CALGON CARBON CORPORATION
Form SC 13D/A
February 14, 2014

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

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 240.13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO § 240.13d-2(a)

(Amendment No. 5)1

Calgon Carbon Corporation
(Name of Issuer)

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

129603106
(CUSIP Number)

JEFFREY C. SMITH
STARBOARD VALUE LP
830 Third Avenue, 3rd Floor
New York, New York 10022
(212) 845-7977

STEVE WOLOSKY, ESQ.
OLSHAN FROME WOLOSKY LLP
Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2300
(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

February 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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box ¨.

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

1 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).

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,937,100	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 3,937,100	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON PN		

2

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION CAYMAN ISLANDS		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 2,196,941	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 2,196,941	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,196,941		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.0%		
14	TYPE OF REPORTING PERSON CO		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY S LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 523,967	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 523,967	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 523,967		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%		
14	TYPE OF REPORTING PERSON OO		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE AND OPPORTUNITY C LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS WC		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 251,543	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 251,543	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 251,543		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%		
14	TYPE OF REPORTING PERSON PN		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE R LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 251,543	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 251,543	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 251,543		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%		
14	TYPE OF REPORTING PERSON PN		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE R GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 251,543	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 251,543	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 251,543		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1%		
14	TYPE OF REPORTING PERSON OO		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD VALUE GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,937,100	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 3,937,100	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON OO		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO LP		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,937,100	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 3,937,100	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON PN		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON STARBOARD PRINCIPAL CO GP LLC		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION DELAWARE		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 3,937,100	
	8	SHARED VOTING POWER - 0 -	
	9	SOLE DISPOSITIVE POWER 3,937,100	
	10	SHARED DISPOSITIVE POWER - 0 -	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON OO		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON JEFFREY C. SMITH		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 3,937,100	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 3,937,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON IN		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON MARK R. MITCHELL		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 3,937,100	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 3,937,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON IN		

CUSIP NO. 129603106

1	NAME OF REPORTING PERSON PETER A. FELD		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) o (b) o
3	SEC USE ONLY		
4	SOURCE OF FUNDS OO		
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)		¨
6	CITIZENSHIP OR PLACE OF ORGANIZATION USA		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER - 0 -	
	8	SHARED VOTING POWER 3,937,100	
	9	SOLE DISPOSITIVE POWER - 0 -	
	10	SHARED DISPOSITIVE POWER 3,937,100	
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 3,937,100		
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		o
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 7.2%		
14	TYPE OF REPORTING PERSON IN		

CUSIP NO. 129603106

The following constitutes Amendment No. 5 to the Schedule 13D filed by the undersigned ("Amendment No. 5"). This Amendment No. 5 amends the Schedule 13D as specifically set forth herein.

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

Item 3 is hereby amended and restated as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC and Starboard C LP and held in the Starboard Value LP Accounts were purchased with working capital (which may, at any given time, include margin loans made by brokerage firms in the ordinary course of business) in open market purchases, except as otherwise noted, as set forth in Schedule A, which is incorporated by reference herein. The aggregate purchase price of the 2,196,941 Shares beneficially owned by Starboard V&O Fund is approximately $31,795,618, excluding brokerage commissions. The aggregate purchase price of the 523,967 Shares beneficially owned by Starboard S LLC is approximately $8,380,989, excluding brokerage commissions. The aggregate purchase price of the 251,543 Shares beneficially owned by Starboard C LP is approximately $4,533,727, excluding brokerage commissions. The aggregate purchase price of the 964,649 Shares held in the Starboard Value LP Accounts is approximately $15,329,407, excluding brokerage commissions.

Item 5. Interest in Securities of the Issuer.

Items 5(a) - 5(c) are hereby amended and restated to read as follows:

The aggregate percentage of Shares reported owned by each person named herein is based upon 54,604,765 Shares outstanding, as of November 5, 2013, which is the total number of Shares outstanding as reported in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 5, 2013.

A. Starboard V&O Fund

(a) As of the close of business on February 13, 2014, Starboard V&O Fund beneficially owned 2,196,941 Shares.

Percentage: Approximately 4.0%

(b)
1. Sole power to vote or direct vote: 2,196,941
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 2,196,941
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard V&O Fund since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

B. Starboard S LLC

(a) As of the close of business on February 13, 2014, Starboard S LLC beneficially owned 523,967 Shares.

Percentage: Less than 1%

CUSIP NO. 129603106

(b) 1. Sole power to vote or direct vote: 523,967
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 523,967
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard S LLC since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

C. Starboard C LP

(a) As of the close of business on February 13, 2014, Starboard C LP beneficially owned 251,543 Shares.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 251,543
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 251,543
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard C LP since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 251,543 shares owned by Starboard C LP.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 251,543
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 251,543
4. Shared power to dispose or direct the disposition: 0

(c) Starboard R LP has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of Starboard C LP since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 251,543 shares owned by Starboard C LP.

Percentage: Less than 1%

(b) 1. Sole power to vote or direct vote: 251,543
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 251,543

4. Shared power to dispose or direct the disposition: 0

CUSIP NO. 129603106

(c) Starboard R GP has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of Starboard C LP since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

F. Starboard Value LP

(a) As of the close of business on February 13, 2014, 964,649 Shares were held in the Starboard Value LP Accounts. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP and the Starboard Value LP Accounts, and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 2,196,941 Shares owned by Starboard V&O Fund, (ii) 523,967 Shares owned by Starboard S LLC, (iii) 251,543 Shares owned by Starboard C LP and (iv) 964,649 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 7.2%

(b)
1. Sole power to vote or direct vote: 3,937,100
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,937,100
4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Value LP through the Starboard Value LP Accounts and on behalf of each of Starboard V&O Fund, Starboard S LLC and Starboard C LP since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

G. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 2,196,941 Shares owned by Starboard V&O Fund, (ii) 523,967 Shares owned by Starboard S LLC, (iii) 251,543 Shares owned by Starboard C LP and (iv) 964,649 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 7.2%

(b)
1. Sole power to vote or direct vote: 3,937,100
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,937,100
4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value GP has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Accounts since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 129603106

H. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 2,196,941 Shares owned by Starboard V&O Fund, (ii) 523,967 Shares owned by Starboard S LLC, (iii) 251,543 Shares owned by Starboard C LP and (iv) 964,649 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 7.2%

(b)
1. Sole power to vote or direct vote: 3,937,100
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,937,100
4. Shared power to dispose or direct the disposition: 0

(c) Principal Co has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Accounts since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

I. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 2,196,941 Shares owned by Starboard V&O Fund, (ii) 523,967 Shares owned by Starboard S LLC, (iii) 251,543 Shares owned by Starboard C LP and (iv) 964,649 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 7.2%

(b)
1. Sole power to vote or direct vote: 3,937,100
2. Shared power to vote or direct vote: 0
3. Sole power to dispose or direct the disposition: 3,937,100
4. Shared power to dispose or direct the disposition: 0

(c) Principal GP has not entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Accounts since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

J. Messrs. Smith, Mitchell and Feld

(a) Each of Messrs. Smith, Mitchell and Feld, as a member of Principal GP and as a member of each of the Management Committee of Starboard Value GP and the Management Committee of Principal GP, may be deemed the beneficial owner of the (i) 2,196,941 Shares owned by Starboard V&O Fund, (ii) 523,967 Shares owned by Starboard S LLC, (iii) 251,543 Shares owned by Starboard C LP and (iv) 964,649 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 7.2%

CUSIP NO. 129603106

(b) 1. Sole power to vote or direct vote: 0
2. Shared power to vote or direct vote: 3,937,100
3. Sole power to dispose or direct the disposition: 0
4. Shared power to dispose or direct the disposition: 3,937,100

(c) None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares since the filing of Amendment No. 4 to the Schedule 13D. The transactions in the Shares on behalf of each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and through the Starboard Value LP Accounts since the filing of Amendment No. 4 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

Each Reporting Person, as a member of a “group” with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the Shares directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such Shares except to the extent of his or its pecuniary interest therein.

CUSIP NO. 129603106

SIGNATURES

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

Dated: February 14, 2014

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD
By: Starboard Value LP,
its investment manager

STARBOARD VALUE AND OPPORTUNITY S LLC
By: Starboard Value LP,
its manager

STARBOARD VALUE AND OPPORTUNITY C LP
By: Starboard Value R LP
its general partner

STARBOARD VALUE R LP
By: Starboard Value R GP LLC,
its general partner

STARBOARD VALUE LP
By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE GP LLC
By: Starboard Principal Co LP,
its member

STARBOARD PRINCIPAL CO LP
By: Starboard Principal Co GP LLC,
its general partner

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE R GP LLC

By: /s/ Jeffrey C. Smith
Name: Jeffrey C. Smith
Title: Authorized Signatory

/s/ Jeffrey C. Smith
JEFFREY C. SMITH
Individually and as attorney-in-fact

for Mark R.
Mitchell and
Peter A. Feld

CUSIP NO. 129603106

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 4 to the Schedule 13D

Shares of Common Stock Purchased/(Sold)	Price Per Share($)	Date of Purchase/Sale
STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD		
(50,221)	20.7201	01/21/2014
(19,077)	20.6011	01/22/2014
(24,894)	20.4958	01/23/2014
(9,765)	20.5001	01/23/2014
(46,705)	20.1664	01/24/2014
(41,851)	19.7653	01/27/2014
(27,900)	20.1426	01/30/2014
(27,900)	20.2476	01/31/2014
(27,901)	19.9229	02/03/2014
(13,950)	20.0197	02/04/2014
(8,370)	20.0987	02/06/2014
(33,481)	20.5029	02/12/2014
(36,271)	20.5614	02/13/2014
(12,778)	20.5954	02/13/2014
STARBOARD VALUE AND OPPORTUNITY S LLC		
(11,978)	20.7201	01/21/2014
(4,550)	20.6011	01/22/2014
(5,937)	20.4958	01/23/2014
(2,329)	20.5001	01/23/2014
(11,139)	20.1664	01/24/2014
(9,981)	19.7653	01/27/2014
(6,654)	20.1426	01/30/2014
(6,654)	20.2476	01/31/2014
(6,654)	19.9229	02/03/2014
(3,327)	20.0197	02/04/2014
(1,996)	20.0987	02/06/2014
(7,985)	20.5029	02/12/2014
(8,651)	20.5614	02/13/2014
(3,048)	20.5954	02/13/2014
STARBOARD VALUE AND OPPORTUNITY C LP		
(5,749)	20.7201	01/21/2014
(2,184)	20.6011	01/22/2014
(2,851)	20.4958	01/23/2014
(1,118)	20.5001	01/23/2014
(5,348)	20.1664	01/24/2014

(4,792)	19.7653	01/27/2014
(3,194)	20.1426	01/30/2014
(3,194)	20.2476	01/31/2014

CUSIP NO. 129603106

(3,194)	19.9229	02/03/2014
(1,597)	20.0197	02/04/2014
(958)	20.0987	02/06/2014
(3,833)	20.5029	02/12/2014
(4,152)	20.5614	02/13/2014
(1,463)	20.5954	02/13/2014

STARBOARD VALUE LP
(Through the Starboard Value LP Accounts)

(22,052)	20.7201	01/21/2014
(8,376)	20.6011	01/22/2014
(10,931)	20.4958	01/23/2014
(4,288)	20.5001	01/23/2014
(20,508)	20.1664	01/24/2014
(18,376)	19.7653	01/27/2014
(12,252)	20.1426	01/30/2014
(12,252)	20.2476	01/31/2014
(12,251)	19.9229	02/03/2014
(6,126)	20.0197	02/04/2014
(3,676)	20.0987	02/06/2014
(14,701)	20.5029	02/12/2014
(15,926)	20.5614	02/13/2014
(5,611)	20.5954	02/13/2014