

BLACKHAWK NETWORK HOLDINGS, INC
Form SC 13D
February 15, 2018

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

Blackhawk Network Holdings, Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

09238E104
(CUSIP Number)

David Goldman
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-5000
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 5, 2018
(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 .

CUSIP No. 09238E104

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Gabelli Funds, LLC
 I.D. No. 13-4044523
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 00-Funds of investment
 advisory clients

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 New York

Number Of :7 Sole voting power

Shares : 1,873,268 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 1,873,268 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

1,873,268 (Item 5)
12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)
13 Percent of class represented
by amount in row (11)

3.36%
14 Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

2

CUSIP No. 09238E104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

GAMCO Asset

Management Inc. I.D. No.
13-4044521

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)

00-Funds of investment
advisory clients

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
New York

Number Of :⁷ Sole voting power

Shares : 614,843 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 680,543 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 680,543 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 1.22%
Type of reporting person
(SEE INSTRUCTIONS)
IA, CO

3

CUSIP No. 09238E104

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 Gabelli & Company
Investment Advisers, Inc.
I.D. No.

13-3379374

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

2 (b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
00 – Client funds

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power

Shares : 581,120 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 581,120 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12 581,120 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 1.04%
Type of reporting person
(SEE INSTRUCTIONS)
HC, CO, IA

4

CUSIP No. 09238E104

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 MJG Associates, Inc.
 I.D. No.

06-1304269

2 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 00-Client Funds

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 Connecticut

Number Of :7 Sole voting power

Shares : 3,000 (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : 3,000 (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

12 3,000 (Item 5)
Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

14 0.01%
Type of reporting person
(SEE INSTRUCTIONS)
CO

5

CUSIP No. 09238E104

1 Names of reporting persons
 I.R.S. identification nos. of
 above persons (entities only)
 Gabelli Foundation,
 Inc. I.D. No. 94-2975159
 Check the appropriate box if
 a member of a group (SEE
 INSTRUCTIONS) (a)

2
 (b)

3 Sec use only

4 Source of funds (SEE
 INSTRUCTIONS)
 WC

5 Check box if disclosure of
 legal proceedings is required
 pursuant to items 2 (d) or 2
 (e)

6 Citizenship or place of
 organization
 NV

Number Of :⁷ Sole voting power

Shares : 10,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 10,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
 beneficially owned by each
 reporting person

10,000 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.02%

14 Type of reporting person
(SEE INSTRUCTIONS)

00-Private Foundation

6

CUSIP No. 09238E104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

GGCP, Inc. I.D. No.
13-3056041

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
WC

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Wyoming

Number Of :⁷ Sole voting power

Shares : 5,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 5,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

5,000 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.01%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

7

CUSIP No. 09238E104

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 GAMCO Investors,
 Inc.

I.D. No. 13-4007862
Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
None

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power
 :

Shares : None (Item 5)
 :

Beneficially :⁸ Shared voting power
 :

Owned : None
 :

By Each : ⁹ Sole dispositive power
 :

Reporting : None (Item 5)
 :

Person : ¹⁰ Shared dispositive power
 :

With : None
 :

11 Aggregate amount
 beneficially owned by each
 reporting person

None (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS)

13 Percent of class represented
by amount in row (11)

0.00%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

8

CUSIP No. 09238E104

Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

1 Associated Capital
Group, Inc.

I.D. No. 47-3965991

Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
WC

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
Delaware

Number Of :⁷ Sole voting power

Shares : 12,600 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 12,600 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

12,600 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares
(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.02%

14 Type of reporting person
(SEE INSTRUCTIONS)
HC, CO

9

CUSIP No. 09238E104

1 Names of reporting persons
I.R.S. identification nos. of
above persons (entities only)

Mario J. Gabelli

2 Check the appropriate box if
a member of a group (SEE
INSTRUCTIONS) (a)

(b)

3 Sec use only

4 Source of funds (SEE
INSTRUCTIONS)
PF

5 Check box if disclosure of
legal proceedings is required
pursuant to items 2 (d) or 2
(e)

6 Citizenship or place of
organization
USA

Number Of :⁷ Sole voting power

Shares : 23,000 (Item 5)

Beneficially :⁸ Shared voting power

Owned : None

By Each :⁹ Sole dispositive power

Reporting : 23,000 (Item 5)

Person :¹⁰ Shared dispositive power

With : None

11 Aggregate amount
beneficially owned by each
reporting person

23,000 (Item 5)

12 Check box if the aggregate
amount in row (11) excludes
certain shares

(SEE INSTRUCTIONS) X

13 Percent of class represented
by amount in row (11)

0.04%

14 Type of reporting person
(SEE INSTRUCTIONS)

IN

10

Item 1. Security and Issuer

The class of equity securities to which this statement on Schedule 13D relates is the Common Stock of Blackhawk Network Holdings, Inc. (the "Issuer"), a Delaware corporation with principal offices located at 6220 Stoneridge Mall Road, Pleasanton, California 94588.

Item 2. Identity and Background

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities, except for LICT Corporation ("LICT"), CIBL, Inc. ("CIBL") and ICTC Group, Inc. ("ICTC"), engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Associated Capital Group, Inc. ("AC"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli & Company Investment Advisers, Inc. ("GCIA"), G.research, LLC ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), Mario Gabelli, LICT, CIBL and ICTC. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL and AC. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those named below. AC, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including certain of those listed below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GCIA, a wholly owned subsidiary of AC, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GCIA may purchase or sell securities for its own account. GCIA is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., and Gabelli Multimedia Partners, L.P. G.research, a wholly owned subsidiary of GCIA, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The Gabelli Global Content & Connectivity Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The Gabelli International Small Cap Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli ESG Fund, Inc., The Gabelli Healthcare & Wellness^{Rx} Trust, The Gabelli Global Small and Mid Cap Value Trust, Gabelli Value Plus+ Trust, Gabelli Merger Plus+ Trust, The Gabelli Go Anywhere Trust, Bancroft Fund Ltd. and Ellsworth Growth & Income Fund Ltd. (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to the Gabelli Media Mogul NextShares, the Gabelli Food of All Nations NextShares and The GAMCO International SICAV (sub-funds GAMCO Merger Arbitrage and GAMCO All Cap Value), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mitessm Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, The TETON Westwood Mid-Cap Equity Fund, and The TETON Westwood Intermediate Bond Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

LICT is a holding company with operating subsidiaries engaged primarily in the rural telephone industry. LICT actively pursues new business ventures and acquisitions. LICT makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is the Chief Executive Officer, a director, and substantial shareholder of LICT.

ICTC is a holding company with subsidiaries in voice, broadband and other telecommunications services, primarily in the rural telephone industry. ICTC makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of ICTC.

CIBL is a holding company with interests in telecommunications operations, primarily in the rural telephone industry. CIBL actively pursues new business ventures and acquisitions. CIBL makes investments in marketable securities to preserve capital and maintain liquidity for financing their business activities and acquisitions and are not engaged in the business of investing, or trading in securities. Mario J. Gabelli is a director, and substantial shareholder of CIBL. Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. He is the Executive Chairman of AC. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO is a New York corporation and GBL, AC, GCIA, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. G.research is a Delaware limited liability company having its principal officers at One Corporate Center, Rye, New York 10580. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501. LICT is a Delaware corporation having its principal place of

business as 401 Theodore Fremd Avenue, Rye, New York 10580. CIBL, Inc. is a Delaware corporation having its principal place of business as 165 West Liberty Street, Suite 220, Reno, NV 89501. ICTC Group Inc. is a Delaware corporation having its principal place of business as 556 Main Street, Nome, North Dakota 58062.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons used an aggregate of approximately \$128,920,953 to purchase the Securities reported as beneficially owned in Item 5. GAMCO and Gabelli Funds used approximately \$26,933,847 and \$73,495,821, respectively, of funds that were provided through the accounts of certain of their investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the Securities for such clients. GCIA used approximately \$26,081,500 of client funds to purchase the Securities reported by it. MJG Associates used approximately \$134,816 of client funds to purchase the Securities reported by it. AC used approximately \$564,431 of its working capital to purchase the Securities reported by it. Mario Gabelli used approximately \$1,034,213 of private funds to purchase the Securities reported by him. Foundation used approximately \$450,550 of funds of a private entity to purchase the Securities reported by it. GGCP used approximately \$225,775 of working capital to purchase the Securities reported by it.

Item 4. Purpose of Transaction

Each of the Reporting Persons has purchased and holds the Securities reported by it for investment for one or more accounts over which it has shared, sole, or both investment and/or voting power, for its own account, or both.

The Reporting Persons are engaged in the business of securities analysis and investment. The Reporting Persons analyze the operations, capital structure and markets of companies in which they invest, including the Issuer, on a continuous basis through analysis of documentation and discussions with knowledgeable industry and market observers and with representatives of such companies (often at the invitation of management). As a result of these analytical activities one or more of the Reporting Persons may issue analysts reports, participate in interviews or hold discussions with third parties, with management or with Directors in which the Reporting Person may suggest or take a position with respect to potential changes in the operations, management or capital structure of such companies as a means of enhancing shareholder values. Such suggestions or positions may relate to one or more of the transactions specified in clauses (a) through (j) of Item 4 of Schedule 13D including, without limitation, such matters as disposing of one or more businesses, selling the company or acquiring another company or business, changing operating or marketing strategies, adopting or not adopting, certain types of anti-takeover measures and restructuring the company's capitalization or dividend policy.

Each of the Reporting Persons intends to adhere to the foregoing investment philosophy with respect to the Issuer. However, none of the Reporting Persons intends to seek control of the Issuer or participate in the management of the Issuer, and any Reporting Person that is registered as an investment company under the Company Act will participate in such a transaction only following receipt of an exemption from the SEC under Rule 17d-1 under the Company Act, if required, and in accordance with other applicable law. In pursuing this investment philosophy, each Reporting Person will continuously assess the Issuer's business, financial condition, results of operations and prospects, general economic conditions, the securities markets in general and those for the Issuer's securities in particular, other developments and other investment opportunities, as well as the investment objectives and diversification requirements of its shareholders or clients and its fiduciary duties to such shareholders or clients. Depending on such assessments, one or more of the Reporting Persons may acquire additional Securities or may determine to sell or otherwise dispose of all or some of its holdings of Securities. Although the Reporting Persons share the same basic investment philosophy and although most portfolio decisions are made by or under the supervision of Mario Gabelli, the investment objectives and diversification requirements of various clients differ from those of other clients so that

one or more Reporting Persons may be acquiring Securities while others are disposing of Securities. With respect to voting of the Securities, the Reporting Persons have adopted general voting policies relating to voting on specified issues affecting corporate governance and shareholder values. Under these policies, the Reporting Persons generally vote all securities over which they have voting power in favor of cumulative voting, financially reasonable golden parachutes, one share one vote, management cash incentives and pre-emptive rights and against greenmail, poison pills, supermajority voting, blank check preferred stock and super-dilutive stock options. Exceptions may be made when management otherwise demonstrates superior sensitivity to the needs of shareholders. In the event that the aggregate voting position of all Reporting Persons exceeds 25% of the total voting position of the Issuer, one or more of the filing persons may transfer voting and/or dispositive power over shares to independent committees of directors or the owners of such shares. Such committees vote and/or consider disposition of such shares independently of the Reporting Persons.

Each of the Covered Persons who is not a Reporting Person has purchased the Securities reported herein as beneficially owned by him for investment for his own account or that of one or more members of his immediate family. Each such person may acquire additional Securities or dispose of some or all of the Securities reported herein with respect to him.

Other than as described above, none of the Reporting Persons and none of the Covered Persons who is not a Reporting Person has any present plans or proposals which relate to or would result in any transaction, change or event specified in clauses (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest In Securities Of The Issuer

(a) The aggregate number of Securities to which this Schedule 13D relates is 3,188,531 shares, representing 5.71% of the 55,824,265 shares outstanding as reported in the Issuer's most recently filed Agreement and Plan of Merger as of January 12, 2018. The Reporting Persons beneficially own those Securities as follows:

Name	Shares of Common Stock	% of Class of Common
GAMCO	680,543	1.22%
Gabelli Funds	1,873,268	3.36%
GCIA	581,120	1.04%
MJG Associates	3,000	0.01%
AC	12,600	0.02%
Mario Gabelli	23,000	0.04%
GGCP	5,000	0.01%
Foundation	10,000	0.02%

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GCIA is deemed to have beneficial ownership of the Securities owned beneficially by G.research. AC, GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that, (i) GAMCO does not have the authority to vote 65,700 of the reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total

voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, AC, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(d) The investment advisory clients of, or partnerships managed by, GAMCO, Gabelli Funds, Teton Advisors and MJG Associates have the sole right to receive and, subject to the notice, withdrawal and/or termination provisions of such advisory contracts and partnership arrangements, the sole power to direct the receipt of dividends from, and the proceeds of sale of, any of the Securities beneficially owned by such Reporting Persons on behalf of such clients or partnerships. Except as noted, no such client or partnership has an interest by virtue of such relationship that relates to more than 5% of the Securities.

(e) Not applicable.

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

The powers of disposition and voting of Gabelli Funds, Teton Advisors, GAMCO, GCIA and MJG Associates with respect to Securities owned beneficially by them on behalf of their investment advisory clients, and of MJG Associates and GCIA with respect to Securities owned beneficially by them on behalf of the partnerships or corporations which they directly or indirectly manage, are held pursuant to written agreements with such clients, partnerships and funds.

Item 7. Material to be Filed as an Exhibit

The following Exhibit A is attached hereto. The following Exhibit B is incorporated by reference to Exhibit B in the Initial Schedule 13D of the Reporting Persons with respect to Lincare Holdings Inc.

Exhibit A: Joint Filing Agreement

Exhibit B: Powers of Attorney to David M. Goldman and Douglas R. Jamieson from Mario J. Gabelli individually and/or as an executive officer or director of any entity of which Mr. Gabelli serves.

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.

Dated: February 15, 2018

GGCP, INC.
MARIO J. GABELLI
MJG ASSOCIATES, INC.
GABELLI FOUNDATION, INC.

By: /s/ David Goldman

David Goldman
Attorney-in-Fact

GABELLI FUNDS, LLC

By: /s/ David Goldman

David Goldman
General Counsel – Gabelli Funds, LLC
Counsel-Teton Advisors, Inc.

GAMCO INVESTORS, INC.

By: /s/ Kevin Handwerker

Kevin Handwerker
General Counsel & Secretary – GAMCO Investors, Inc.

ASSOCIATED CAPITAL GROUP, INC.
GAMCO ASSET MANAGEMENT INC.
GABELLI & COMPANY INVESTMENT ADVISERS, INC.

By: /s/ Douglas R. Jamieson

Douglas R. Jamieson
President & Chief Executive Officer – Associated Capital
Group, Inc.
President – GAMCO Asset Management Inc.
President – Gabelli & Company Investment Advisers, Inc.

SCHEDULE I

Information with Respect to Executive
Officers and Directors of the Undersigned

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli & Company Investment Advisers, Inc., G.research, LLC, Teton Advisors, Inc., Associated Capital Group, Inc. or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

Edwin L. Artzt
Former Chairman and Chief Executive Officer
Procter & Gamble Company
900 Adams Crossing
Cincinnati, OH 45202

Raymond C. Avansino
Chairman & Chief Executive Officer
E.L. Wiegand Foundation
165 West Liberty Street
Reno, NV 89501

Leslie B. Daniels
Director
c/o GAMCO Investors, Inc.
One Corporate Center
Rye, NY 10580

Mario J. Gabelli
Chief Executive Officer and Chief Investment Officer of GGCP, Inc.
Chairman & Chief Executive Officer of GAMCO Investors, Inc.
Executive Chairman & Chief Executive Officer of Associated Capital Group, Inc.
Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.

Elisa M. Wilson
Director
c/o GAMCO Investors, Inc.
One Corporate Center
Rye, NY 10580

Eugene R. McGrath
Former Chairman and Chief Executive Officer
Consolidated Edison, Inc.
4 Irving Place
New York, NY 10003

Robert S. Prather
President & Chief Executive Officer
Heartland Media, LLC
1843 West Wesley Road
Atlanta, GA 30327

Officers:

Mario J. Gabelli
Chairman and Chief Executive Officer

Henry G. Van der Eb
Senior Vice President

Bruce N. Alpert
Senior Vice President

Agnes Mullady
Senior Vice President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

GAMCO Asset Management
Inc.

Directors:

Douglas R. Jamieson
Regina M. Pitaro
William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson President, Chief Operating Officer and Managing Director

David Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC

Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios

Bruce N. Alpert Executive Vice President and Chief Operating Officer

Agnes Mullady President and Chief Operating Officer – Open End Fund Division

David Goldman General Counsel

Gabelli Foundation, Inc.

Officers:

Mario J. Gabelli Chairman, Trustee & Chief Investment Officer

Elisa M. Wilson President

Marc Gabelli Trustee

Matthew R. Gabelli Trustee

Michael Gabelli Trustee

MJG-IV Limited Partnership

Officers:

Mario J. Gabelli General Partner

GGCP, Inc.

Directors:

Mario J. Gabelli
Chief Executive
Officer and Chief
Investment
Officer of GGCP,
Inc.
Chairman &
Chief Executive
Officer of
GAMCO
Investors, Inc.
Executive
Chairman &
Chief Executive
Officer of
Associated
Capital Group,
Inc.
Director/Trustee
of all registered
investment
companies
advised by
Gabelli Funds,
LLC.

Marc Gabelli
President – GGCP,
Inc.

Matthew R. Gabelli
Vice President –
Trading
G.research, Inc.
One Corporate
Center
Rye, NY 10580

Michael Gabelli
President & COO
Gabelli &
Partners, LLC
One Corporate
Center
Rye, NY 10580

Frederic V. Salerno Chairman

Former Vice
Chairman and
Chief Financial
Officer
Verizon
Communications

Vincent S. Tese Executive
Chairman – FCB
Financial Corp

Officers:

Mario J. Gabelli Chief Executive
Officer and Chief
Investment
Officer

Marc Gabelli President
Vice President,

Silvio A. Berni Assistant
Secretary and
Controller

GGCP Holdings LLC

Members:

GGCP, Inc. Manager and
Member

Mario J. Gabelli Member

Teton Advisors, Inc.

Directors:

Stephen G. Bondi

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Nicholas F. Galluccio See above

Michael J. Mancuso Chief Financial Officer

Tiffany Hayden Secretary

Associated Capital Group, Inc.

Directors:

Mario J. Gabelli	Chief Executive Officer and Chief Investment Officer of GGCP, Inc. Chairman & Chief Executive Officer of GAMCO Investors, Inc. Executive Chairman of Associated Capital Group, Inc. Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC.
Richard L. Bready	Former Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903
Douglas R. Jamieson	President and Chief Executive Officer
Bruce Lisman	Former Chairman - JP Morgan – Global Equity Division
Daniel R. Lee	Chief Executive Officer Full House Resorts, Inc. 4670 South Ford Apache Road, Suite 190 Las Vegas, NV 89147
Salvatore F. Sodano	Vice Chairman of the Board
Frederic V. Salerno	See above
Officers:	
Mario J. Gabelli	Executive Chairman
Douglas R. Jamieson	President and Chief Executive Officer
Francis J. Conroy	Interim Chief Financial Officer
Kevin Handwerker	Executive Vice President, General Counsel and Secretary
David Fitzgerald	Assistant Secretary

Gabelli & Company Investment Advisers,

Inc.

Directors:

Douglas R. Jamieson

Officers:

Douglas R. Jamieson Chief Executive Officer and President

Kevin Handwerker Executive Vice President, General Counsel and Secretary

David Fitzgerald Assistant Secretary

G.research, LLC

Officers:

Cornelius V. McGinity President

Maria Gigi Controller and Financial Operations Principal

Bruce N. Alpert Vice President

Douglas R. Jamieson Secretary

Kevin Handwerker Assistant Secretary

David Fitzgerald Assistant Secretary

Josephine D. LaFauci Chief Compliance Officer

SCHEDULE II
 INFORMATION WITH RESPECT TO
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

DATE	SHARES PURCHASED SOLD(-)	AVERAGE PRICE(2)
------	-----------------------------	---------------------

COMMON STOCK-BLACKHAWK NETWORK HOLDINGS, INC.

GABELLI FOUNDATION, INC.

1/17/18	10,000	45.0550
---------	--------	---------

MARIO J. GABELLI

1/17/18	3,000	45.0550
---------	-------	---------

1/17/18	2,000	45.0560
---------	-------	---------

1/17/18	4,000	45.0700
---------	-------	---------

1/16/18	14,000	44.9040
---------	--------	---------

GABELLI & COMPANY INVESTMENT ADVISERS, INC.

2/14/18	200	44.7330
---------	-----	---------

2/14/18	3,800	44.7700
---------	-------	---------

2/09/18	3,500	44.9000
---------	-------	---------

2/09/18	7,100	44.7905
---------	-------	---------

2/08/18	7,100	44.8894
---------	-------	---------

2/07/18	2,700	44.9799
---------	-------	---------

2/06/18	10,600	44.9612
---------	--------	---------

2/05/18	1,000	45.1243
---------	-------	---------

2/02/18	12,100	45.1995
---------	--------	---------

2/01/18	300	45.2550
---------	-----	---------

1/31/18	1,000	45.2909
---------	-------	---------

1/30/18	5,900	45.3360
---------	-------	---------

1/24/18	1,000	46.3200
---------	-------	---------

1/23/18	14,000-	46.3858
---------	---------	---------

1/22/18	1,800	45.1110
---------	-------	---------

1/19/18	1,000	45.1620
---------	-------	---------

1/19/18	6,600	45.1003
---------	-------	---------

1/18/18	23,000	45.1563
---------	--------	---------

1/17/18	2,600	45.0200
---------	-------	---------

1/17/18	3,500	45.0440
---------	-------	---------

1/16/18	2,000	45.0120
---------	-------	---------

1/16/18	63,100	44.9862
---------	--------	---------

1/16/18	293,419	45.0092
---------	---------	---------

ALCE PARTNERS

2/09/18	500	44.9000
---------	-----	---------

1/24/18	1,000	46.3120
---------	-------	---------

1/16/18	1,000	45.0120
---------	-------	---------

GABELLI ASSOCIATES LIMITED II E

2/14/18	100	44.7330
---------	-----	---------

2/14/18	1,800	44.7700
---------	-------	---------

2/09/18	3,300	44.7905
---------	-------	---------

Edgar Filing: BLACKHAWK NETWORK HOLDINGS, INC - Form SC 13D

2/08/18	3,300	44.8894
2/07/18	1,300	44.9799
2/06/18	5,000	44.9612
2/05/18	500	45.1243
2/02/18	5,700	45.1995
1/31/18	500	45.2909
1/30/18	2,500	45.3360
1/23/18	6,600-	46.3858
1/22/18	1,000	45.1110
1/19/18	3,000	45.1003
1/18/18	10,900	45.1563
1/17/18	1,600	45.0440
1/17/18	1,300	45.0200
1/16/18	29,700	44.9862

GABELLI ASSOCIATES LIMITED

2/14/18	4,100	44.7700
2/14/18	200	44.7330
2/09/18	7,800	44.7905
2/08/18	7,900	44.8894
2/07/18	3,300	44.9799
2/06/18	11,600	44.9612
2/05/18	1,300	45.1243
2/02/18	13,200	45.1995
2/01/18	300	45.2550
1/31/18	1,043	45.2909
1/30/18	6,100	45.3360
1/23/18	15,400-	46.3858
1/22/18	2,100	45.1110
1/19/18	7,200	45.1003
1/18/18	25,400	45.1563
1/17/18	3,700	45.0440
1/17/18	3,000	45.0200
1/16/18	69,517	44.9862

GABELLI ASSOCIATES FUND II

2/14/18	1,500	44.7700
2/14/18	100	44.7330
2/09/18	2,700	44.7905
2/08/18	2,700	44.8894
2/07/18	1,100	44.9799
2/06/18	4,000	44.9612
2/05/18	400	45.1243
2/02/18	4,700	45.1995
1/31/18	200	45.2909
1/30/18	2,200	45.3360
1/23/18	5,300-	46.3858
1/22/18	700	45.1110
1/19/18	2,500	45.1003
1/18/18	8,800	45.1563
1/17/18	1,300	45.0440
1/17/18	1,100	45.0200
1/16/18	24,000	44.9862

GABELLI ASSOCIATES FUND

2/14/18	4,300	44.7700
2/14/18	400	44.7330
2/09/18	8,100	44.7905
2/08/18	8,221	44.8894
2/07/18	3,600	44.9799
2/06/18	12,300	44.9612
2/05/18	1,200	45.1243
2/02/18	14,000	45.1995
2/01/18	400	45.2550
1/31/18	3,157	45.2909
1/30/18	6,900	45.3360
1/23/18	16,100-	46.3858
1/22/18	2,182	45.1110
1/19/18	7,500	45.1003
1/18/18	26,200	45.1563
1/17/18	3,950	45.0440
1/17/18	3,200	45.0200
1/16/18	71,800	44.9862

MJG ASSOCIATES, INC.

GABELLI INTERNATIONAL LIMITED

1/16/18	1,000	44.9040
---------	-------	---------

GABELLI FUND, LDC

2/09/18	1,000	44.9000
1/16/18	1,000	45.0120

GAMCO ASSET MANAGEMENT INC.

2/14/18	2,100	44.8071
2/14/18	10,000-	44.7517
2/12/18	1,000	44.7871
2/09/18	1,000-	44.8250
2/08/18	1,455	44.8894
2/05/18	200	45.2500
2/05/18	2,000	45.2560
2/05/18	1,200	45.2600
2/05/18	2,000	45.2620
2/05/18	800	45.2650
2/05/18	1,000	45.2740
2/05/18	800	45.2800
2/05/18	1,000	45.2930
2/05/18	200	45.3100
2/02/18	9,900	45.1995
2/02/18	1,000	45.2740
1/30/18	300	45.4900
1/26/18	10,000	46.0550
1/25/18	300	46.0900
1/24/18	1,000	46.1974
1/24/18	600	46.5183
1/24/18	500	46.5223
1/24/18	800	46.5133
1/24/18	1,000	46.5103

Edgar Filing: BLACKHAWK NETWORK HOLDINGS, INC - Form SC 13D

1/23/18	200	46.8267
1/23/18	11,400-	46.3858
1/22/18	1,000	45.2269
1/22/18	1,250	45.0500
1/22/18	33,700	45.1288
1/22/18	4,500	45.0500
1/22/18	500	45.1478
1/22/18	1,500	45.1580
1/22/18	2,000	45.1560
1/19/18	1,500	45.0746
1/19/18	300	45.0500
1/19/18	10,000	45.1600
1/19/18	8,000	45.0580
1/19/18	10,000	45.1600
1/19/18	53,800	45.0716
1/19/18	12,000	45.0726
1/19/18	19,000	45.1342
1/19/18	400	45.0966
1/19/18	500	45.0906
1/19/18	1,400	45.0837
1/19/18	4,000	45.0786
1/19/18	1,200	45.0766
1/18/18	20,000	45.1550
1/18/18	2,000	45.1600
1/18/18	47,000	45.1326
1/18/18	2,000	45.1600
1/18/18	22,500	45.1563
1/18/18	1,000	45.1396
1/18/18	5,647	45.1219
1/17/18	4,000	45.0550
1/17/18	3,000	45.0525
1/17/18	6,000	45.0505
1/17/18	1,000	45.0685
1/17/18	1,200	45.0745
1/17/18	3,000	45.0565
1/17/18	7,900	45.0613
1/17/18	90,500	45.0495
1/17/18	1,000	45.0100
1/17/18	4,744	45.0000
1/16/18	6,000	44.9878
1/16/18	400	44.9621
1/16/18	12,300	44.9600
1/16/18	400	44.9500
1/16/18	206	45.0240
1/16/18	5,000	45.0206
1/16/18	8,553	45.0100
1/16/18	400	45.0098
1/16/18	80,000	45.0097
1/16/18	1,500	45.0038
1/16/18	4,000	44.9948
1/16/18	5,000	44.9918

Edgar Filing: BLACKHAWK NETWORK HOLDINGS, INC - Form SC 13D

1/16/18	6,000	44.9898
1/16/18	624	44.9499
1/16/18	1,350	44.9750
1/09/18	3,000	36.4750
1/03/18	1,200	34.0799
1/03/18	2,500	34.0540
GGCP, INC.		
1/22/18	5,000	45.1550
GABELLI FUNDS, LLC.		
GABELLI FOCUS FIVE FUND		
2/09/18	7,300	44.7486
1/26/18	9,974-	46.0949
1/10/18	5,000-	37.1966
1/05/18	5,000-	36.2162
1/04/18	10,000-	35.9174
1/03/18	14,100	33.5898
12/21/17	15,000	33.9183
12/20/17	5,900	33.7733
12/15/17	15,000	34.3262
GABELLI VALUE PLUS TRUST PLC		
1/17/18	30,000	45.0550
1/16/18	30,000	44.9217
GABELLI MERGER PLUS+ TRUST		
2/09/18	5,000	44.7955
2/08/18	4,552	44.8894
2/07/18	2,500	44.9849
2/02/18	7,500	45.1995
1/31/18	2,500	45.2902
1/30/18	2,500	45.3360
1/22/18	1,000	45.1110
1/22/18	9,000-	46.3858
1/19/18	4,000	45.1003
1/18/18	18,000	45.1563
1/17/18	2,500	45.0440
1/16/18	47,500	44.9862
GABELLI MULTIMEDIA TRUST INC.		
2/12/18	5,000	44.8000
1/17/18	10,000	45.0538
GABELLI GO ANYWHERE TRUST		
1/17/18	9,000	45.0550
1/16/18	11,000	45.0092
GABELLI EQUITY TRUST		
1/22/18	5,000	45.1050
1/19/18	10,000	45.2035
12/20/17	1,523	33.7733
GABELLI DIVIDEND & INCOME TRUST		
2/14/18	20,000-	44.7921
THE GDL FUND		
2/14/18	21,000	44.7500
2/06/18	24,000	44.9750
2/05/18	50,000	45.2050

Edgar Filing: BLACKHAWK NETWORK HOLDINGS, INC - Form SC 13D

2/01/18	1,799	45.2550
1/31/18	13,201	45.2550
1/23/18	15,000-	46.5768
1/19/18	8,000	45.0550
1/16/18	67,000	45.0092
GABELLI CONVERTIBLE & INCOME SECURITIES FUND INC.		
1/22/18	5,000	45.1350
GABELLI ENTERPRISE M&A FUND		
1/16/18	35,000	45.0092
GAMCO MERGER ARBITRAGE		
2/14/18	9,100	44.7700
2/14/18	6,500	44.7330
2/13/18	5,000	44.8000
2/12/18	5,500	44.8000
2/09/18	16,100	44.7905
2/08/18	15,100	44.8894
2/06/18	22,800	44.9612
2/05/18	35,500	45.1243
2/02/18	15,130	45.1995
1/23/18	10,000-	46.3858
1/22/18	3,018	45.1110
1/19/18	14,200	45.1003
1/18/18	51,446	45.1563
1/17/18	5,000	45.0200
1/17/18	7,600	45.0440
1/16/18	136,273	44.9862
GAMCO ALL CAP VALUE		
1/16/18	1,500	45.0092
GABELLI ABC FUND		
2/05/18	180,000	45.2903
1/19/18	23,753	45.0550
1/18/18	20,000	45.1537
1/17/18	182,828	45.1049
ASSOCIATED CAPITAL GROUP INC.		
2/14/18	400	44.7700
2/09/18	700	44.7905
2/08/18	500	44.8894
2/07/18	300	44.9799
2/06/18	1,000	44.9612
2/05/18	100	45.1243
2/02/18	1,100	45.1995
1/31/18	100	45.2909
1/30/18	500	45.3360
1/23/18	1,200-	46.3858
1/22/18	100	45.1110
1/19/18	600	45.1003
1/18/18	2,100	45.1563
1/17/18	300	45.0440
1/17/18	200	45.0200
1/16/18	5,700	44.9862

- (1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NASDAQ.
- (2) PRICE EXCLUDES COMMISSION.

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(f) under the securities Exchange Act of 1934, as amended, the undersigned hereby agree to the joint filing with all other Reporting Entities (as such term is defined in the Schedule 13D referred to below) on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Common Stock of Blackhawk Network Holdings, Inc. and that this Agreement be included as an Exhibit to such joint filing. This Agreement may be executed in any number of counterparts all of which taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the undersigned hereby execute this Agreement this February 15, 2018.

MARIO J. GABELLI
GGCP, INC.
MJG ASSOCIATES, INC.
GABELLI FOUNDATION, INC.
MJG-IV LIMITED PARTNERSHIP

By:/s/ David Goldman
David Goldman
Attorney-in-Fact

TETON ADVISORS, INC.
GABELLI FUNDS, LLC

By: /s/ David Goldman
David Goldman
General Counsel -Gabelli Funds, LLC
Counsel-Teton Advisors, Inc.

GAMCO INVESTORS, INC.

By:/s/ Kevin Handwerker
Kevin Handwerker
General Counsel & Secretary – GAMCO Investors, Inc.

ASSOCIATED CAPITAL GROUP, INC.
GAMCO ASSET MANAGEMENT INC.
GABELLI & COMPANY INVESTMENT ADVISERS, INC.
G.RESEARCH, LLC.

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
President & Chief Executive Officer – Associated Capital Group,
Inc.
President – GAMCO Asset Management Inc.

Vice President – Gabelli & Company Investment Advisers, Inc.
Secretary – G.research, LLC.