

LAYNE CHRISTENSEN CO  
Form SC 13D/A  
May 21, 2018

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934  
(Amendment No. 2)\***

**Layne Christensen Company**

(Name of Issuer)

**Common Stock, \$0.01 par value**

(Title of Class of Securities)

**521050104**

(CUSIP Number)

**Cetus Capital II, LLC**

**Cetus Capital III, L.P.**

**Littlejohn Opportunities Master Fund LP**

**VSS Fund, L.P.**

**OFM II, LP**

**8 Sound Shore Drive**

**Suite 303**

**Greenwich, CT 06830**

**(203) 552-3500**

**Copy to:**

**Shon Glusky, Esq.**

**Jason Schendel, Esq.**

**Sheppard Mullin Richter & Hampton LLP**

**30 Rockefeller Plaza**

**New York, NY 10112**

**(212) 634-3000**

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

**May 15, 2018**

(Date of Event Which Requires Filing of this Statement)

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

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CUSIP No. 521050104

- |     |   |                       |
|-----|---|-----------------------|
| 1.  | Name of Reporting Person:<br>Cetus Capital II, LLC  |                       |
| 2.  | Check the Appropriate Box if a Member of a Group<br>(a) <input type="radio"/><br>(b) <input checked="" type="radio"/> | o<br>x                |
| 3.  | SEC Use Only  |                       |
| 4.  | Citizenship or Place of Organization:<br>Delaware   |                       |
| 5.  | Sole Voting Power:<br>215,740(1)(2)   |                       |
| 6.  | Shared Voting Power:<br>0   |                       |
| 7.  | Sole Dispositive Power:<br>215,740(1)(2)  |                       |
| 8.  | Shared Dispositive Power:<br>0  |                       |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person:<br>215,740(1)(2)  |                       |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)                               | <input type="radio"/> |
| 11. | Percent of Class Represented by Amount in Row (9):<br>1.06%(2)(3)   |                       |
| 12. | Type of Reporting Person (See Instructions):<br>OO  |                       |

(1) Consists of 215,740 shares of the Issuer's common stock underlying \$2,524,159 principal amount of the Issuer's 8.00% Convertible Notes due 2019 (the "Notes"), which are convertible at the Reporting Person's option into shares of common stock based on an initial conversion rate of 85.4701 shares of the Issuer's common stock per \$1,000 principal amount of the Notes.

(2) Pursuant to Section 10.11 of the Indenture, dated as of March 2, 2015 (the "Indenture"), among the Issuer, the Guarantors (as defined therein) party thereto and U.S. Bank National Association, a federal savings bank, as trustee and collateral agent, no holder of the Notes shall be entitled to convert the Notes into shares of the Issuer's common stock that, when added to common stock beneficially owned by such holder immediately prior to the proposed conversion of such Notes, would cause such holder to beneficially own an aggregate number of shares of common stock in excess of 9.9% of the common stock then outstanding after giving effect to such proposed conversion (the "Ownership Limit"). Because of the Ownership Limit, the number of shares of the Issuer's common stock issuable upon conversion of all the Notes beneficially owned by the Reporting Persons may be less than the amount stated herein.

(3) Based on 20,059,489 shares of Common Stock outstanding as of May 11, 2018, as reported in the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018, plus the 215,740 shares of the Issuer's common stock underlying the Notes referred to in footnote (1) above.



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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person:<br>Cetus Capital III, L.P.                                    |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a)   | o |
|     | (b)   | x |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization:<br>Delaware                                       |   |
| 5.  | Sole Voting Power:<br>1,197,085(1)(2)   |   |
| 6.  | Shared Voting Power:<br>0   |   |
| 7.  | Sole Dispositive Power:<br>1,197,085(1)(2)  |   |
| 8.  | Shared Dispositive Power:<br>0  |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person:<br>1,197,085(1)(2)        |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o |
| 11. | Percent of Class Represented by Amount in Row (9):<br>5.74%(2)(3)                       |   |
| 12. | Type of Reporting Person (See Instructions):<br>OO                                      |   |

(1) Consists of (a) 384,230 shares of the Issuer's common stock owned by the Reporting Person directly, (b) 38,000 shares of the Issuer's common stock issuable upon exercise of stock options, and (c) 774,855 shares of the Issuer's common stock underlying \$9,065,811 principal amount of the Notes, which are convertible at the Reporting Person's option into shares of common stock based on an initial conversion rate of 85.4701 shares of the Issuer's common stock per \$1,000 principal amount of the Notes.

(2) Pursuant to Section 10.11 of the Indenture, dated as of March 2, 2015 (the "Indenture"), among the Issuer, the Guarantors (as defined therein) party thereto and U.S. Bank National Association, a federal savings bank, as trustee and collateral agent, no holder of the Notes shall be entitled to convert the Notes into shares of the Issuer's common stock that, when added to common stock beneficially owned by such holder immediately prior to the proposed conversion of such Notes, would cause such holder to beneficially own an aggregate number of shares of common stock in excess of 9.9% of the common stock then outstanding after giving effect to such proposed conversion (the "Ownership Limit"). Because of the Ownership Limit, the number of shares of the Issuer's common stock issuable upon conversion of all the Notes beneficially owned by the Reporting Persons may be less than the amount stated herein.

(3) Based on 20,059,489 shares of Common Stock outstanding as of May 11, 2018, as reported in the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018, plus the 774,855 shares of the Issuer's common stock underlying the Notes referred to in footnote (1)

above, and the 38,000 shares of the Issuer's common stock underlying the stock options referred to in footnote (1) above.

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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person:<br>Littlejohn Opportunities Master Fund LP                    |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a)   | o |
|     | (b)   | x |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization:<br>Cayman Islands                                 |   |
| 5.  | Sole Voting Power:<br>374,825(1)(2)   |   |
| 6.  | Shared Voting Power:<br>0   |   |
| 7.  | Sole Dispositive Power:<br>374,825(1)(2)  |   |
| 8.  | Shared Dispositive Power:<br>0  |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person:<br>374,825(1)(2)          |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o |
| 11. | Percent of Class Represented by Amount in Row (9):<br>1.85%(2)(3)                       |   |
| 12. | Type of Reporting Person (See Instructions):<br>OO                                      |   |

(1) Consists of (a) 140,645 shares of the Issuer's common stock owned by the Reporting Person directly, (b) 19,000 shares of the Issuer's common stock issuable upon exercise of stock options, and (c) 215,180 shares of the Issuer's common stock underlying \$2,517,614 principal amount of the Notes, which are convertible at the Reporting Person's option into shares of common stock based on an initial conversion rate of 85.4701 shares of the Issuer's common stock per \$1,000 principal amount of the Notes.

(2) Pursuant to Section 10.11 of the Indenture, dated as of March 2, 2015 (the Indenture), among the Issuer, the Guarantors (as defined therein) party thereto and U.S. Bank National Association, a federal savings bank, as trustee and collateral agent, no holder of the Notes shall be entitled to convert the Notes into shares of the Issuer's common stock that, when added to common stock beneficially owned by such holder immediately prior to the proposed conversion of such Notes, would cause such holder to beneficially own an aggregate number of shares of common stock in excess of 9.9% of the common stock then outstanding after giving effect to such proposed conversion (the Ownership Limit). Because of the Ownership Limit, the number of shares of the Issuer's common stock issuable upon conversion of all the Notes beneficially owned by the Reporting Persons may be less than the amount stated herein.

(3) Based on 20,059,489 shares of Common Stock outstanding as of May 11, 2018, as reported in the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018, plus the 215,180 shares of the Issuer's common stock underlying the Notes referred to in footnote

(1) above and the 19,000 shares of the Issuer's common stock underlying the stock options referred to in footnote (1) above.



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- |     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person:<br>VSS Fund, L.P.   |   |
| 2.  | Check the Appropriate Box if a Member of a Group  |   |
|     | (a)   | o |
|     | (b)   | x |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place of Organization:<br>Delaware                                       |   |
| 5.  | Sole Voting Power:<br>297,056(1)(2)   |   |
| 6.  | Shared Voting Power:<br>0   |   |
| 7.  | Sole Dispositive Power:<br>297,056(1)(2)  |   |
| 8.  | Shared Dispositive Power:<br>0  |   |
| 9.  | Aggregate Amount Beneficially Owned by Each Reporting Person:<br>297,056(1)(2)          |   |
| 10. | Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) | o |
| 11. | Percent of Class Represented by Amount in Row (9):<br>1.47%(2)(3)                       |   |
| 12. | Type of Reporting Person (See Instructions):<br>OO                                      |   |

(1) Consists of (a) 120,448 shares of the Issuer's common stock owned by the Reporting Person directly (b) 17,000 shares of the Issuer's common stock issuable upon exercise of stock options, and (c) 159,608 shares of the Issuer's common stock underlying \$1,867,416 principal amount of the Notes, which are convertible at the Reporting Person's option into shares of common stock based on an initial conversion rate of 85.4701 shares of the Issuer's common stock per \$1,000 principal amount of the Notes.

(2) Pursuant to Section 10.11 of the Indenture, dated as of March 2, 2015 (the "Indenture"), among the Issuer, the Guarantors (as defined therein) party thereto and U.S. Bank National Association, a federal savings bank, as trustee and collateral agent, no holder of the Notes shall be entitled to convert the Notes into shares of the Issuer's common stock that, when added to common stock beneficially owned by such holder immediately prior to the proposed conversion of such Notes, would cause such holder to beneficially own an aggregate number of shares of common stock in excess of 9.9% of the common stock then outstanding after giving effect to such proposed conversion (the "Ownership Limit"). Because of the Ownership Limit, the number of shares of the Issuer's common stock issuable upon conversion of all the Notes beneficially owned by the Reporting Persons may be less than the amount stated herein.

(3) Based on 20,059,489 shares of Common Stock outstanding as of May 11, 2018, as reported in the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018, plus the 159,608 shares of the Issuer's common stock underlying the Notes referred to in footnote

(1) above and the 17,000 shares of the Issuer's common stock underlying the stock options referred to in footnote (1) above.

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1. Name of Reporting Person:  
OFM II, L.P.
2. Check the Appropriate Box if a Member of a Group  
(a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization:  
Delaware
5. Sole Voting Power:  
162,437(1)
6. Shared Voting Power:  
0
7. Sole Dispositive Power:  
162,437(1)
8. Shared Dispositive Power:  
0
9. Aggregate Amount Beneficially Owned by Each Reporting Person:  
162,437(1)
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)
11. Percent of Class Represented by Amount in Row (9):  
0.81%(2)
12. Type of Reporting Person (See Instructions):  
OO

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(1) Consists of (a) 136,437 shares of the Issuer's common stock owned by the Reporting Person directly and (b) 26,000 shares of the Issuer's common stock issuable upon exercise of stock options.

(2) Based on 20,059,489 shares of Common Stock outstanding as of May 11, 2018, as reported in the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018, plus the 26,000 shares of the Issuer's common stock underlying the stock options referred to in footnote (1) above.

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This Amendment No. 2 to Schedule 13D ( Amendment No. 2 ) amends the statement on Schedule 13D filed with the Securities and Exchange Commission ( SEC ) on February 22, 2018, as amended by Amendment No. 1 to Schedule 13D ( Amendment No. 1 ) filed with the SEC on March 20, 2018 (together with Amendment No. 1 and this Amendment No. 2, this statement ) relating to shares of common stock, par value \$0.01 per share (the Shares ), of Layne Christensen Company, a Delaware corporation (the Issuer or Layne ). Items 2, 3, and 5 are hereby amended and supplemented as set forth below.

## Item 2. Identity and Background

Item 2 of the statement is hereby amended and restated as follows:

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

(i) Cetus Capital III, L.P., a Delaware limited partnership ( Cetus III ), whose general partner is Littlejohn Associates V, L.L.C., a Delaware limited liability company ( LJA V ).

(ii) Cetus Capital II, LLC, a Delaware limited liability company ( Cetus II ), is a single member LLC whose only member is Littlejohn Fund IV, L.P., a Delaware limited partnership ( LJV IV ), and whose general partner is Littlejohn Associates IV, LLC, a Delaware limited liability company ( LJA IV ).

(iii) Littlejohn Opportunities Master Fund LP, a Cayman Islands limited partnership ( LJOMF ), whose general partner is Littlejohn Opportunities GP LLC, a Delaware limited liability company ( LJOGP ).

(iv) VSS Fund, L.P., a Delaware limited partnership ( VSS ), whose general partner is LJOGP.

(v) OFM II, L.P., a Delaware limited partnership ( OFM ), whose general partner is Littlejohn Opportunities GP II, LLC, a Delaware limited liability company ( LJOGP II ).

(b) The address of the principal business office of each of the Reporting Persons is 8 Sound Shore Drive, Suite 303, Greenwich, CT 06830.

(c) Cetus III, Cetus II, LJOMF, VSS and OFM are private investment vehicles engaged in investing in debt and equity instruments. LJF IV is principally engaged in the business of investing and managing private equity investments. The principal business of LJA V is to act as the general partner of Cetus III. The principal business of LJA IV is to act as the general partner of LJF IV. The principal business of LJOGP is to act as the general partner of LJOMF and VSS. The principal business of LJOGP II is to act as the general partner of OFM.

(d)-(e) During the last five years, none of the Reporting Persons or, to their knowledge, any of the directors or executive officers of the Reporting Persons, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person 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) Cetus II, LJA V, LJA IV, LJOGP and LJOGP II are Delaware limited liability companies. Cetus III, VSS and OFM are Delaware limited partnerships. LJOMF is a Cayman Islands limited partnership.

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**Item 3. Source and Amount of Funds or Other Consideration**

Item 3 of the statement is hereby amended and restated as follows:

The Notes were acquired by the Reporting Persons in open market purchases using internally generated funds of the Reporting Persons. The Shares reported hereby were acquired in open market purchases or through the conversion of convertible notes acquired in open market purchases, in all cases using internally generated funds of the Reporting Person. No funds or consideration were borrowed or otherwise obtained for the purpose of acquiring the Notes or the Shares. A total of approximately \$21.2 million was paid for the Notes and the Shares acquired by the Reporting Persons and reported herein. As described elsewhere herein, the Notes are convertible into Shares in certain circumstances.

**Item 5. Interest in Securities of the Issuer**

Item 5 of the statement is hereby supplemented by adding the following information:

(a)-(b) As of May 11, 2018, the number of shares of the Issuer's common stock outstanding was 20,059,489 according to the definitive proxy statement on Schedule 14A filed by the Issuer on May 15, 2018. As of the date hereof, as a result of the Ownership Limit referred to above, the Reporting Persons are the beneficial owners of 9.9% of the Issuer's outstanding shares of common stock. Each of Cetus III and LJA V has the sole power to vote and sole power to dispose of 1,197,085 Shares. Each of Cetus II, LJF IV, and LJM has the sole power to vote and sole power to dispose of 215,740 Shares. LJOMF has the sole power to vote and sole power to dispose of 374,825 Shares. LJOGP has the sole power to vote and sole power to dispose of 671,881 Shares. VSS has the sole power to vote and sole power to dispose of 297,056 Shares. Each of OFM and LJOGP II has the sole power to vote and sole power to dispose of 162,437 Shares. The actual number of Shares that each of the Reporting Persons have beneficial ownership of may be less than the amounts set forth in this paragraph due to the Ownership Limit in the indenture governing the Notes, as described more fully above. The information set forth in Item 6 of this Schedule 13D as amended or supplemented is hereby incorporated herein by reference.

(c) The Reporting Persons conducted 105 open market purchases or sales of Shares in the ordinary course of business since the most recent Schedule 13D filing:

Trade Date	Fund	Common Stock Acquired/(Sold)	Price Per Share(\$)
3/23/2018	VSS Fund, LP	630	15.0123
3/23/2018	OFM II, LP	960	15.0123

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3/23/2018	Cetus Capital III, LP	1,410	15.0123
3/26/2018	OFM II, LP	3,712	14.5347
3/26/2018	VSS Fund, LP	2,436	14.5347
3/26/2018	Cetus Capital III, LP	5,453	14.5347
3/27/2018	OFM II, LP	320	14.2300
3/27/2018	Cetus Capital III, LP	470	14.2300
3/27/2018	VSS Fund, LP	210	14.2300
3/29/2018	VSS Fund, LP	(413)	15.0108
3/29/2018	OFM II, LP	(375)	15.0108
3/29/2018	Cetus Capital III, LP	(1,180)	15.0108
3/29/2018	Littlejohn Opportunities Master Fund LP	(432)	15.0108
4/10/2018	OFM II, LP	(157)	15.0794

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4/10/2018	Littlejohn Opportunities Master Fund LP	(180)	15.0794
4/10/2018	Cetus Capital III, LP	(493)	15.0794
4/10/2018	VSS Fund, LP	(172)	15.0794
4/12/2018	VSS Fund, LP	(52)	15.0400
4/12/2018	Littlejohn Opportunities Master Fund LP	(54)	15.0400
4/12/2018	OFM II, LP	(47)	15.0400
4/12/2018	Cetus Capital III, LP	(147)	15.0400
4/17/2018	OFM II, LP	(405)	15.1559
4/17/2018	Cetus Capital III, LP	(1,275)	15.1559
4/17/2018	VSS Fund, LP	(446)	15.1559
4/17/2018	Littlejohn Opportunities Master Fund LP	(467)	15.1559
4/18/2018	VSS Fund, LP	(473)	15.1571
4/18/2018	Littlejohn Opportunities Master Fund LP	(494)	15.1571
4/18/2018	OFM II, LP	(430)	15.1571
4/18/2018	Cetus Capital III, LP	(1,352)	15.1571
4/20/2018	VSS Fund, LP	453	14.6289
4/20/2018	Littlejohn Opportunities Master Fund LP	507	14.6289
4/20/2018	OFM II, LP	693	14.6289
4/20/2018	Cetus Capital III, LP	1,013	14.6289
4/24/2018	OFM II, LP	610	14.4355
4/24/2018	Littlejohn Opportunities Master Fund LP	446	14.4355
4/24/2018	VSS Fund, LP	399	14.4355
4/24/2018	Cetus Capital III, LP	892	14.4355
4/30/2018	OFM II, LP	(78)	14.6933
4/30/2018	Littlejohn Opportunities Master Fund LP	(57)	14.6933
4/30/2018	Cetus Capital III, LP	(114)	14.6933
4/30/2018	VSS Fund, LP	(51)	14.6933
5/2/2018	Littlejohn Opportunities Master Fund LP	(72)	14.7200
5/2/2018	OFM II, LP	(63)	14.7200
5/2/2018	VSS Fund, LP	(69)	14.7200
5/2/2018	Cetus Capital III, LP	(196)	14.7200
5/4/2018	Littlejohn Opportunities Master Fund LP	18	14.2000
5/4/2018	OFM II, LP	27	14.2000
5/4/2018	VSS Fund, LP	17	14.2000
5/4/2018	Cetus Capital III, LP	38	14.2000
5/7/2018	OFM II, LP	(1,237)	14.8650
5/7/2018	Littlejohn Opportunities Master Fund LP	(1,421)	14.8650
5/7/2018	Cetus Capital III, LP	(3,883)	14.8650
5/7/2018	VSS Fund, LP	(1,359)	14.8650
5/8/2018	VSS Fund, LP	(21,498)	15.2488
5/8/2018	Cetus Capital III, LP	(61,437)	15.2488
5/8/2018	Littlejohn Opportunities Master Fund LP	(22,488)	15.2488



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5/8/2018	OFM II, LP	(19,577)	15.2488
5/9/2018	VSS Fund, LP	(35)	15.3500
5/9/2018	Littlejohn Opportunities Master Fund LP	(36)	15.3500
5/9/2018	Cetus Capital III, LP	(98)	15.3500
5/9/2018	OFM II, LP	(31)	15.3500
5/10/2018	Littlejohn Opportunities Master Fund LP	(1,493)	15.2000
5/10/2018	Cetus Capital III, LP	(4,080)	15.2000
5/10/2018	VSS Fund, LP	(1,428)	15.2000
5/10/2018	OFM II, LP	(1,300)	15.2000
5/11/2018	VSS Fund, LP	(911)	15.3584
5/11/2018	Littlejohn Opportunities Master Fund LP	(954)	15.3584
5/11/2018	Cetus Capital III, LP	(2,605)	15.3584
5/11/2018	OFM II, LP	(830)	15.3584
5/11/2018	OFM II, LP	(1,319)	15.4000
5/11/2018	Littlejohn Opportunities Master Fund LP	(1,515)	15.4000
5/11/2018	VSS Fund, LP	(1,448)	15.4000
5/11/2018	Cetus Capital III, LP	(4,139)	15.4000
5/14/2018	VSS Fund, LP	(2,941)	15.4069
5/14/2018	Cetus Capital III, LP	(8,405)	15.4069
5/14/2018	Littlejohn Opportunities Master Fund LP	(3,076)	15.4069
5/14/2018	OFM II, LP	(2,678)	15.4069
5/15/2018	VSS Fund, LP	(734)	15.4900
5/15/2018	Littlejohn Opportunities Master Fund LP	(767)	15.4900
5/15/2018	OFM II, LP	(669)	15.4900
5/15/2018	Cetus Capital III, LP	(2,097)	15.4900
5/16/2018	OFM II, LP	(3,985)	15.6835
5/16/2018	Cetus Capital III, LP	(12,506)	15.6835
5/16/2018	Littlejohn Opportunities Master Fund LP	(4,577)	15.6835
5/16/2018	VSS Fund, LP	(4,376)	15.6835
5/16/2018	Littlejohn Opportunities Master Fund LP	(20,959)	15.8619
5/16/2018	Cetus Capital III, LP	(57,259)	15.8619
5/16/2018	VSS Fund, LP	(20,036)	15.8619
5/16/2018	OFM II, LP	(18,246)	15.8619
5/17/2018	VSS Fund, LP	(8,157)	15.9697
5/17/2018	OFM II, LP	(7,428)	15.9697
5/17/2018	Littlejohn Opportunities Master Fund LP	(8,532)	15.9697
5/17/2018	Cetus Capital III, LP	(23,311)	15.9697
5/17/2018	VSS Fund, LP	(32,374)	15.9707
5/17/2018	OFM II, LP	(29,482)	15.9707
5/17/2018	Cetus Capital III, LP	(92,521)	15.9707
5/17/2018	Littlejohn Opportunities Master Fund LP	(33,867)	15.9707
5/18/2018	VSS Fund, LP	(17,605)	16.001
5/18/2018	OFM II, LP	(16,032)	16.001
5/18/2018	Littlejohn Opportunities Master Fund LP	(18,416)	16.001
5/18/2018	Cetus Capital III, LP	(50,312)	16.001
5/18/2018	Cetus Capital III, LP	(13,352)	16.0138
5/18/2018	VSS Fund, LP	(4,672)	16.0138
5/18/2018	OFM II, LP	(4,255)	16.0138
5/18/2018	Littlejohn Opportunities Master Fund LP	(4,887)	16.0138



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Except as set forth above, there have been no transactions with respect to the Shares during the sixty days prior to the date of this statement by the Reporting Persons or, to their knowledge, by any executive officer or director of the Reporting Persons.

(d) No person other than the Reporting Persons is known to have the right to receive or the power to direct the receipt of dividends from, or proceeds from the sale of, the Shares reported herein.

(e) Not applicable

**Item 7. Material to be Filed as Exhibits**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
A	Joint Filing Agreement.

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SIGNATURES

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

Dated: May 21, 2018

Cetus Capital II, LLC

By: Littlejohn Fund IV, L.P., manager  
By: Littlejohn Associates IV, L.L.C., its general partner

Name: /s/ Richard E. Maybaum  
By: Richard E. Maybaum, authorized signatory

Dated: May 21, 2018

Cetus Capital III, L.P.

By: Littlejohn Associates V, L.L.C., its general partner

Name: /s/ Richard E. Maybaum  
By: Richard E. Maybaum, authorized signatory

Dated: May 21, 2018

Littlejohn Opportunities Master Fund LP

By: Littlejohn Opportunities GP LLC, its general partner

Name: /s/ Richard E. Maybaum  
By: Richard E. Maybaum, authorized signatory

Dated: May 21, 2018

VSS Fund, L.P.

By: Littlejohn Opportunities GP LLC, its general partner

Name: /s/ Richard E. Maybaum  
By: Richard E. Maybaum, authorized signatory

Dated: May 21, 2018

OFM II, LP

By: Littlejohn Opportunities GP II, LLC, its general partner

Name: /s/ Richard E. Maybaum  
By: Richard E. Maybaum, authorized signatory

CUSIP No. 521050104

EXHIBIT INDEX

Exhibit

Exhibit A:           Joint Filing Agreement.

CUSIP No. 521050104

EXHIBIT A

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended, the undersigned agree to the joint filing on behalf of each of them of a Statement on Schedule 13D (including any and all amendments thereto) with respect to the common stock, par value \$0.01 per share, of Layne Christensen Company, and further agree that this Joint Filing Agreement shall be included as an Exhibit to such joint filings.

The undersigned further agree that each party hereto is responsible for the timely filing of such Statement on Schedule 13D and any amendments thereto, and for the accuracy and completeness of the information concerning such party contained therein; provided, however, that no party is responsible for the accuracy or completeness of the information concerning any other party, unless such party knows or has reason to believe that such information is inaccurate.

This Joint Filing Agreement may be signed in counterparts with the same effect as if the signature on each counterpart were upon the same instrument.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of May 21, 2018.

Dated: May 21, 2018

Cetus Capital II, LLC

By: Littlejohn Fund IV, L.P., manager

By: Littlejohn Associates IV, L.L.C., its general partner

Name: /s/ Richard E. Maybaum

By: Richard E. Maybaum, authorized signatory

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Name: /s/ Richard E. Maybaum

By: Richard E. Maybaum, authorized signatory

Dated: May 21, 2018

OFM II, LP

By: Littlejohn Opportunities GP II, LLC, its general partner

Name: /s/ Richard E. Maybaum

By: Richard E. Maybaum, authorized signatory