

Edgar Filing: ABM INDUSTRIES INC /DE/ - Form SC 13G/A

ABM INDUSTRIES INC /DE/
Form SC 13G/A
February 09, 2018

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 1)*

ABM INDUSTRIES INCORPORATED

(Name of Issuer)

Common Stock, \$0.01 par value

(Title of Class of Securities)

000957100

(CUSIP Number)

December 31, 2017

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 000957100

13G

- 1. Name of Reporting Person
I.R.S. Identification No. of above Person

THE GOLDMAN SACHS GROUP, INC.

- 2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

- 3. SEC Use Only

- 4. Citizenship or Place of Organization

Delaware

- 5. Sole Voting Power

Number of 0

Shares

Beneficially

- 6. Shared Voting Power

4,651,146

Owned by

Each

- 7. Sole Dispositive Power

Reporting 0

Person

- 8. Shared Dispositive Power

With:

4,655,356

- 9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,655,356

- 10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

- 11. Percent of Class Represented by Amount in Row (9)

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7.1 %

12. Type of Reporting Person

HC-CO

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CUSIP No. 000957100

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

GOLDMAN SACHS & CO. LLC

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

New York

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

4,651,146

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

4,655,356

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,655,356

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

7.1 %

12. Type of Reporting Person

BD-IA

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CUSIP No. 000957100

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Bridge Street 2015 Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of

0

Shares

6. Shared Voting Power

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Beneficially

89,809

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

89,809

9. Aggregate Amount Beneficially Owned by Each Reporting Person

89,809

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.1 %

12. Type of Reporting Person

PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

MBD ADVISORS, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

6. Shared Voting Power

Beneficially 84,790

Owned by

Each 7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With: 84,790

9. Aggregate Amount Beneficially Owned by Each Reporting Person

84,790

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.1 %

12. Type of Reporting Person

00

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-
1. Name of Reporting Person
I.R.S. Identification No. of above Person

MBD 2015, L.P.

-
2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

-
3. SEC Use Only

-
4. Citizenship or Place of Organization

Delaware

-
5. Sole Voting Power

Number of 0

Shares

Beneficially

-
6. Shared Voting Power

62,454

Owned by

Each

-
7. Sole Dispositive Power

Reporting 0

Person

-
8. Shared Dispositive Power

With:

62,454

-
9. Aggregate Amount Beneficially Owned by Each Reporting Person

62,454

-
10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

-
11. Percent of Class Represented by Amount in Row (9)

0.1 %

-
12. Type of Reporting Person

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PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

MBD 2015 Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

22,336

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

22,336

9. Aggregate Amount Beneficially Owned by Each Reporting Person

22,336

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10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

0.0 %

12. Type of Reporting Person

PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person

I.R.S. Identification No. of above Person

Stone Street 2015, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

Shares

Beneficially

6. Shared Voting Power

71,035

Owned by

Each

7. Sole Dispositive Power

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Reporting 0

Person -----

8. Shared Dispositive Power

With: 71,035

9. Aggregate Amount Beneficially Owned by Each Reporting Person

71,035

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.1 %

12. Type of Reporting Person

PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

Stone Street 2015 Offshore, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

	5. Sole Voting Power
Number of	0
Shares	-----
	6. Shared Voting Power
Beneficially	29,929
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	0
Person	-----
With:	8. Shared Dispositive Power
	29,929

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
	29,929

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares
	☐

11.	Percent of Class Represented by Amount in Row (9)
	0.0 %

12.	Type of Reporting Person
	PN

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CUSIP No. 000957100	13G

1.	Name of Reporting Person
	I.R.S. Identification No. of above Person
	BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.

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2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

3,531,155

Owned by

Each

7. Sole Dispositive Power

Reporting 0

Person

8. Shared Dispositive Power

With:

3,531,155

9. Aggregate Amount Beneficially Owned by Each Reporting Person

3,531,155

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

11. Percent of Class Represented by Amount in Row (9)

5.4 %

12. Type of Reporting Person

00

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CUSIP No. 000957100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

142,074

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

142,074

9. Aggregate Amount Beneficially Owned by Each Reporting Person

142,074

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

☐

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11. Percent of Class Represented by Amount in Row (9)

0.2 %

12. Type of Reporting Person

PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

BRIDGE STREET 2015, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) ☐

(b) ☐

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of 0

Shares

Beneficially

6. Shared Voting Power

242,880

Owned by

Each

7. Sole Dispositive Power

Reporting

0

Person

8. Shared Dispositive Power

With:

242,880

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9. Aggregate Amount Beneficially Owned by Each Reporting Person

242,880

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares

[]

11. Percent of Class Represented by Amount in Row (9)

0.4 %

12. Type of Reporting Person

PN

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CUSIP No. 000957100

13G

1. Name of Reporting Person
I.R.S. Identification No. of above Person

BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.

2. Check the Appropriate Box if a Member of a Group

(a) []

(b) []

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

0

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Shares	-----
Beneficially	6. Shared Voting Power
	3,075,166
Owned by	-----
Each	7. Sole Dispositive Power
Reporting	0
Person	-----
With:	8. Shared Dispositive Power
	3,075,166

9.	Aggregate Amount Beneficially Owned by Each Reporting Person
	3,075,166

10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares
	☐

11.	Percent of Class Represented by Amount in Row (9)
	4.7 %

12.	Type of Reporting Person
	PN

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Item 1(a). Name of Issuer:
ABM INDUSTRIES INCORPORATED

Item 1(b). Address of Issuer's Principal Executive Offices:
ONE LIBERTY PLAZA 7th FLOOR
7th Floor
New York
NY
US
10006

Item 2(a). Name of Persons Filing:

THE GOLDMAN SACHS GROUP, INC.
GOLDMAN SACHS & CO. LLC

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Bridge Street 2015 Offshore, L.P.
MBD ADVISORS, L.L.C.
MBD 2015, L.P.
MBD 2015 Offshore, L.P.
Stone Street 2015, L.P.
Stone Street 2015 Offshore, L.P.
BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.
2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.
BRIDGE STREET 2015, L.P.
BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.

Item 2(b). Address of Principal Business Office or, if none, Residence:

The Goldman Sachs Group, Inc.
200 West Street
New York, NY 10282

Goldman Sachs & Co. LLC
200 West Street
New York, NY 10282

Bridge Street 2015 Offshore, L.P.;
MBD ADVISORS, L.L.C.;
MBD 2015, L.P.;
MBD 2015 Offshore, L.P.;
Stone Street 2015, L.P.;
Stone Street 2015 Offshore, L.P.;
BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.;
2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.;
BRIDGE STREET 2015, L.P.;
BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.;
200 West Street
New York, NY 10282

Item 2(c). Citizenship:
THE GOLDMAN SACHS GROUP, INC. - Delaware
GOLDMAN SACHS & CO. LLC - New York
Bridge Street 2015 Offshore, L.P. - Cayman Islands
MBD ADVISORS, L.L.C. - Delaware
MBD 2015, L.P. - Delaware
MBD 2015 Offshore, L.P. - Cayman Islands
Stone Street 2015, L.P. - Delaware
Stone Street 2015 Offshore, L.P. - Cayman Islands
BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C. - Delaware
2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P. - Cayman Islands
BRIDGE STREET 2015, L.P. - Delaware
BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P. - Delaware

Item 2(d). Title of Class of Securities:
Common Stock, \$0.01 par value

Item 2(e). CUSIP Number:
000957100

Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c), check whether the person filing is a:

(a). ☐ Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b). ☐ Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c). ☐ Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d). ☐ Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e). ☐ An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f). ☐ An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g). ☐ A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h). ☐ A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i). ☐ A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j). ☐ A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k). ☐ A group, in accordance with Rule 13d-1(b)(1)(ii)(A) through (K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

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Item 4. Ownership.*

- (a). Amount beneficially owned:
See the response(s) to Item 9 on the attached cover page(s).
- (b). Percent of Class:
See the response(s) to Item 11 on the attached cover page(s).
- (c). Number of shares as to which such person has:
 - (i). Sole power to vote or to direct the vote: See the response(s) to Item 5 on the attached cover page(s).
 - (ii). Shared power to vote or to direct the vote: See the response(s) to Item 6 on the attached cover page(s).
 - (iii). Sole power to dispose or to direct the disposition of: See the response(s) to Item 7 on the attached cover page(s).
 - (iv). Shared power to dispose or to direct the disposition of: See the response(s) to Item 8 on the attached cover page(s).

Item 5. Ownership of Five Percent or Less of a Class.
Not Applicable

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Clients of the Reporting Person(s) have or may have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their accounts. Clients known to have such right or power with respect to more than 5% of the class of securities to which this report relates are:
NONE

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

See Exhibit (99.2)

Item 8. Identification and Classification of Members of the Group.
Not Applicable

Item 9. Notice of Dissolution of Group.
Not Applicable

Item 10. Certification.
By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under Section 240.14a-11.

*In accordance with the Securities and Exchange Commission Release No. 34-39538 (January 12, 1998) (the "Release"), this filing reflects the securities beneficially owned by certain operating units (collectively, the "Goldman Sachs Reporting Units") of The Goldman Sachs Group, Inc. and its subsidiaries and affiliates (collectively, "GSG"). This filing does not reflect securities, if any, beneficially owned by any operating units of GSG whose ownership of securities is disaggregated from that of the Goldman Sachs Reporting Units in accordance with the Release. The Goldman Sachs Reporting Units disclaim beneficial ownership of the securities beneficially owned by (i) any client accounts with respect to which the Goldman Sachs Reporting Units or their employees have voting or investment discretion or both, or with respect to which there are limits on their voting or investment authority or both and (ii) certain investment entities of which the Goldman Sachs Reporting Units act as the general partner, managing general partner or other manager, to the extent interests in such entities are held by persons other than the Goldman Sachs Reporting Units.

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

Date: February 8, 2018

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

Bridge Street 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD ADVISORS, L.L.C.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

Stone Street 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

Stone Street 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

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BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

BRIDGE STREET 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

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INDEX TO EXHIBITS

Exhibit No.	Exhibit
-----	-----
99.1	Joint Filing Agreement
99.2	Item 7 Information
99.3	Power of Attorney, relating to THE GOLDMAN SACHS GROUP, INC.
99.4	Power of Attorney, relating to GOLDMAN SACHS & CO. LLC
99.5	Power of Attorney, relating to Bridge Street 2015 Offshore, L.P.
99.6	Power of Attorney, relating to MBD ADVISORS, L.L.C.
99.7	Power of Attorney, relating to MBD 2015, L.P.
99.8	Power of Attorney, relating to MBD 2015 Offshore, L.P.
99.9	Power of Attorney, relating to Stone Street 2015, L.P.
99.10	Power of Attorney, relating to Stone Street 2015 Offshore, L.P.
99.11	Power of Attorney, relating to BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.
99.12	Power of Attorney, relating to 2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.
99.13	Power of Attorney, relating to

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99.14 BRIDGE STREET 2015, L.P.
Power of Attorney, relating to
BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.

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EXHIBIT (99.1)

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) promulgated under the Securities Exchange Act of 1934, the undersigned agree to the joint filing of a Statement on Schedule 13G (including any and all amendments thereto) with respect to the Common Stock, \$0.01 par value, of ABM INDUSTRIES INCORPORATED and further agree to the filing of this agreement as an Exhibit thereto. In addition, each party to this Agreement expressly authorizes each other party to this Agreement to file on its behalf any and all amendments to such Statement on Schedule 13G.

Date: February 8, 2018

THE GOLDMAN SACHS GROUP, INC.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

GOLDMAN SACHS & CO. LLC

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

Bridge Street 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD ADVISORS, L.L.C.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba
Title: Attorney-in-fact

MBD 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Edgar Filing: ABM INDUSTRIES INC /DE/ - Form SC 13G/A

Title: Attorney-in-fact

Stone Street 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

Stone Street 2015 Offshore, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

2015 EMPLOYEE OFFSHORE AGGREGATOR, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

BRIDGE STREET 2015, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P.

By:/s/ Eddie Arhagba

Name: Eddie Arhagba

Title: Attorney-in-fact

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EXHIBIT (99.2)

ITEM 7 INFORMATION

The securities being reported on by The Goldman Sachs Group, Inc. ("GS Group"), as a parent holding company, are owned by Broad Street Principal Investments Holdings, L.P., Bridge Street 2015, L.P., Stone Street 2015, L.P., MBD 2015, L.P., and 2015 Employee Offshore Aggregator, L.P. (collectively, the "GS Stockholders"), and are owned, or may be deemed to be beneficially owned by Goldman Sachs & Co. LLC ("Goldman Sachs"), a broker or dealer registered under Section 15 of the Act and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940. Each of MBD 2015 Offshore, L.P., Bridge Street 2015 Offshore, L.P., and Stone

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Street 2015 Offshore, L.P. (together with the GS Stockholders, the "GS Investing Entities") are limited partners in 2015 Employee Offshore Aggregator, L.P. MBD Advisors, L.L.C. is a wholly-owned subsidiary of GS Group and is the general partner of MBD 2015, L.P. and MBD 2015 Offshore, L.P., and Bridge Street Opportunity Advisors, L.L.C. is a wholly-owned subsidiary of GS Group and is the general partner of the other GS Investing Entities. Goldman Sachs is a subsidiary of GS Group. Goldman Sachs owns certain of the shares on behalf of managed accounts and is the investment manager of the GS Investing Entities.

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EXHIBIT (99.3)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS THE GOLDMAN SACHS GROUP, INC. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until December 31, 2019 unless earlier revoked by written instrument, or in the event an Attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he or she was appointed Attorney-in-fact prior to December 31, 2019, this Power of Attorney shall cease to have effect in relation to such Attorney-in-fact upon such cessation but shall continue in full force and effect in relation to the remaining Attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke the Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

This Power of Attorney supersedes the Power of Attorney granted by the Company to Annie Hsu, Jeremy Kahn, Abdul Khayum, Jerry Li and Veruna Stanescu on October 21, 2016.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 26, 2017.

THE GOLDMAN SACHS GROUP, INC.

By: /s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and
General Counsel and Secretary of the Corporation

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EXHIBIT (99.4)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS GOLDMAN SACHS & CO. LLC (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until December 31, 2019 unless earlier revoked by written instrument, or in the event an Attorney-in-fact ceases to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates or ceases to perform the function in connection with which he or she was appointed Attorney-in-fact prior to December 31, 2019, this Power of Attorney shall cease to have effect in relation to such Attorney-in-fact upon such cessation but shall continue in full force and effect in relation to the remaining Attorneys-in-fact. The Company has the unrestricted right unilaterally to revoke the Power of Attorney.

This Power of Attorney shall be governed by, and construed in accordance with, the laws of the State of New York, without regard to rules of conflicts of law.

This Power of Attorney supersedes the Power of Attorney granted by the Company to Annie Hsu, Jeremy Kahn, Abdul Khayum, Jerry Li and Veruna Stanescu on October 21, 2016.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 26, 2017.

GOLDMAN SACHS & CO. LLC

By: /s/ Gregory K. Palm

Name: Gregory K. Palm

Title: Executive Vice President and
General Counsel and Secretary of the Corporation

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EXHIBIT (99.5)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS Bridge Street 2015 Offshore, L.P.

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(the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

Bridge Street 2015 Offshore, L.P.

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Eng

Name: William Eng

Title: Authorized Signatory, Vice President

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EXHIBIT (99.6)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS MBD ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

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IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

MBD ADVISORS, L.L.C.

By: /s/ Scott Kilpatrick

Name: Scott Kilpatrick
Title: Authorized Signatory

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EXHIBIT (99.7)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS MBD 2015, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

MBD 2015, L.P.

By: MBD ADVISORS, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng
Title: Authorized Signatory

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EXHIBIT (99.8)

POWER OF ATTORNEY

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KNOW ALL PERSONS BY THESE PRESENTS MBD 2015 Offshore, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each side Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

MBD 2015 Offshore, L.P.

By: MBD ADVISORS, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory

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EXHIBIT (99.9)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS Stone Street 2015, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each side Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an

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employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

Stone Street 2015, L.P.

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory

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EXHIBIT (99.10)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS Stone Street 2015 Offshore, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

Stone Street 2015 Offshore, L.P.

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory

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EXHIBIT (99.11)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C.

By: /s/ Scott Kilpatrick

Name: Scott Kilpatrick

Title: Authorized Signatory, Vice President

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EXHIBIT (99.12)

KNOW ALL PERSONS BY THESE PRESENTS 2015 Employee Offshore Aggregator, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas, acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf, whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company pursuant to Rule 13f-1 or Regulation 13D-G under the Securities Exchange Act of 1934, (as amended, the Act), which may be required of the Company with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each side Attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said Attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

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THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 14th, 2017.

2015 Employee Offshore Aggregator, L.P.

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Y. Eng

Name: William Y. Eng

Title: Authorized Signatory

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EXHIBIT (99.13)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS Bridge Street 2015, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of June 21st, 2017.

Bridge Street 2015, L.P.

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Eng

Name: William Eng

Title: Authorized Signatory, Vice President

EXHIBIT (99.14)

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P. (the "Company") does hereby make, constitute and appoint each of Eddie Arhagba, Abdul Khayum, Jerry Li, and Jose Canas (and any other employee of The Goldman Sachs Group, Inc. or one of its affiliates designated in writing by one of the attorneys-in-fact), acting individually, its true and lawful attorney, to execute and deliver in its name and on its behalf whether the Company is acting individually or as representative of others, any and all filings required to be made by the Company under the Securities Exchange Act of 1934, (as amended, the "Act"), with respect to securities which may be deemed to be beneficially owned by the Company under the Act, giving and granting unto each said attorney-in-fact power and authority to act in the premises as fully and to all intents and purposes as the Company might or could do if personally present by one of its authorized signatories, hereby ratifying and confirming all that said attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

THIS POWER OF ATTORNEY shall remain in full force and effect until either revoked in writing by the undersigned or until such time as the person or persons to whom power of attorney has been hereby granted cease(s) to be an employee of The Goldman Sachs Group, Inc. or one of its affiliates.

IN WITNESS WHEREOF, the undersigned has duly subscribed these presents as of September 18th, 2017.

BROAD STREET PRINCIPAL INVESTMENTS HOLDINGS, L.P

By: BRIDGE STREET OPPORTUNITY ADVISORS, L.L.C., its general partner

By: /s/ William Eng

Name: William Eng

Title: Authorized Signatory, Vice President