

**BOB EVANS FARMS INC**  
Filed by  
**SANDELL ASSET MANAGEMENT**

**FORM SC 13D/A**  
(Amended Statement of Beneficial Ownership)

Filed 03/31/17

Address	8111 SMITH'S MILL ROAD NEW ALBANY, OH 43054
Telephone	614-491-2225
CIK	0000033769
Symbol	BOBE
SIC Code	5812 - Eating Places
Industry	Restaurants & Bars
Sector	Consumer Cyclical
Fiscal Year	04/24

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934  
(Amendment No. 18)\*

Bob Evans Farms, Inc.  
(Name of Issuer)

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

096761101  
(CUSIP Number)

Marc Weingarten, Esq.  
Eleazer Klein, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

March 30, 2017  
(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), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

(Page 1 of 12 Pages)

\* 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).

<b>1</b>	NAME OF REPORTING PERSONS Castlerigg Master Investments Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS WC	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 969,200 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON CO	

<b>1</b>	NAME OF REPORTING PERSONS Castlerigg International Limited	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 969,200 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON CO	

<b>1</b>	NAME OF REPORTING PERSONS Castlerigg International Holdings Limited	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION British Virgin Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 969,200 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON CO	

<b>1</b>	NAME OF REPORTING PERSONS Castlerigg Offshore Holdings, Ltd.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 969,200 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON CO	

<b>1</b>	NAME OF REPORTING PERSONS Sandell Asset Management Corp.	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
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<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON CO; IA	

<b>1</b>	NAME OF REPORTING PERSONS Thomas E. Sandell	
<b>2</b>	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>	
<b>3</b>	SEC USE ONLY	
<b>4</b>	SOURCE OF FUNDS AF	
<b>5</b>	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) <input type="checkbox"/>	
<b>6</b>	CITIZENSHIP OR PLACE OF ORGANIZATION Sweden	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	<b>7</b>	SOLE VOTING POWER 0
	<b>8</b>	SHARED VOTING POWER 969,200 shares of Common Stock
	<b>9</b>	SOLE DISPOSITIVE POWER 0
	<b>10</b>	SHARED DISPOSITIVE POWER 969,200 shares of Common Stock
<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON 969,200 shares of Common Stock	
<b>12</b>	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES <input type="checkbox"/>	
<b>13</b>	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) (see Item 5) 4.9%	
<b>14</b>	TYPE OF REPORTING PERSON IN	



This Amendment No. 18 (“Amendment No. 18”) amends and supplements the statement on Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on September 24, 2013 (the “Original Schedule 13D”), Amendment No. 1 to the Original Schedule 13D, filed with the SEC on November 12, 2013 (“Amendment No. 1”), Amendment No. 2 to the Original Schedule 13D, filed with the SEC on December 6, 2013 (“Amendment No. 2”), Amendment No. 3 to the Original Schedule 13D, filed with the SEC on December 10, 2013 (“Amendment No. 3”), Amendment No. 4 to the Original Schedule 13D, filed with the SEC on January 14, 2014 (“Amendment No. 4”), Amendment No. 5 to the Original Schedule 13D, filed with the SEC on January 31, 2014 (“Amendment No. 5”), Amendment No. 6 to the Original Schedule 13D, filed with the SEC on March 7, 2014 (“Amendment No. 6”), Amendment No. 7 to the Original Schedule 13D, filed with the SEC on March 18, 2014 (“Amendment No. 7”), Amendment No. 8 to the Original Schedule 13D, filed with the SEC on April 24, 2014 (“Amendment No. 8”), Amendment No. 9 to the Original Schedule 13D, filed with the SEC on July 3, 2014 (“Amendment No. 9”), Amendment No. 10 to the Original Schedule 13D, filed with the SEC on September 24, 2014 (“Amendment No. 10”), Amendment No. 11 to the Original Schedule 13D, filed with the SEC on July 1, 2015, Amendment No. 12 to the Original Schedule 13D, filed with the SEC on December 4, 2015, Amendment No. 13 to the Original Schedule 13D, filed with the SEC on December 23, 2015 (“Amendment No. 13”), Amendment No. 14 to the Original Schedule 13D, filed with the SEC on March 4, 2016 (“Amendment No. 14”), Amendment No. 15 to the Original Schedule 13D, filed with the SEC on September 22, 2016 (“Amendment No. 15”), Amendment No. 16 to the Original Schedule 13D, filed with the SEC on December 7, 2016 (“Amendment No. 16”), Amendment No. 17 to the Original Schedule 13D, filed with the SEC on March 13, 2017 (“Amendment No. 17,” and, together with the Original Schedule 13D, Amendment No. 1, Amendment No. 2, Amendment No. 3, Amendment No. 4, Amendment No. 5, Amendment No. 6, Amendment No. 7, Amendment No. 8, Amendment No. 9, Amendment No. 10, Amendment No. 11, Amendment No. 12, Amendment No. 13, Amendment No. 14, Amendment No. 15, Amendment No. 16, and this Amendment No. 18, the “Schedule 13D”), with respect to the shares of common stock, par value \$0.01 per share (the “Common Stock”), of Bob Evans Farms, Inc., a Delaware corporation (the “Issuer”). Capitalized terms used herein and not otherwise defined in this Amendment No. 18 have the meanings set forth in the Schedule 13D. This Amendment No. 18 amends Items 3 and 5 as set forth below.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 of the Schedule 13D is hereby amended and restated in its entirety as follows:

The Reporting Persons used a total of approximately \$44,722,040 (including brokerage commissions) in the aggregate to acquire the shares of Common Stock reported in this Schedule 13D.

Funds for the purchase of the Common Stock reported herein as beneficially held by the Reporting Persons were derived from available working capital of Castlerigg Master Investment. Such Common Stock is or may be held from time to time by the Reporting Persons in margin accounts established by certain of the Reporting Persons with their respective brokers or banks and a portion of the purchase price for the Common Stock may be obtained through margin borrowing. Securities positions which may be held in the margin accounts, including the Common Stock, may be pledged as collateral security for the repayment of debit balances in the margin accounts.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Paragraphs (a) – (c) and (e) of Item 5 of the Schedule 13D are hereby amended and restated in their entirety as follows:

(a) The aggregate number and percentage of shares of Common Stock to which this Schedule 13D relates is 969,200 shares of Common Stock, constituting approximately 4.9% of the Issuer's currently outstanding Common Stock. The percentage of shares of Common Stock reported herein are based upon the 19,779,603 shares of Common Stock outstanding as of March 3, 2017, as reported in the Issuer's Quarterly Report on Form 10-Q, filed with the SEC on March 8, 2017.

(i) Castlerigg Master Investment:

(a) As of the date hereof, Castlerigg International may be deemed the beneficial owner of 969,200 shares of Common Stock.

Percentage: Approximately 4.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 969,200 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock

(ii) Castlerigg International:

(a) As of the date hereof, Castlerigg International may be deemed the beneficial owner of 969,200 shares of Common Stock.

Percentage: Approximately 4.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 969,200 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock

(iii) Castlerigg Holdings:

(a) As of the date hereof, Castlerigg Holdings may be deemed the beneficial owner of 969,200 shares of Common Stock.

Percentage: Approximately 4.9% as of the date hereof.

- (b) 1. Sole power to vote or direct vote: 0  
2. Shared power to vote or direct vote: 969,200 shares of Common Stock  
3. Sole power to dispose or direct the disposition: 0  
4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock

- (iv) Castlerigg Offshore Holdings:
  - (a) As of the date hereof, Castlerigg Offshore Holdings may be deemed the beneficial owner of 969,200 shares of Common Stock.  
Percentage: Approximately 4.9% as of the date hereof.
  - (b)
    - 1. Sole power to vote or direct vote: 0
    - 2. Shared power to vote or direct vote: 969,200 shares of Common Stock
    - 3. Sole power to dispose or direct the disposition: 0
    - 4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock
  
- (v) SAMC:
  - (a) As of the date hereof, SAMC may be deemed the beneficial owner of 969,200 shares of Common Stock.  
Percentage: Approximately 4.9% as of the date hereof.
  - (b)
    - 1. Sole power to vote or direct vote: 0
    - 2. Shared power to vote or direct vote: 969,200 shares of Common Stock
    - 3. Sole power to dispose or direct the disposition: 0
    - 4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock
  
- (vi) Mr. Sandell:
  - (a) As of the date hereof, Mr. Sandell may be deemed the beneficial owner of 969,200 shares of Common Stock.  
Percentage: Approximately 4.9% as of the date hereof.
  - (b)
    - 1. Sole power to vote or direct vote: 0
    - 2. Shared power to vote or direct vote: 969,200 shares of Common Stock
    - 3. Sole power to dispose or direct the disposition: 0
    - 4. Shared power to dispose or direct the disposition: 969,200 shares of Common Stock

The Reporting Persons may be deemed to have formed a “group” within the meaning of Section 13(d)(3) of the Exchange Act and may be deemed to beneficially own an aggregate of 1,263,661 shares of Common Stock, constituting approximately 4.9% of the shares of Common Stock outstanding.

(b) By virtue of investment management agreements with Castlerigg Master Investment, SAMC has the power to vote or direct the voting, and to dispose or direct the disposition, of all of the 969,200 shares of Common Stock beneficially owned by Castlerigg Master Investment. By virtue of his direct and indirect control of SAMC, Mr. Sandell is deemed to have shared voting power and shared dispositive power with respect to all Common Stock as to which SAMC has voting power or dispositive power.

(c) Information concerning all transactions in the securities of the Issuer effected by the Reporting Persons since the filing of Amendment No. 17 are set forth on Schedule A. Unless otherwise indicated, all of such transactions were effected in the open market.

(e) March 30, 2017.

**SIGNATURES**

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

Date: March 31, 2017

**CASTLERIGG MASTER INVESTMENTS LTD.**

By: Sandell Asset Management Corp., as Investment  
Manager

By: /s/ Thomas E. Sandell

Name: Thomas E. Sandell

Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL LIMITED**

By: Sandell Asset Management Corp., as Investment  
Manager

By: /s/ Thomas E. Sandell

Name: Thomas E. Sandell

Title: Chief Executive Officer

**CASTLERIGG INTERNATIONAL HOLDINGS  
LIMITED**

By: Sandell Asset Management Corp., as Investment  
Manager

By: /s/ Thomas E. Sandell

Name: Thomas E. Sandell

Title: Chief Executive Officer

**CASTLERIGG OFFSHORE HOLDINGS, LTD.**

By: Sandell Asset Management Corp., as Investment  
Manager

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

**SANDELL ASSET MANAGEMENT CORP.**

By: /s/ Thomas E. Sandell  
Name: Thomas E. Sandell  
Title: Chief Executive Officer

/s/ Thomas E. Sandell  
**Thomas E. Sandell**

**TRANSACTIONS IN THE ISSUER'S SHARES OF COMMON STOCK**  
**BY THE REPORTING PERSONS**

This Schedule sets forth information with respect to each transaction in shares of Common Stock that were effectuated by the Reporting Persons since the filing of Amendment No. 17. Unless otherwise indicated, all transactions were effectuated in the open market through a broker and all prices include brokerage commissions.

**Castlerigg Master Investment**

<u>Trade Date</u>	<u>Shares Purchased (Sold)</u>	<u>Price Per Share (\$)</u>
03/16/2017	(44,098)	61.05
03/17/2017	(61,323)	61.46
03/20/2017	(58,250)	61.11
03/21/2017	(12,111)	61.28
03/29/2017	(61,410)	64.37
03/30/2017	(57,269)	64.55