

DARDEN RESTAURANTS INC
Form SC 13D/A
August 08, 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. 13)1

Darden Restaurants, Inc.

(Name of Issuer)

Common Stock, no par value per share
(Title of Class of Securities)

237194105

(CUSIP Number)

JEFFREY C. SMITH
STARBOARD VALUE LP
777 Third Avenue, 18th Floor
New York, New York 10017
(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)

August 6, 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. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		11,635,000
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY MASTER FUND LTD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

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
		2,535,767
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,535,767
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,535,767

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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

1.9%

14 TYPE OF REPORTING PERSON

CO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE AND OPPORTUNITY S LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

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
		580,066
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		580,066
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

580,066

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

2 STARBOARD VALUE AND OPPORTUNITY C LP
 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

5 WC
 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	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		317,952
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	317,952
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,952

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE R LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

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	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		317,952
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	317,952
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,952

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE R GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		317,952
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		317,952
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

317,952

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD LEADERS DELTA LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		3,457,025
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,457,025
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,457,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

2.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD LEADERS FUND LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) (b)

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
		3,457,025
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,457,025
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,457,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

2.6%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE A LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		3,457,025
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,457,025
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,457,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

2.6%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE A GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		3,457,025
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		3,457,025
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,457,025

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

2.6%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD VALUE GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		11,635,000
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD PRINCIPAL CO LP

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		11,635,000
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

PN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

STARBOARD PRINCIPAL CO GP LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		11,635,000
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

OO

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

JEFFREY C. SMITH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		11,635,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

MARK R. MITCHELL

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
		11,635,000
	9	SOLE DISPOSITIVE POWER
		- 0 -
	10	SHARED DISPOSITIVE POWER
		11,635,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

PETER A. FELD

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

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
	8	- 0 - SHARED VOTING POWER
	9	11,635,000 SOLE DISPOSITIVE POWER
	10	- 0 - SHARED DISPOSITIVE POWER

11,635,000

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,635,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

8.8%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

BRADLEY D. BLUM

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		2,250
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		2,250
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,250

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CHARLES M. SONSTEBY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
	8	3,000 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	3,000 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

ROBERT MOCK

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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	7	SOLE VOTING POWER
BENEFICIALLY OWNED BY	8	1,318 SHARED VOTING POWER
EACH REPORTING PERSON WITH	9	- 0 - SOLE DISPOSITIVE POWER
	10	1,318 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,318

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CRAIG S. MILLER

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		1,000
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,000
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,000

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

BETSY S. ATKINS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
	8	200 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	200 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

MARGARET SHÂN ATKINS

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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, CANADA

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER
	8	150 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	150 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

JEAN M. BIRCH

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		450
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		450
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

JAMES P. FOGARTY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		1,990
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		1,990
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,990

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

CYNTHIA T. JAMISON

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		420
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		420
	10	SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

420

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

WILLIAM H. LENEHAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)
 GROUP (b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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	7	SOLE VOTING POWER
SHARES		
BENEFICIALLY		1,108
OWNED BY	8	SHARED VOTING POWER
EACH		
REPORTING		- 0 -
PERSON WITH	9	SOLE DISPOSITIVE POWER
	10	1,108
		SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,108

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

LIONEL L. NOWELL, III

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
		400
	8	SHARED VOTING POWER
		- 0 -
	9	SOLE DISPOSITIVE POWER
		400
	10	SHARED DISPOSITIVE POWER
		- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

400

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

1 NAME OF REPORTING PERSON

ALAN N. STILLMAN

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

PF

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
	8	100 SHARED VOTING POWER
	9	- 0 - SOLE DISPOSITIVE POWER
	10	100 SHARED DISPOSITIVE POWER

- 0 -

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

100

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

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

Less than 1%

14 TYPE OF REPORTING PERSON

IN

CUSIP NO. 237194105

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

Item 2. Identity and Background.

Item 2 is hereby amended to read as follows:

The address of the principal office of each of Starboard S LLC, Starboard C LP, Starboard Delta LLC, Starboard Leaders Fund, Starboard Value LP, Starboard Value GP, Principal Co, Principal GP, Starboard A LP, Starboard A GP, Starboard R LP, Starboard R GP and Messrs. Smith, Mitchell and Feld is 777 Third Avenue, 18th Floor, New York, New York 10017.

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

Item 3 is hereby amended and restated to read as follows:

The Shares purchased by each of Starboard V&O Fund, Starboard S LLC, Starboard C LP and Starboard Delta LLC 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 2,535,767 Shares beneficially owned by Starboard V&O Fund is approximately \$122,894,450, excluding brokerage commissions. The aggregate purchase price of the 580,066 Shares beneficially owned by Starboard S LLC is approximately \$28,306,543, excluding brokerage commissions. The aggregate purchase price of the 317,952 Shares beneficially owned by Starboard C LP is approximately \$15,479,357, excluding brokerage commissions. The aggregate purchase price of the 3,457,025 Shares beneficially owned by Starboard Delta LLC is approximately \$162,926,853, excluding brokerage commissions. The aggregate purchase price of the 4,744,190 Shares held in the Starboard Value LP Accounts is approximately \$240,321,755, excluding brokerage commissions.

The Shares purchased by each of Messrs. Blum, Sonstebly, Mock, Miller, Fogarty, Lenehan, Nowell and Stillman and by each of Ms. Betsy Atkins, Ms. Shân Atkins and Misses Birch and Jamison, were purchased in the open market with personal funds. The aggregate purchase price of the 2,250 Shares owned directly by Mr. Blum is approximately \$109,568, including brokerage commissions. The aggregate purchase price of the 3,000 Shares owned directly by Mr. Sonstebly is approximately \$146,211.45, including brokerage commissions. The aggregate purchase price of the 1,318 Shares owned directly by Mr. Mock is approximately \$64,541, including brokerage commissions. The aggregate purchase price of the 1,000 Shares owned directly by Mr. Miller is approximately \$49,918, including brokerage commissions. The aggregate purchase price of the 200 Shares owned directly by Ms. Betsy Atkins is approximately \$10,108, including brokerage commissions. The aggregate purchase price of the 150 Shares owned directly by Ms. Shân Atkins is approximately \$7,545, including brokerage commissions. The aggregate purchase price of the 450 Shares owned directly by Ms. Birch is approximately \$22,040.60, including brokerage commissions. The aggregate purchase price of the 1,990 Shares owned directly by Mr. Fogarty is approximately \$99,639, excluding brokerage commissions. The aggregate purchase price of the 420 Shares owned directly by Ms. Jamison is approximately \$20,435.35, excluding brokerage commissions. The aggregate purchase price of the 1,108 Shares owned directly by Mr. Lenehan is approximately \$55,086, including brokerage commissions. The aggregate purchase price of the 400 Shares owned directly by Mr. Nowell is approximately \$19,632.40, including brokerage commissions. The aggregate purchase price of the 100 Shares owned directly by Mr. Stillman is approximately \$4,997, including brokerage commissions.

CUSIP NO. 237194105

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 132,314,493 Shares outstanding, as of May 25, 2014, which is the total number of Shares outstanding as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission on July 18, 2014.

A. Starboard V&O Fund

(a) As of the close of business on August 7, 2014, Starboard V&O Fund beneficially owned 2,535,767 Shares.

Percentage: Approximately 1.9%

- (b)
1. Sole power to vote or direct vote: 2,535,767
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,535,767
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard V&O Fund has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

B. Starboard S LLC

(a) As of the close of business on August 7, 2014, Starboard S LLC beneficially owned 580,066 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 580,066
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 580,066
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard S LLC has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

C. Starboard C LP

(a) As of the close of business on August 7, 2014, Starboard C LP beneficially owned 317,952 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 317,952
 4. Shared power to dispose or direct the disposition: 0

(c)

Starboard C LP has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

CUSIP NO. 237194105

D. Starboard R LP

(a) Starboard R LP, as the general partner of Starboard C LP, may be deemed the beneficial owner of the 317,952 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 317,952
 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. 12 to the Schedule 13D.

E. Starboard R GP

(a) Starboard R GP, as the general partner of Starboard R LP, may be deemed the beneficial owner of the 317,952 shares owned by Starboard C LP.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 317,952
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 317,952
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard R GP has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

F. Starboard Delta LLC

(a) As of the close of business on August 7, 2014, Starboard Delta LLC beneficially owned 3,457,025 Shares.

Percentage: Approximately 2.6%

- (b)
1. Sole power to vote or direct vote: 3,457,025
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,457,025
 4. Shared power to dispose or direct the disposition: 0

(c) The transactions in the Shares by Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

CUSIP NO. 237194105

G. Starboard Leaders Fund

(a) Starboard Leaders Fund, as a member of Starboard Delta LLC, may be deemed the beneficial owner of the 3,457,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 2.6%

- (b)
1. Sole power to vote or direct vote: 3,457,025
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,457,025
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard Leaders Fund has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

H. Starboard A LP

(a) Starboard A LP, as the general partner of Starboard Leaders Fund and the managing member of Starboard Delta LLC, may be deemed the beneficial owner of the 3,457,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 2.6%

- (b)
1. Sole power to vote or direct vote: 3,457,025
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,457,025
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard A LP has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

I. Starboard A GP

(a) Starboard A GP, as the general partner of Starboard A LP, may be deemed the beneficial owner of the 3,457,025 shares owned by Starboard Delta LLC.

Percentage: Approximately 2.6%

- (b)
1. Sole power to vote or direct vote: 3,457,025
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,457,025
 4. Shared power to dispose or direct the disposition: 0

(c) Starboard A GP has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth on Schedule A and are incorporated by reference herein.

CUSIP NO. 237194105

J. Starboard Value LP

(a) As of the close of business on August 7, 2014, 4,744,190 Shares were held in the Starboard Value LP Accounts. Starboard Value LP, as the investment manager of Starboard V&O Fund, Starboard C LP, Starboard Delta LLC and the Starboard Value LP Accounts and the manager of Starboard S LLC, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 3,457,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.8%

- (b)
 - 1. Sole power to vote or direct vote: 11,635,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 11,635,000
 - 4. Shared power to dispose or direct the disposition: 0

(c) Starboard Value LP has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

K. Starboard Value GP

(a) Starboard Value GP, as the general partner of Starboard Value LP, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 3,457,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.8%

- (b)
 - 1. Sole power to vote or direct vote: 11,635,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 11,635,000
 - 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. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

L. Principal Co

(a) Principal Co, as a member of Starboard Value GP, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 3,457,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.8%

CUSIP NO. 237194105

- (b)
 - 1. Sole power to vote or direct vote: 11,635,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 11,635,000
 - 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. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

M. Principal GP

(a) Principal GP, as the general partner of Principal Co, may be deemed the beneficial owner of the (i) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 3,457,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.8%

- (b)
 - 1. Sole power to vote or direct vote: 11,635,000
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 11,635,000
 - 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. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

N. 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) 2,535,767 Shares owned by Starboard V&O Fund, (ii) 580,066 Shares owned by Starboard S LLC, (iii) 317,952 Shares owned by Starboard C LP, (iv) 3,457,025 Shares owned by Starboard Delta LLC and (v) 4,744,190 Shares held in the Starboard Value LP Accounts.

Percentage: Approximately 8.8%

- (b)
 - 1. Sole power to vote or direct vote: 0
 - 2. Shared power to vote or direct vote: 11,635,000
 - 3. Sole power to dispose or direct the disposition: 0
 - 4. Shared power to dispose or direct the disposition: 11,635,000

(c) None of Messrs. Smith, Mitchell or Feld has entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D. The transactions in the Shares on behalf of Starboard Delta LLC since the filing of Amendment No. 12 to the Schedule 13D are set forth in Schedule A and are incorporated herein by reference.

CUSIP NO. 237194105

O. Mr. Blum

(a) As of the close of business on August 7, 2014, Mr. Blum directly owned 2,250 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 2,250
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 2,250
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Blum has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

P. Mr. Sonstebly

(a) As of the close of business on August 7, 2014, Mr. Sonstebly directly owned 3,000 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 3,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 3,000
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Sonstebly has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

Q. Mr. Mock

(a) As of the close of business on August 7, 2014, Mr. Mock directly owned 1,318 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,318
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,318
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Mock has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

R. Mr. Miller

(a) As of the close of business on August 7, 2014, Mr. Miller directly owned 1,000 Shares.

Percentage: Less than 1%

CUSIP NO. 237194105

- (b)
1. Sole power to vote or direct vote: 1,000
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,000
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Miller has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

S. Ms. Betsy Atkins

- (a) As of the close of business on August 7, 2014, Ms. Betsy Atkins directly owned 200 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 200
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 200
 4. Shared power to dispose or direct the disposition: 0

(c) Ms. Atkins has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

T. Ms. Shân Atkins

- (a) As of the close of business on August 7, 2014, Ms. Shân Atkins directly owned 150 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 150
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 150
 4. Shared power to dispose or direct the disposition: 0

(c) Ms. Atkins has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

U. Ms. Birch

- (a) As of the close of business on August 7, 2014, Ms. Birch directly owned 450 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 450
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 450
 4. Shared power to dispose or direct the disposition: 0

(c)

Ms. Birch has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

CUSIP NO. 237194105

V. Mr. Fogarty

(a) As of the close of business on August 7, 2014, Mr. Fogarty directly owned 1,990 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,990
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,990
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Fogarty has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

W. Ms. Jamison

(a) As of the close of business on August 7, 2014, Ms. Jamison directly owned 420 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 420
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 420
 4. Shared power to dispose or direct the disposition: 0

(c) Ms. Jamison has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

X. Mr. Lenehan

(a) As of the close of business on August 7, 2014, Mr. Lenehan directly owned 1,108 Shares.

Percentage: Less than 1%

- (b)
1. Sole power to vote or direct vote: 1,108
 2. Shared power to vote or direct vote: 0
 3. Sole power to dispose or direct the disposition: 1,108
 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Lenehan has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

Y. Mr. Nowell

(a) As of the close of business on August 7, 2014, Mr. Nowell directly owned 400 Shares.

Percentage: Less than 1%

- (b)
 - 1. Sole power to vote or direct vote: 400
 - 2. Shared power to vote or direct vote: 0
 - 3. Sole power to dispose or direct the disposition: 400
 - 4. Shared power to dispose or direct the disposition: 0

(c) Mr. Nowell has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

CUSIP NO. 237194105

Z. Mr. Stillman

(a) As of the close of business on August 7, 2014, Mr. Stillman directly owned 100 Shares.

Percentage: Less than 1%

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

(c) Mr. Stillman has not entered into any transactions in the Shares since the filing of Amendment No. 12 to the Schedule 13D.

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, her or its pecuniary interest therein.

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

Item 6 is hereby amended to add the following:

On July 24, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 100,000 Shares, which have an exercise price of \$6.7344 per Share and expire on July 24, 2015. Also on July 24, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 100,000 Shares at an exercise price of \$6.7344 per Share, which expire on July 24, 2015.

On July 29, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 500,000 Shares, which have an exercise price of \$6.9937 per Share and expire on July 29, 2015. Also on July 29, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 500,000 Shares at an exercise price of \$6.9937 per Share, which expire on July 29, 2015.

On July 30, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 350,000 Shares, which have an exercise price of \$6.9688 per Share and expire on July 30, 2015. Also on July 30, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 350,000 Shares at an exercise price of \$6.9688 per Share, which expire on July 30, 2015.

On July 31, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 75,000 Shares, which have an exercise price of \$6.9988 per Share and expire on July 31, 2015. Also on July 31, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 75,000 Shares at an exercise price of \$6.9988 per Share, which expire on July 31, 2015.

On August 1, 2014, Starboard Delta LLC purchased in the over the counter market American-style call options referencing an aggregate of 50,000 Shares, which have an exercise price of \$6.9735 per Share and expire on August 3, 2015. Also on August 1, 2014, Starboard Delta LLC sold in the over the counter market European-style put options referencing an aggregate of 50,000 Shares at an exercise price of \$6.9735 per Share, which expire on August 3, 2015.

On August 6, 2014, Starboard Delta LLC exercised all American-style call options described in Amendment No. 12 to the Schedule 13D and this Amendment No. 13 to the Schedule 13D and thereby acquired 1,725,000 Shares in the aggregate. On August 6, 2014, upon exercise of such call options, all European-style put options described in Amendment No. 12 to the Schedule 13D and this Amendment No. 13 to the Schedule 13D terminated in accordance with their terms.

CUSIP NO. 237194105

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: August 7, 2014

STARBOARD VALUE AND
OPPORTUNITY MASTER FUND LTD

By: Starboard Value LP,
its investment manager

STARBOARD VALUE A LP

By: Starboard Value A GP LLC,
its general partner

STARBOARD VALUE AND
OPPORTUNITY S LLC

By: Starboard Value LP,
its manager

STARBOARD VALUE LP

By: Starboard Value GP LLC,
its general partner

STARBOARD VALUE AND
OPPORTUNITY C LP

By: Starboard Value R LP
its general partner

STARBOARD VALUE GP LLC

By: Starboard Principal Co LP,
its member

STARBOARD VALUE R LP

By: Starboard Value R GP LLC,
its general partner

STARBOARD PRINCIPAL CO LP

By: Starboard Principal Co GP LLC,
its general partner

STARBOARD LEADERS DELTA LLC

By: Starboard Value A LP,
its managing member

STARBOARD PRINCIPAL CO GP LLC

STARBOARD VALUE A GP LLC

STARBOARD VALUE R GP LLC

STARBOARD LEADERS FUND LP

By: Starboard Value A LP
its general partner

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, Peter A. Feld,
Bradley D. Blum, Charles M.
Sonsteby, Robert Mock, Craig S.

Miller, Betsy S. Atkins, Margaret
Shân Atkins, Jean M. Birch, James
P. Fogarty, Cynthia T. Jamison,
William H. Lenehan, Lionel L.
Nowell, III and Alan N. Stillman

CUSIP NO. 237194105

SCHEDULE A

Transactions in the Shares Since the Filing of Amendment No. 12 to the Schedule 13D

Nature of the Transaction	Amount of Securities Purchased/(Sold)	Price Per Share	Date of Purchase/Sale
STARBOARD LEADERS DELTA LLC			
Purchase of Call Options	100,000*	38.1417**	07/24/2014
Sale of Put Options	(100,000)^	0.0100^^	07/24/2014
Purchase of Call Options	500,000*	39.6109**	07/29/2014
Sale of Put Options	(500,000)^	0.0100^^	07/29/2014
Purchase of Call Options	350,000*	39.4796**	07/30/2014
Sale of Put Options	(350,000)^	0.0100^^	07/30/2014
Purchase of Call Options	75,000*	39.4796**	07/31/2014
Sale of Put Options	(75,000)^	0.0100^^	07/31/2014
Purchase of Call Options	50,000*	39.5265**	08/01/2014
Sale of Put Options	(50,000)^	0.0100^^	08/01/2014
Exercise of Call Options	150,000#	6.6414##	08/06/2014
Exercise of Call Options	500,000#	6.6726##	08/06/2014
Exercise of Call Options	100,000#	6.7344##	08/06/2014
Exercise of Call Options	500,000#	6.9937##	08/06/2014
Exercise of Call Options	350,000#	6.9688##	08/06/2014
Exercise of Call Options	75,000#	6.9988##	08/06/2014
Exercise of Call Options	50,000#	6.9735##	08/06/2014

* Represents shares underlying American-style call options purchased in the over the counter market. These call options expire on July 24, 2015, July 29, 2015, July 30, 2015, July 31, 2015, and August 3, 2015, respectively. On August 6, 2014, Starboard Leaders Delta LLC exercised all of its call options and thereby acquired 1,725,000 shares of Common Stock that were underlying such call options.

** This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$6.7344, \$6.9937, \$6.9688, \$6.9988, and \$6.9735, respectively. On August 6, 2014, Starboard Leaders Delta LLC exercised all of its call options and thereby acquired 1,725,000 shares of Common Stock that were underlying such call options.

^ Represents shares underlying European-style put options sold in the over the counter market. These put options expire on July 24, 2015, July 29, 2015, July 30, 2015, July 31, 2015, and August 3, 2015, respectively. On August 6, 2014, upon exercise of all the call options, all of Starboard Leaders Delta LLC's put options terminated in accordance with their terms.

^^ This amount represents the proceeds received from an applicable European-style put option to sell one Share. The per share exercise price of these put options is \$6.7344, \$6.9937, \$6.9688, \$6.9988, and \$6.9735, respectively. On August 6, 2014, upon exercise of all the call options, all of Starboard Leaders Delta LLC's put options terminated in accordance with their terms.

Edgar Filing: DARDEN RESTAURANTS INC - Form SC 13D/A

Represents Shares acquired upon exercising American-style call options purchased in the over the counter market. These call options would have expired on July 22, 2015, July 23, 2015, July 24, 2015, July 29, 2015, July 30, 2015, July 31, 2015, and August 3, 2015, respectively.

Represents the per share exercise price of the underlying American-style call options.