

MARLO DENNIS S
Form 4
January 02, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MARLO DENNIS S

(Last) (First) (Middle)

C/O ENERSYS, 2366 BERNVILLE ROAD

(Street)

READING, PA 19605

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)

12/28/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 12/28/2018 | | A | | 54.4621 (1) | A | \$ 0 58,576.058 D |
| Common Stock | 12/28/2018 | | A | | 29.4646 (2) | A | \$ 0 58,605.523 D |
| Common Stock | 12/28/2018 | | A | | 0.0185 (3) | A | \$ 0 58,605.5415 D |
| Common Stock | 12/28/2018 | | A | | 0.0416 (4) | A | \$ 0 58,605.5831 D |
| Common Stock | 12/28/2018 | | A | | 0.0554 (5) | A | \$ 0 58,605.6385 D |

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Common Stock 12/28/2018 A 0.0737 (6) A \$ 0 58,605.7121 D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MARLO DENNIS S C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605 | | X | | |

Signatures

Karen J. Yodis, by Power of Attorney 01/02/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were granted in the form of Deferred Stock Units ("DSUs"), in connection with the cash dividend paid on December 28, 2018 to stockholders of record as of December 14, 2018 (the "Dividend"), with respect to 22,840 vested DSUs granted to the reporting person on various dates, and adjusted for previously declared and paid cash dividends. These DSUs are vested and payable concurrent with the underlying DSUs.

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- These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 12,801.0883 vested RSUs granted to the reporting person on various dates under the EnerSys Deferred Compensation Plan for Non-Employee Directors (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.
- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 8.0551 unvested RSUs granted to the reporting person on January 16, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (3) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 18.0784 unvested RSUs granted to the reporting person on April 10, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (4) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 24.0482 unvested RSUs granted to the reporting person on July 18, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (5) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 32 unvested RSUs granted to the reporting person on October 23, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.