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**Section 1: SC 13D (SC 13D)**

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**SCHEDULE 13D**

**THE SECURITIES EXCHANGE ACT OF 1934  
(Amendment No. )\***

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**BLUEROCK RESIDENTIAL GROWTH REIT, INC.**  
(Name of Issuer)

**Class A Common Stock**  
(Title of Class of Securities)

**09627J102**  
(CUSIP Number)

**John W. McCullough, Esq.**  
**c/o Harbert Special Opportunity Fund, LP**  
**2100 Third Avenue North Suite 600**  
**Birmingham, AL 35203**  
**Telephone Number 205-987-5576**  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

**October 17, 2018**  
(Date of Event Which Requires Filing of this Statement)

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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 ss.240.13d-1 (e), 240.13d-1(f) or 240.13d-1(g), check the following box .

\* 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.

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1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Harbert Special Opportunity Fund, LP	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*  WC	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0
	8.	SHARED VOTING POWER  1,348,384
	9.	SOLE DISPOSITIVE POWER  0
	10.	SHARES DISPOSITIVE POWER  1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.69%	
14.	TYPE OF REPORTING PERSON*  PN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Harbert Special Opportunity Fund GP, LLC	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*  AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  Delaware	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0
	8.	SHARED VOTING POWER  1,348,384
	9.	SOLE DISPOSITIVE POWER  0
	10.	SHARES DISPOSITIVE POWER  1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.69%	
14.	TYPE OF REPORTING PERSON*  OO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Harbert Fund Advisors, Inc.	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*  AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0
	8.	SHARED VOTING POWER  1,348,384
	9.	SOLE DISPOSITIVE POWER  0
	10.	SHARES DISPOSITIVE POWER  1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.69%	
14.	TYPE OF REPORTING PERSON*  IA, CO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Harbert Management Corporation	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*	
	AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Alabama	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0
	8.	SHARED VOTING POWER  1,348,384
	9.	SOLE DISPOSITIVE POWER  0
	10.	SHARES DISPOSITIVE POWER  1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.69%	
14.	TYPE OF REPORTING PERSON*	
	CO	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Jack Bryant	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*	
	AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER
		0
	8.	SHARED VOTING POWER
		1,348,384
	9.	SOLE DISPOSITIVE POWER
		0
	10.	SHARES DISPOSITIVE POWER
		1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.69%	
14.	TYPE OF REPORTING PERSON*	
	IN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Todd N. Jordan	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*  AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION  United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER  0
	8.	SHARED VOTING POWER  1,348,384
	9.	SOLE DISPOSITIVE POWER  0
	10.	SHARES DISPOSITIVE POWER  1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)  5.69%	
14.	TYPE OF REPORTING PERSON*  IN	

1.	NAME OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)	
	Raymond Harbert	
2.	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) <input type="checkbox"/> (b) <input type="checkbox"/>	
3.	SEC USE ONLY	
4.	SOURCE OF FUNDS*	
	AF	
5.	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) <input type="checkbox"/>	
6.	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States of America	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7.	SOLE VOTING POWER
		0
	8.	SHARED VOTING POWER
		1,348,384
	9.	SOLE DISPOSITIVE POWER
		0
	10.	SHARES DISPOSITIVE POWER
		1,348,384
11.	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,348,384	
12.	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES* <input type="checkbox"/>	
13.	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	5.69%	
14.	TYPE OF REPORTING PERSON*	
	IN	



Item 1. Security and Issuer.

The name of the issuer is Bluerock Residential Growth REIT, Inc., a Maryland corporation (the "Issuer"). The address of the Issuer's principal executive offices is 712 Fifth Avenue, 9th Floor, New York, NY 10019, United States of America. This Schedule 13D relates to the Issuer's Class A Common Stock (the "Shares").

Item 2. Identity and Background.

- (a), (f) This Schedule 13D is being filed jointly by (i) Harbert Special Opportunity Fund, LP, a Delaware limited partnership (the "Fund"), (ii) Harbert Special Opportunity Fund GP, LLC, a Delaware limited liability company (the "Fund GP"), (iii) Harbert Fund Advisors, Inc., an Alabama corporation ("HFA"), (iv) Harbert Management Corporation, an Alabama corporation ("HMC"), (v) Jack Bryant, a United States citizen, (vi) Todd N. Jordan, a United States citizen and (vii) Raymond Harbert, a United States citizen (collectively the "Reporting Persons").
- (b) The principal business address for each of the Reporting Persons is 2100 Third Avenue North, Suite 600, Birmingham, Alabama 35203.
- (c) Jack Bryant and Todd N. Jordan, are managing directors of the Fund GP, which serves as general partner of the Fund. Raymond Harbert is the controlling shareholder, Chairman and Chief Executive Officer of HMC, an alternative asset investment management firm that is the managing member of the Fund GP. Mr. Harbert also serves as the Chairman, Chief Executive Officer and Director of HFA, an indirect, wholly owned subsidiary of HMC, which provides the Fund with certain operational and administrative services. The principal business of the Fund is purchasing, holding and selling securities for investment purposes.
- (d) None of the Reporting Persons have, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).
- (e) None of the Reporting Persons have, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding were or are subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, Federal or state securities laws or finding any violation with respect to such laws.

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

The funds for the purchase of the Shares by the Fund came from the working capital of the Fund, over which HFA, HMC, the Fund GP, Jack Bryant, Todd N. Jordan and Raymond Harbert, through their roles described above in Item 2(c), exercise investment discretion. No borrowed funds were used to purchase the Shares, other than borrowed funds used for working capital purposes in the ordinary course of business. The total costs of the Shares directly owned by Harbert Special Opportunity Fund, LP is approximately \$12,372,411.21.

Item 4. Purpose of Transaction.

The Reporting Persons originally purchased the securities of the Issuer (the "Shares") reported herein based on their belief that the securities were undervalued and represented an attractive investment opportunity. Depending upon overall market conditions, other investment opportunities available to the Reporting Persons, and the availability of Shares at prices that would make the purchase or sale of Shares desirable, the Reporting Persons may endeavor to increase or decrease their position in the Issuer through, among other things, the purchase or sale of Shares on the open market or in private transactions or otherwise, on such terms and at such times as the Reporting Persons may deem advisable.

The Reporting Persons believe that the Issuer has struggled to generate meaningful long-term shareholder value, as measured by total return since the Issuer's initial public offering, relative performance to its peer group, and the sustained discount to net asset value. The Reporting Persons or their representatives have attempted to engage with management of the Issuer to discuss the reasons for this underperformance and to propose a potential solution. More specifically, the Reporting Persons firmly believe the status quo will result in continued underperformance, and that a sale of the Issuer is in the best interest of shareholders. To that end, the Fund recently made a bona-fide non-binding proposal to acquire the Issuer in an all-cash transaction at a substantial premium to the 60-day moving average, which was later revised to offer an even higher premium, subject to confirmatory due diligence (the "Proposals"). The Issuer's Board of Directors (the "Board") summarily rejected the Proposals without any substantive discussion with the Fund, and, as a result, the Fund withdrew its Proposals in their entirety.

The Reporting Persons believe transparency and dialogue with shareholders is a pillar of corporate governance best practices and a key ingredient for long-term outperformance. The Reporting Persons sincerely hope that the Issuer's Board will immediately engage with the Reporting Persons, as one of the Issuer's largest institutional investors, in good faith, in order to work collaboratively to unlock the true value of the Issuer in the near future.

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The Reporting Persons do not have any present plan or proposal which would relate to or result in any of the matters set forth in subparagraphs (a)—(j) of Item 4 of Schedule 13D except as set forth herein or such as would occur upon or in connection with completion of, or following, any of the actions discussed herein. The Reporting Persons intend to review their investment in the Issuer on a continuing basis. Depending on various factors including, without limitation, the Issuer's financial position and investment strategy, the price levels of the Shares, conditions in the securities markets and general economic and industry conditions, the Reporting Persons may in the future take such actions with respect to their investment in the Issuer as they deem appropriate including, without limitation, making another offer to acquire the Issuer, engaging in communications with management and the Board, engaging in discussions with stockholders of the Issuer and others about the Issuer and the Reporting Persons' investment, making proposals to the Issuer concerning changes to the capitalization, ownership structure, including a sale of the Issuer as a whole or in parts, board structure (including board composition) or operations of the Issuer, purchasing additional Shares or other instruments that are based on or relate to the value of the Shares, selling some or all of their Shares or other securities in the open market or otherwise, engaging in short selling of or any hedging or similar transaction with respect to the Shares, or changing their intention with respect to any and all matters referred to in Item 4.

Item 5. Interest in Securities of the Issuer.

(a)—(e) As of the date hereof, HFA, HMC, Fund GP, the Fund, Jack Bryant, Todd N. Jordan and Raymond Harbert may be deemed to be the beneficial owners of 1,348,384 Shares, which constitutes 5.69% of the Shares, based upon 23,672,080\* shares outstanding as of the date hereof.

HFA has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

HMC has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

The Fund GP has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

The Fund has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

Jack Bryant has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

Todd N. Jordan has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

Raymond Harbert has the sole power to vote or direct the vote of 0 Shares; has the shared power to vote or direct the vote of 1,348,384 Shares; has the sole power to dispose or direct the disposition of 0 Shares; and has the shared power to dispose or direct the disposition of 1,348,384 Shares.

The transactions by the Reporting Persons in the securities of the Issuer during the past sixty days are set forth in Exhibit B. All such transactions were carried out in open market transactions.

\*This outstanding Shares figure reflects the number of outstanding Shares at 23,672,080, as reported in the Issuer's Form 8-K, filed on October 10, 2018.

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

There are no contracts, arrangements, understandings or relationships among the Reporting Persons, or between the Reporting Persons and any other person, with respect to the securities of the Issuer.

Item 7. Material to be Filed as Exhibits.

Exhibit A: Joint Filing Agreement.

Exhibit B: Schedule of Transactions in Shares.

SIGNATURE

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.

October 29, 2018

(Date)

Harbert Special Opportunity Fund, LP

By: Harbert Special Opportunity Fund GP, LLC,  
its General Partner

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Special Opportunity Fund GP, LLC\*

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Fund Advisors, Inc.\*

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Management Corporation\*

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

/s/ Jack Bryant\*  
Jack Bryant

/s/ Todd N. Jordan\*  
Todd N. Jordan

/s/ Raymond Harbert\*  
Raymond Harbert

\* This reporting person disclaims beneficial ownership of these reported securities except to the extent of its pecuniary interest therein, and this report shall not be deemed an admission that any such person is the beneficial owner of these securities for purposes of Section 16 of the U.S. Securities Exchange Act of 1934, as amended, or for any other purpose.

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

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## Section 2: EX-99.A (EX-99.A)

Exhibit A

AGREEMENT

The undersigned agree that this Schedule 13D, dated October 29, 2018, relating to the Class A Common Stock of Bluerock Residential Growth Reit, Inc. shall be filed on behalf of the undersigned.

October 29, 2018

(Date)

Harbert Special Opportunity Fund, LP

By: Harbert Special Opportunity Fund GP, LLC,  
its General Partner

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Special Opportunity Fund GP, LLC

By: Harbert Management Corporation,  
its Managing Member

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Fund Advisors, Inc.

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

Harbert Management Corporation

By: /s/ John McCullough  
Executive Vice President and  
General Counsel

/s/ Jack Bryant  
Jack Bryant

/s/ Todd N. Jordan  
Todd N. Jordan

/s/ Raymond Harbert  
Raymond Harbert

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## Section 3: EX-99.B (EX-99.B)

Exhibit B

### Schedule of Transactions in Shares

Date of Transaction	Title of Class	Number of Shares Acquired	Number of Shares Disposed	Price Per Share
8/31/2018	Class A Common Stock	14,310		9.7854
9/4/2018	Class A Common Stock	19,335		9.7493
9/5/2018	Class A Common Stock	2,800		9.7979
9/6/2018	Class A Common Stock	2,300		9.7910
9/7/2018	Class A Common Stock	12,490		9.7581
9/14/2018	Class A Common Stock	6,500		9.8954
9/17/2018	Class A Common Stock	2,935		9.8500
9/18/2018	Class A Common Stock	2,000		9.9400
9/18/2018	Class A Common Stock	578		9.9287
9/19/2018	Class A Common Stock	5,000		9.8500
9/24/2018	Class A Common Stock	4,600		9.8491
9/25/2018	Class A Common Stock	700		9.8700
9/26/2018	Class A Common Stock	5,000		9.7997
9/26/2018	Class A Common Stock	5,000		9.7000
10/4/2018	Class A Common Stock	7,000		9.4497
10/17/2018	Class A Common Stock	31,439		8.8925

10/18/2018	Class A Common Stock	15,866	8.8976
10/19/2018	Class A Common Stock	20,129	8.9289
10/22/2018	Class A Common Stock	12,497	8.9279
10/23/2018	Class A Common Stock	18,406	8.8996
10/24/2018	Class A Common Stock	10,000	9.1000
10/25/2018	Class A Common Stock	14,394	9.0500
10/25/2018	Class A Common Stock	9,700	9.0400
10/26/2018	Class A Common Stock	20,000	9.0185
10/26/2018	Class A Common Stock	10,194	8.9849
10/29/2018	Class A Common Stock	11,699	9.2923
10/29/2018	Class A Common Stock	1,100	9.2745

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