;!\? \$WP'XRN]2L+M8E^U)INN>!="\6^~M:;;N=2M8M0)\)?#[3=6TZS\0^)O\$GBRQT?5]9GTBS\.:
M!H=Wj]/:6OC.%>"N*'#Q1EF*S#*L?D>\$R3,L+F.9YMF5*6!P&_P>7XB&)\Q-6
M6.K2CAJkG2HU*5&&&K8F6(E7C"\$91F[_%_ \$ _&7"^-X9S+&8#-.#G6+SG+L5 MEV6Y7EU6..Q^~.Q>/P\~
AZ4<%2C+\$4N2K6A5K3Q%'#QP\;\$IU)1E!6_-3]LK MXQ_?\$XA \,?~"57ASQEKfirZ+=?&/XW^'[W6=0GN;F*32/@_K?
B'P\A.OM: MAGFN8/#GA37M4T?3HB':*ST8Q0 !8P/]!#X8>"?#?'PU^&_@#X>>";*TT[P?X
M&\&>&?"7A:QL(XHK.UT#P]HUEI6DQ6\< 6)8EL;6#:8QM;[W.XD_B!_P4,_X M)!6OQ6_X)6?#/jC[]G+2=
(N/B3^R_!X45??"6&N[_;0X_"B?2]/U'3_(CV
M5YjNH3QV6GZC\2D1>)/\$0EU.Y@TM_%_jCC4+S3K!9+VT^:OV%/^"WPC^"7 MPO\ "G[+/_!2VP^*?
[/G]2GP.TRW^~/BKQ%XM^&_BK5j(\56'Aj(;;X*],\27.BV]E!K,;;C\BP<82S".#S["T\7EN;QR^G*~
:M0E2A+&59T:59X>I45.48W MDGX&02AP3Q'6I\58F&%AFO"G".#P.=XN4HX"6,R/ SPF8Y3+'U(RHT;\:LXX
MFE"M5HK\$4Z;j1E*T6OZC:_C_ P"#@"S@~*7_4Y_P""5?P%\&O""C*&6 MY1>Y\ AW2+.>1UX@G52=FX5jN_'7_@
MX:~_LQ6/PT_X)X^_B_~VE^T=XKU&SL?"\A30/AIX_T/PE;QQWEN^K7FM-K
M.DZ'XOODBTs[4;9=#T&>QAEQ>ZMJ^FV%M(T)'_@ME^P3^T!^W!\
/VFCQ[>?"=M8L;_QVEAKMAX=\4ZOX.\.:SH3WNA^('?WPV\7Z M!;7.@065W'9Z\QUY-
\$N;C4[S2M.OO+X(RO'<(\49+CN)j\A_J_1S;#9[E>"K MYC4I8;%8+&8S*,3@)\F-
?!Sj_7<)A(8K%4H4L;7H4*,JG.H5(^SG./\;9G@_MN*^&LXP7#=59]5RK\$Y)F6-HY?"KB,-C,-
@VP^~,Q>74,9"E]3Q>#GA<-5G4P M="M7jJ")SP?M(0E_1?;V\%I!::VL\$-M;6T,=O;6UO&D,%O!"BQPP00QjL<4,
M4:K'"&jHB*jJH4_5X1^U3X_%"%3jF;]H#X<^[->RN"/GC+X_-\$?0=;^WP)
Mj;VMG>^\$M53^TPKj]WEW.D3>5jEE[MI([B"*1?Q>_9,_P"#BGjC
M+QqX(TCPO^USKWB?)F]jH3PGI5CH7Q.T+QqV_%LOAC4_&NEVR6?B2j]\~7GA M32/\$-
UHUI/j<,jPV@>,=.A.:KI\$LS:6B:FMGjOG^:__@HC_,%P_!?[2?P] Mj3?L6_!\!,+P[\0_VCOC5j)-
&U#X<7_CSPMX(\4:5HOA3PQXHB.C>)jX:L=>_MTK2_-\$>J:~?Z/=WNFKX@N_,T7PQX2M;V3Q,WB">?3T@3QLO\ #
[C.GGV&PM7) Mj?@/jN-H5Z^<5X.CE6\$P^&Q-&O/,WFTZD<#+&4Z5%XjE5IXj4jRjDH0YzKc' MV,?Q[P?
4R/\$8FGFV!QWUK!UZ2%*:.\$U6S3%Xc\$8.K0AEjRj%.6-CB:E6LL+5I M3PT8TI>U MG^%M>^'TOQ(U/Pj);1%BD.E+X[\
(Z/X@DLEQ =8UN:)*>?,S_- =1_P3#^'W@_MX9?)\\$OV,O#^@.:Q&A3_+?PI\627FG016j]OK.O>/?".E^./%.OF.(D&?7O
M\$GB#5=6G9WDE,EVPED=P6/YF>'?^*".D? \!%WQ)^PC%%X=MOVAO&>G0?&C M7_ \$K7\DNc2?M)V=SI>N:99-K
1TBT.QTO1=,_%\$FjVUL;4Z&EYK<=H\UW*9/ MCW_@FC_P5TT3_@G[\~M+ P""?W_!4?PSj2_V?OB3\["B7P[X!\:;
[X*UGQ)H M.H?#:>>2?P]i6jR>\$K?6]2N8?#SR7&E^&?%7AS3M>)\ZUX2AT@0ZM%)ILL_]_Mj_Q96I\>9-
GM/AQ&QN(RWCW-LXQ.5810>-S+>;,EN P&'SK#8.H5<91HXG M8G6=*G5j4j>+IU94XNL^;X/A6C4X'S?)*G%79E@L
MQQV.KY-B<7-3I82M5P^_.PZj]K4I4ZM3"5*4:C5%*j;TD<_1&!5T=25=&!5E)!!!(K^~.S_@FXj1\+ _LZ_P#!:+_@KSH'PFTO
M3=,\.?#OX&_&G7_!_A[1[6*TTC1)#X_^&?BZ'PUIEC;KY-II^AZG>2:)9V<, M8CMK>SCMXXU6,
(/T*:_F_P"#B;]B#P+VjM>TGjE;Q?KO[3/[07B#3Yj]^&'@
MWP9jV'EMH:~^,M7@>UV7GB+5/%'A[P['?:7:ZC+;RW&C>&\$US7j4E2/2X+* MU-Tj]:?DE_P;M6?QEOO^"GW[:+_M-
:3XGM/C3Xj_9Y\4>(_ BMI?C_2I-)\42 MZ_XX^*7PH\2ZA_PD6AW-O:R:7:_j\3<19+G/%O_.791Bj&8XK"Y_B*U?,
<"XXK"Xj5\FS6A2PL Mj;1C.@\3B*B6*6%AB)RjEA;SBGRVr_X(??M;?'_P#9H^#?'QA8_!_ _)(E M_&_jL7Q\A5OBS?
2>./V@? GB.YLXI[/ST71KRS^'MY(OPZ\72M>:/?Zj]WBK M4)&U:~[V;Q?;RW%F#;V\TG[>_P#Wg_@H#_T@X:_Q_\
"UU#_P"@ZFUV)O M""BjSG@A+9?VR?AO/IK0&="+QTSQQ?^)V&TL(CX.L_"DWBN*=L;1#<:-\$ZL0) M@.:j;C:E"Yj5SC
^'U'BO+LAA<;EN>8"v68F&)\HU<+AH1PM>EE6(jX7_X MS NF)\7P;,>%A0=)%*.,93/+X-
jRP.1TLIQO'U7A;;,DGB<%F&2XW *X>>&_MjTL3B9RQ5&IF="EB<;A,)G755N=24HQ/Q/^"VF?Mj?';_@N7!\?
MVX>9_P"">OQj_94\ ZQX6O P!\89O%6GZEK&B71A^%?CSPE#XH\0^)\QX4j) MVB6jQ;R^"=-AM;NPE>.
[V:>Z7j'_K>M>#>+3Q_ MH?AW5=9U&3X?^(?!_BFR\?:7:WUSHEUI=W;/j5[XC_8?jA" (*?9-\$M;K6[:/2!8W'B35/#.LWB:
/E/X(P#!PG^R'K-_jW@'j]KjPw\2_MV'/C5X;OI[#6O GQ?%>,-2TV0QS-!<66Mz!X8GU#3FFC7S+FT\5>'O#Z6L
MA:&RO]9@C%j)Yt\UXWEC\5A\%P9@9X?)^'\KX9_3KY5j;\$9AET<=
MAIYE7S>5?!SKSC[?'SEB,lj*G1Q/U>HH4EZ\$,KX,C@<-7QG&&-AB,VS_#>+B M')N)K4jBj4:UX*T>?4M@L=<\3:
M5KFD^&?&OA7PUj!=7MM2L~;Z=':O'j,NK'2O/Oj\ I7CDCFC26)TEBE19
M(Y(V5XY(W4,CHZDJ.Z.I#*RDjRD\$@\$U_%_P7"_:J_84_:Z^\$7@/jFGjDRSC_M_&j/VMO\$WQ(\^P_#7Q#V?
AOK=SjG@_3_MERVMZ-8^,-9T32-2OEj3V\HL9O M#?Aj]4TG+G6M?;3WT:SF/]87/[O@Q+._@)\\$A_P",
[T:CXP\#?""X:~#O M%FH+<->+?^)?#/@S1=%UVj6[8EKH76j6-U.+AB6G\$GFDDM7S'&N29;@\HX?S
MK#Y'C.%,QS6MF5#&.\XS\$XBO%4\%'#2HYK@*>_C',<+@.35K5<_"EC\$W[2C+ MV4YQ@Y2^DX-SG,<7FV?9/B,
[PG%.7Y71RZM@N(,)AZP%&3j8R6)C5RO'5,Y9 M=B<=Aj]=&EB9U<&TO9UH^TA"4E&/KU%??%?
G!^AGC7j0WP(^Oj3OP2^)?P!^* MNG2ZGX!^*?A_P#"WB"&UE6" M4N?+N/UG2;EXYH[76_#^K6UAKNB7U.'G]U?Z
M-K-K>Z=H,DA9j]>0 \@ \U^C^OB-F7>*K1C1>8YjC9?>-RR5547[:;5" &, MPE9Pj*CBH4Uj.
<9Q=#\$4K0K14j=*M#\X^V,NXYPM&4ZRR_~\%'PP691I.L MO8RDYSPF*Hj]=-UL~.H_:1<)*MAZEYt9.,ZM*?^1S\
/VEOCW^RQXW/Q&_9Y^ M*WC#X3>,I+[%+Nj8)\ZD;5=5Tj2:*Y?2MWN0j-UjPO[\$7_M5O!\^7_:?A&SB\~^

M"O#^MI#(LT,/B'2_6A> %[3Q%;Q3I'/%;:Y%J%O'/%%.D:RQ1NO]M_[1'!M MW_P3B^-^J7&O^#=^(/[.>LW-
J)\7:5I4&X MC99^&3X?LXE&R*W1<8^??!7_ :L?L/Z'J]OJ'C+XT?M'^.= /MYED;0EUCP# MX8L;U%DW?
9[Z[TWP/C&#IRQ/#>'QF8T94TW3A1S"#J0?(VU2J1KP4+WC[+9?AC\)?\$_!0JY3@#;6SMKRX/C MGPSK>E:!\0?
%Q]EN;6S\>=>#_#EWJ=K>:5#?6=QZ'^WU_P \$/_CG_P \$^?C! M&T\8 M>#[JXEUPWJH.;R7VE7.E:QJ?
^F/^S5^PU^R3^R!I<>F_LZ? 7X??#2X^S?9 M+OQ-
INCKJ7CK582BI(FL^/M>%O'OAG2/%6ARSQI)'#=KIVM6EY;PWULLL MGV2_@2.M'<4ZSQ&7U
M:&\$J2P&"C5BGBL'5E4G#%XJCBJL:=9U(0H_5J]+VN'IS5?\$0G_FG_P#!%;QK MK7A#]M.XL?#.N:CX=\4>,_V??
VB/#WA;5-)OKC3M1C\2Z/\ "_6_B%HEO97- MM)%*+R]OO \5E:(K%I+FYBC16=E4_NKXW_:K_.;^)'AVX\)>-
OC#XVU_PU>(ML=]HUQJAM[+48D=9%AU..QCM3J<(D1)!#?M<1>8B2;-Z@C]/K;_@WH_8E\%? MM(?
#S]ICX\$^(OC)\"/\$GPY\>^&_B!I/@?PCXHTC7OAW-?^']6M]3GTM[#QKH M'B#Q/H>00PS:5J^EP^+/L3:9?
7EG:P6]O(L2?2NE_\ !)'F^V\37>NZQKG MQ#UO2Y]1N[Z'PF-
6TK2=\$@M[BYEGBTTSZ9H.MM9VD;I;PF'5;:X,48+S%B3 M7UN%\8?#&>98G.,PP.
(Q%>>#RRM@WB>'*&+S'!X[!?'6Z-3#T,34=6-+FI5%JX:K@ZM>5&<\$_:4VZ9_.MX(\#^+?B/XHTCP9X'
MT#40\$OB;7+I+33=)TNW>XN)7=@'FE*CR[6SMD]GO;ZY>&SLK9)+F[IGA@C>1? M[&/@/_
!+|\+OA'X'">./&6I^/?\$OA_1+:TU?Q)JLWGRW%WMWO9VDSQIKB*3Q3P]?,
<7B*D/8JK5J4J;CA*,.:2:CA,/6DJDY>TQ-2M*G1A2_8/!+P0 MCX51S',LQSA9OG^;X:AA*ZP2Q6&RG
X6E4==T:;%&M54\=B)UVG+'8O#P=*G# MV6#HX>%?7\$3K>;_?%X/?"KXZ^"J2^'7QE^'?
@[XG^!M7V'4/"WCCP_I0B/1II M8LF"Z2SU.WN\$MK^U9C)9ZA:^3?6'M?7Q+8? ML9_#?:
44F,XM];U7Q[XFT#>3G:WA3Q)XOU;PN\.>EN^CM;@<("(#BOU/HK\PP M6=YSEM&IA\NS?-
,!0JMNK0P68XW"T:DFK.4Z6'Q-*FY-))RY(R:23F[*W];C M,FR?,:M.OF&4Y9CJ))4JV,R_!XJK32=U&%2OAJLU%.
[4>:44VVHJ[O\F?\$3 M]A3]D7XK^+O@YXZ\>? ?P1K/B? \9\AT&V^"M]!#J6A6OPWM/"^KV6N^'K+P
MSHWA[4=*T2TL='U73K&ZL+)].EM8;10)#[F7R3]675K;7UM<65[;P7EG>03
M6MW:74,=Q;75M<1M%/_;W\$JJO%/_!/[Q30RHT(MQ>)KT\+&
<<+"MB*U6.&C5JRKU8T(U*DU152O*5:HJ?)SUI2JRYJDG-J5""83
M#SKU,/A<-0GBI0EB9T:%&E+\$2I4HT*+=;_8U^&4&KW4[7,\7AJ^&;>"M!:9F+,R^\$ _!GBK0
M/"L2LQ):*+14B8DY0Y-?1>K?L%?L=:S^S_/_^ROLW\WAB\TC5;_5EO[.UN9]2N]1FO;UX(E09[B-0E?7
M5%=[7B+B"NL,J^>YS66#]4ZV\$5;-TI5++VE.7[N=ES MPDDDN""%WPO\!?!7X>>?\$
A1\+O#EKX0^'O@/1;7P[X1\,V,]=6FB:+9;A:V M%O<:G=7U_+'#O;:]W=W\$QS\TC5YG\?OV2/V9?
VI].T[3/VB/@;:_OB]#HXE7 M1;KQGX9L-1UC1\$G.;B/1-?\$<6NZ\%<-AKB+3-1M8YV5&F5V12/HFBN"GC<91
MQ7UZCB\51QOM)UOKE+\$UZ6*]K4?+_@G[^Q7^RYXAE\7_+]FKX5?#7Q?+:W%C_PEV<>'8[OQ9;V-V
MW8V/ MB769=3US3[*[556[M+_"MK>Z156>.154#>^%7[/_/[+WP0^-GQ2_.;^%GPETK MPC\?:
C5+K_Q0\=VFM^++Z^62^*/\$MOXOUY[K3M7U_4-"LCJ/B2U@U20:3I M=@L4L8AMQ#:EH#]2T5T5>.H0PV-
E6Q^+JRQ>&IU%5IX?\$R MJXBHJ]"G5C&I"C4_M1^+?A MEI&M?'SX5:#+X7^'WQ(N-0UZ+5?
#.@SGQ(9=.M+"UU:WT*XB<^+_ !&3)?Z5 M=SC^U)L2CR[?R?
H:BBN2KB<17C0A7KUJT,+16'PT*M6I4CA\,ISJ*A0C.4E1
MHJI5JU%2IJ\$%.I.:CS3DWU4L/AZ\$JZ%"C1GB:SQ&)E2I0IRQ%=PA3=>O*\$8
MNK6=.E3@ZE1RFX4X17QH\47WC;XC_LA?!/?%FJW4M M_] ^O6?
A2'PUJ.LW\C2W%_K4WA671/[80[F5FENKW4UNK]JYD9GGED9B3],?! M7X_!+|G'P> / /P'^%?@7X2>#C>2:E-
H'@/PYIOAZRO=3FBB@FU34_L\$4VJ MZI+!!!#>+J>I2W5])#!#\$]PT<4:KZ]1757S;-
<5AJ>"Q6:9EB<'2Y72PF(S#& MU\~3Y%:')AZV*JT8\BTA:G[BTAR+0YJ&597A<1/&8;+,NPV+J\WM,5A\!@Z&
M)J<[O/GKT<+2K2YWK.]3WWK/G>H5[V_"]D3]ES]I=[?"X_+/WPC^+U]I5 MJ;'2M7\>>!?
#^OZ[I5BTKSM8Z9K]Y9/K6GV33R/.]I9W\~NTSM*T9=BQ^BJ* MYL/B<3A*L<1A,1B,+7A?
DKX6O6PU:%U9[M7#U:-6*DM))5\$I+22DM#IQ&&P^ M+I2H8K#T,50G;GHXFA1Q%&=G=EUN&&WUN]^'_@?
0/#>J:S;V[F6WM]7U?3K&'5-3MX)2988
M+Z\GBBE+21HKL6/T#112Q&)Q&+JSKXK\$5\57G;GKXFO6Q%:=E9<]6O5K5966
MD>:HU%:145H%#X?"THT,+0H8:A")1PU&CAZ,+N[Y:5"E1IQN]7RTTV]6V] M3X\^/\A
P3_8H_: =UT>*OCQ^S-)?B-XL\N*"3Q=JWA>VLO%MU;P*\$M[>_ M4:*VF:]J%M;H D%O?:A<00I\D4:*2*
[C]GW]D;]F3]E33=5TO]G3X'?#GX0P M:;\?^WKGP;X=M+#5]>6S,ALX]+EF%/+%=+UO4-!-\(A>G0=7N(/[6
MT-KP00?:FTJ^LVN#! TI=H8ROOU%G7PU:KAZU-M M--PK4*E*K!M-I\M2-TVG=-I]-?#X?%4IX?
%4*.)H5%:I0Q%&E7HU\$FFE.E6I MU:++3QY\?\$V7/A'X!\<:>ERFF>, M;#PVFI>*(6A>WN_P"Q]?
UZ;5=5TAKFVDEM9WTRZM7EM99;9V:"62-O3!/7 M]G[. _PZ^/'Q'_.;\%?#2-!^.WQ*-670IA9WEC>:
MO(PJJ1JK#5Y5<14E5PZ]PA55";=%5(1J>SYXJ1RT M%KO%8:%#
X2C##XITY4GB;.:6'IQI8ATISINO!*JZ(%A76"/C31+#7]#O7M95N+.X>QU"&*:].L;E(IJ MPOH!%>6-U""L>*
[[PZT65'[AM+,.W*^7M9@?U*H]JL%G6C:%H>D:? EM8:7I&DZ=#;V.G:96\<<%K9VD\$-O!"B MQQ1JB@#PCX^?
L>_LM?M2+I9_:'^ ?PN^+UUH4\$MKHFJ>-?">F:IKNC6EQ(99
M[/2O\$!ACUO3K.:8F:6TL]0AM]L3/\$TH##Z1HKDH8O%X7\$+%X;%8G#8J,IR6 M*P^(KT,2I5+^TDL12K4ZW-
/FESOVK<^:7/S\SOU5)A<30>%Q.%PV(PK48O# M5\0K8=QA;DBZ%6C4HVARQY%)'+DY+*WRI!/?
V&OV/OV7]3N->^ '[.P MD^%GB.ZMI[&?Q3X9(,:%XLDL+DH;G3O^\$JNX[OQ\$FG7!CC?:3TU-;.9HXS) M
QC0K]5T448K%XO'5I8C&XK\$XS\$224J^+Q%?%5I*.D4ZN(K5JCC%-L>?EC= M\L8W=S#83"X'E'#X/"X;"4(MN-
#"X>CAJ,7+635+#TJ--2DTG*7)S2LN:3LK (%%%)