

EnerSys  
Form 10-Q  
November 05, 2012  
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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2012

**TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 001-32253

**EnerSys**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**23-3058564**  
(I.R.S. Employer  
Identification No.)

**2366 Bernville Road**

**Reading, Pennsylvania**  
(Address of principal executive offices)

**19605**  
(Zip Code)

**Registrant's telephone number, including area code: 610-208-1991**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer  Accelerated filer   
Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934).  YES  NO.

**Common Stock outstanding at November 2, 2012: 48,483,321 shares**

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**Table of Contents****PART I FINANCIAL INFORMATION****ITEM 1. FINANCIAL STATEMENTS****ENERSYS****Consolidated Condensed Balance Sheets (Unaudited)****(In Thousands, Except Share and Per Share Data)**

	September 30, 2012	March 31, 2012
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 212,342	\$ 160,490
Accounts receivable, net of allowance for doubtful accounts (September 30, 2012 - \$9,406; March 31, 2012 - \$10,022)	472,775	466,769
Inventories, net	366,539	361,774
Deferred taxes	30,512	30,247
Prepaid and other current assets	59,308	52,393
Total current assets	1,141,476	1,071,673
Property, plant, and equipment, net	349,336	353,215
Goodwill	349,610	352,737
Other intangible assets, net	105,608	107,082
Other assets	39,360	40,248
Total assets	\$ 1,985,390	\$ 1,924,955
<b>Liabilities and Equity</b>		
Current liabilities:		
Short-term debt	\$ 21,019	\$ 16,042
Current portion of long-term debt and capital lease obligations	329	2,949
Accounts payable	232,134	249,996
Accrued expenses	184,838	191,314
Total current liabilities	438,320	460,301
Long-term debt and capital lease obligations	227,644	237,110
Deferred taxes	83,682	84,479
Other liabilities	91,265	92,468
Total liabilities	840,911	874,358
Commitments and contingencies		
Redeemable noncontrolling interests	8,598	9,782
Equity:		
Common Stock, \$0.01 par value per share, 135,000,000 shares authorized; 52,930,206 shares issued and 48,483,321 outstanding at September 30, 2012; 52,247,014 shares issued and 47,800,129 shares outstanding at March 31, 2012	529	522
Additional paid-in capital	496,610	474,924
Treasury stock, at cost, 4,446,885 shares held as of September 30, 2012 and March 31, 2012	(78,183)	(78,183)

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Retained earnings	650,433	560,839
Accumulated other comprehensive income	61,008	74,093
Total EnerSys stockholders' equity	1,130,397	1,032,195
Noncontrolling interests	5,484	8,620
Total equity	1,135,881	1,040,815
Total liabilities and equity	\$ 1,985,390	\$ 1,924,955

See accompanying notes.

**Table of Contents****ENERSYS****Consolidated Condensed Statements of Income (Unaudited)****(In Thousands, Except Share and Per Share Data)**

	Quarter Ended	
	September 30, 2012	October 2, 2011
Net sales	\$ 554,212	\$ 547,140
Cost of goods sold	415,873	432,745
Gross profit	138,339	114,395
Operating expenses	74,159	71,953
Restructuring charges	1,295	902
Legal proceedings settlement income		(900)
Operating earnings	62,885	42,440
Interest expense	4,942	4,083
Other (income) expense, net	(1,794)	(33)
Earnings before income taxes	59,737	38,390
Income tax expense	16,726	10,101
Net earnings	43,011	28,289
Net losses attributable to noncontrolling interests	(779)	
Net earnings attributable to EnerSys stockholders	\$ 43,790	\$ 28,289
Net earnings per common share attributable to EnerSys stockholders:		
Basic	\$ 0.91	\$ 0.57
Diluted	\$ 0.90	\$ 0.57
Weighted average shares of common stock outstanding:		
Basic	48,188,331	49,469,694
Diluted	48,719,916	49,806,964

See accompanying notes.

**Table of Contents****ENERSYS****Consolidated Condensed Statements of Income (Unaudited)****(In Thousands, Except Share and Per Share Data)**

	Six Months Ended	
	September 30, 2012	October 2, 2011
Net sales	\$ 1,148,122	\$ 1,116,369
Cost of goods sold	861,477	880,003
Gross profit	286,645	236,366
Operating expenses	151,840	144,799
Restructuring charges	1,665	1,312
Legal proceedings settlement income		(900)
Operating earnings	133,140	91,155
Interest expense	9,674	7,497
Other (income) expense, net	(544)	1,194
Earnings before income taxes	124,010	82,464
Income tax expense	35,435	20,679
Net earnings	88,575	61,785
Net losses attributable to noncontrolling interests	(1,019)	
Net earnings attributable to EnerSys stockholders	\$ 89,594	\$ 61,785
Net earnings per common share attributable to EnerSys stockholders:		
Basic	\$ 1.86	\$ 1.24
Diluted	\$ 1.84	\$ 1.23
Weighted average shares of common stock outstanding:		
Basic	48,044,767	49,761,160
Diluted	48,573,454	50,237,620

See accompanying notes.

**Table of Contents****ENERSYS****Consolidated Condensed Statements of Comprehensive Income (Unaudited)****(In Thousands)**

	Quarter ended		Six months ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
Net earnings	\$ 43,011	\$ 28,289	\$ 88,575	\$ 61,785
Other comprehensive income (loss):				
Net unrealized gain (loss) on derivative instruments, net of tax	7,937	(10,825)	2,591	(8,079)
Pension funded status adjustment, net of tax	(131)	104	84	77
Foreign currency translation adjustments	15,794	(55,071)	(16,181)	(40,094)
Total comprehensive income (loss)	\$ 66,611	\$ (37,503)	\$ 75,069	\$ 13,689
Comprehensive loss attributable to noncontrolling interests	(676)		(1,440)	
Comprehensive income (loss) attributable to EnerSys stockholders	\$ 67,287	\$ (37,503)	\$ 76,509	\$ 13,689



**Table of Contents****ENERSYS****Consolidated Condensed Statements of Cash Flows (Unaudited)****(In Thousands)**

	<b>Six Months Ended</b>	
	<b>September 30, 2012</b>	<b>October 2, 2011</b>
<b>Cash flows from operating activities</b>		
Net earnings	\$ 88,575	\$ 61,785
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	25,070	24,253
Derivatives not designated in hedging relationships:		
Net losses	510	2,369
Cash settlements	(1,336)	(1,727)
Provision for doubtful accounts	(120)	1,751
Deferred income taxes	(902)	42
Non-cash interest expense	4,310	3,790
Stock-based compensation	7,198	5,734
Gain on disposal of property, plant, and equipment	(74)	(652)
Changes in assets and liabilities, net of effects of acquisitions:		
Accounts receivable	(11,533)	(24,950)
Inventory	(14,077)	(21,471)
Prepaid expenses and other current assets	(1,228)	(10,944)
Other assets	1,858	967
Accounts payable	(15,528)	(9,922)
Accrued expenses	(2,557)	(6,181)
Other liabilities	(1,396)	2,378
<b>Net cash provided by operating activities</b>	<b>78,770</b>	<b>27,222</b>
<b>Cash flows from investing activities</b>		
Capital expenditures	(26,674)	(24,153)
Purchases of businesses, net of cash acquired		(1,110)
Proceeds from disposal of property, plant, and equipment	89	71
<b>Net cash used in investing activities</b>	<b>(26,585)</b>	<b>(25,192)</b>
<b>Cash flows from financing activities</b>		
Net increase in short-term debt	5,402	16,251
Proceeds from revolving credit borrowings	173,250	22,600
Repayments of revolving credit borrowings	(182,800)	(3,600)
Proceeds from long-term debt - other	5,556	
Payments of long-term debt - other	(10,638)	
Capital lease obligations	(282)	(1,233)
Net effect from exercising of stock options and vesting of equity awards	8,922	(96)
Excess tax benefits from exercise of stock options and vesting of equity awards	4,965	3,099
Purchase of treasury stock		(49,888)
Purchase of noncontrolling interests	(2,131)	
Proceeds from noncontrolling interests	613	
<b>Net cash provided by (used in) financing activities</b>	<b>2,857</b>	<b>(12,867)</b>
Effect of exchange rate changes on cash and cash equivalents	(3,190)	(2,438)

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Net increase (decrease) in cash and cash equivalents	51,852	(13,275)
Cash and cash equivalents at beginning of period	160,490	108,869
Cash and cash equivalents at end of period	\$ 212,342	\$ 95,594

See accompanying notes.

**Table of Contents****ENERSYS****NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (Unaudited)****(In Thousands, Except Share and Per Share Data)****1. Basis of Presentation**

The accompanying interim unaudited consolidated condensed financial statements of EnerSys (the Company) have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and notes required for complete financial statements. In the opinion of management, the unaudited consolidated condensed financial statements include all normal recurring adjustments considered necessary for the fair presentation of the financial position, results of operations, and cash flows for the interim periods presented. The financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's 2012 Annual Report on Form 10-K (SEC File No. 001-32253), which was filed on May 25, 2012.

The Company reports interim financial information for 13-week periods, except for the first quarter, which always begins on April 1, and the fourth quarter, which always ends on March 31. The four quarters in fiscal 2013 end on July 1, 2012, September 30, 2012, December 30, 2012, and March 31, 2013, respectively. The four quarters in fiscal 2012 ended on July 3, 2011, October 2, 2011, January 1, 2012, and March 31, 2012, respectively.

The consolidated condensed financial statements include the accounts of the Company and its wholly-owned subsidiaries and any partially-owned subsidiaries that the Company has the ability to control. All intercompany transactions and balances have been eliminated in consolidation.

The Company also consolidates certain subsidiaries in which the noncontrolling interest party has within their control the right to require the Company to redeem all or a portion of its interest in the subsidiary. The redeemable noncontrolling interests are reported at their estimated redemption value. Any adjustment to the redemption value impacts retained earnings but does not impact net income or comprehensive income. Noncontrolling interests which are redeemable only upon future events, the occurrence of which is not currently probable, are recorded at carrying value.

Certain amounts in the prior year's financial statements have been reclassified to conform to the current-year presentation for redeemable noncontrolling interests.

*Recently Adopted Accounting Pronouncements*

In the first quarter of fiscal 2013, the Company conformed its presentation of results of operations, in accordance with new guidance on the presentation of comprehensive income (loss). The guidance requires total comprehensive income (loss) for interim periods to be presented in single continuous statement or in two separate, but consecutive, statements. The new guidance does not change where the components of comprehensive income (loss) are recognized. During the current quarter, no new accounting standards were adopted or pending adoption that would have a significant impact on the Company's consolidated financial position and results of operations.

**2. Inventories**

Inventories, net consist of:

	<b>September 30, 2012</b>	<b>March 31, 2012</b>
Raw materials	\$ 99,708	\$ 100,538
Work-in-process	110,832	111,629
Finished goods	155,999	149,607
Total	\$ 366,539	\$ 361,774



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Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Company uses the following valuation techniques to measure fair value for its financial assets and financial liabilities:

Level 1 Inputs are unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 Inputs are quoted prices for similar assets or liabilities in an active market, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable and market-corroborated inputs which are derived principally from or corroborated by observable market data.

Level 3 Inputs are derived from valuation techniques in which one or more significant inputs or value drivers are unobservable.

The following tables represent the financial assets and (liabilities), measured at fair value on a recurring basis as of September 30, 2012 and March 31, 2012 and the basis for that measurement:

	Total Fair Value Measurement September 30, 2012	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap agreements	\$ (2,339)	\$	\$ (2,339)	\$
Lead forward contracts	7,736		7,736	
Foreign currency forward contracts	(717)		(717)	
Total derivatives	\$ 4,680	\$	\$ 4,680	\$

	Total Fair Value Measurement March 31, 2012	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swap agreements	\$ (3,872)	\$	\$ (3,872)	\$
Lead forward contracts	(851)		(851)	
Foreign currency forward contracts	782		782	
Total derivatives	\$ (3,941)	\$	\$ (3,941)	\$

The fair value of interest rate swap agreements are based on observable prices as quoted for receiving the variable three month LIBOR and paying fixed interest rates and, therefore, were classified as Level 2.

The fair value of lead forward contracts are calculated using observable prices for lead as quoted on the London Metal Exchange ( LME ) and, therefore, were classified as Level 2.

The fair value for foreign currency forward contracts are based upon current quoted market prices and are classified as Level 2 based on the nature of the underlying market in which these derivatives are traded.

**Financial Instruments**

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The fair value of the Company's cash and cash equivalents, accounts receivable and accounts payable approximate carrying value due to their short maturities.

The fair value of the Company's 2011 Credit Facility, the China Term Loan, the India Term Loan and short-term debt approximate their carrying value, as they are variable rate debt and the terms are comparable to market terms as of the balance sheet dates and are classified as Level 2.

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The Company's \$172,500 senior unsecured 3.375% convertible notes ( Convertible Notes ), with a face value of \$172,500, were issued when the Company's stock price was trading at \$30.19 per share. On September 30, 2012, the Company's stock price closed at \$35.29 per share. The Convertible Notes have a conversion option at \$40.60 per share. The fair value of these notes represent the trading values based upon quoted market prices and are classified as Level 2. The Convertible Notes were trading at 114% of face value on September 30, 2012, and 116% of face value on March 31, 2012.

The carrying amounts and estimated fair values of the Company's derivatives and Convertible Notes at September 30, 2012 and March 31, 2012 were as follows:

	September 30, 2012		March 31, 2012	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<b>Financial assets:</b>				
Derivatives <sup>(1)</sup>	\$ 7,736	\$ 7,736	\$ 782	\$ 782
<b>Financial liabilities:</b>				
Convertible Notes	\$ 151,699 <sup>(2)</sup>	\$ 196,650 <sup>(3)</sup>	\$ 148,272 <sup>(2)</sup>	\$ 200,100 <sup>(3)</sup>
Derivatives <sup>(1)</sup>	3,056	3,056	4,723	4,723

(1) Represents interest rate swap agreements, lead and foreign currency hedges (see Note 4 for asset and liability positions of the interest rate swap agreements, lead and foreign currency hedges at September 30, 2012 and March 31, 2012).

(2) The carrying amounts of the Convertible Notes at September 30, 2012 and March 31, 2012 represent the \$172,500 principal value, less the unamortized debt discount (see Note 9).

(3) The fair value amounts of the Convertible Notes at September 30, 2012 and March 31, 2012 represent the trading values of the Convertible Notes with a principal value of \$172,500.

**4. Derivative Financial Instruments**

The Company utilizes derivative instruments to reduce its exposure to fluctuations in commodity prices, foreign exchange rates and interest rates, under established procedures and controls. The Company does not enter into derivative contracts for speculative purposes. The Company's agreements are with creditworthy financial institutions and the Company anticipates performance by counterparties to these contracts and therefore no material loss is expected.

**Derivatives in Cash Flow Hedging Relationships***Lead Hedge Forward Contracts*

The Company enters into lead hedge forward contracts to fix the price for a portion of the lead purchases. Management considers the lead hedge forward contracts to be effective against changes in the cash flows of the underlying lead purchases based on the criteria under the Financial Accounting Standards Board ( FASB ) guidance. The vast majority of such contracts are for a period not extending beyond one year and the notional amounts at September 30, 2012 and March 31, 2012 were 46.8 million and 60.0 million pounds, respectively.

*Foreign Currency Forward Contracts*

The Company purchases lead and other commodities in certain countries where the foreign currency exposure is different from the functional currency of that country. The Company uses foreign currency forward contracts to hedge a portion of the Company's foreign currency exposures for lead as well as other foreign currency exposures so that gains and losses on these contracts offset changes in the underlying foreign currency denominated exposures. The vast majority of such contracts are for a period not extending beyond one year. As of September 30, 2012 and March 31, 2012, the Company had entered into a total of \$45,753 and \$42,121, respectively, of such contracts.

In the coming twelve months, the Company anticipates that \$6,996 of pretax gain relating to lead and foreign currency forward contracts will be reclassified from accumulated other comprehensive income ( AOCI ) as part of cost of goods sold. This amount represents the current unrealized impact of hedging lead and foreign exchange rates, which will change as market rates change in the future, and will ultimately be realized in the

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income statement as an offset to the corresponding actual changes in lead costs to be realized in connection with the variable lead cost and foreign exchange rates being hedged.



**Table of Contents****Derivatives not Designated in Hedging Relationships***Interest Rate Swap Agreements*

As of September 30, 2012 and March 31, 2012, the Company maintained interest rate swap agreements that converted \$85,000 of variable-rate debt to a fixed-rate basis, utilizing the three-month LIBOR, as a floating rate reference. These agreements expire between February 2013 and May 2013. The Company recorded expense relating to changes in the fair value of these agreements in the consolidated condensed statements of income, within other (income) expense, of \$77 and \$171 during the second quarter of fiscal 2013 and 2012, respectively, and of \$92 and \$881 for the six months ended September 30, 2012 and October 2, 2011, respectively.

*Foreign Currency Forward Contracts*

The Company also enters into foreign currency forward contracts to economically hedge foreign currency fluctuations on intercompany loans and foreign currency denominated receivables. These are not designated as hedging instruments. As of September 30, 2012 and March 31, 2012, the notional amount of these contracts was \$44,610 and \$11,410, respectively. The Company recorded expense in the consolidated condensed statements of income within other (income) expense, of \$304 and \$1,407 during the second quarter of fiscal 2013 and 2012, respectively, and of \$418 and \$1,487 for the six months ended September 30, 2012 and October 2, 2011, respectively.

Presented below in tabular form is information on the location and amounts of derivative fair values in the consolidated condensed balance sheets and derivative gains and losses in the consolidated condensed statements of income:

**Fair Value of Derivative Instruments****September 30, 2012 and March 31, 2012**

	Derivatives and Hedging Activities Designated as Cash Flow Hedges		Derivatives and Hedging Activities Not Designated as Hedging Instruments	
	September 30, 2012	March 31, 2012	September 30, 2012	March 31, 2012
Prepaid and other current assets				
Foreign currency forward contracts	\$	\$ 670	\$	\$ 112
Lead hedge forward contracts	7,566			
Other assets				
Lead hedge forward contracts	170	30		
Foreign currency forward contracts			12	
<b>Total assets</b>	<b>\$ 7,736</b>	<b>\$ 700</b>	<b>\$ 12</b>	<b>\$ 112</b>
Accrued expenses				
Interest rate swap agreements	\$	\$	\$ 2,339	\$ 3,628
Lead hedge forward contracts		881		
Foreign currency forward contracts	122		607	
Other liabilities				
Interest rate swap agreements				244
<b>Total liabilities</b>	<b>\$ 122</b>	<b>\$ 881</b>	<b>\$ 2,946</b>	<b>\$ 3,872</b>

**The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income****For the quarter ended September 30, 2012**

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	<b>Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)</b>	<b>Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)</b>	<b>Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)</b>
<b>Derivatives Designated as Cash Flow Hedges</b>			
Lead hedge contracts	\$ 12,476	Cost of goods sold	\$ (1,967)
Foreign currency forward contracts	(706)	Cost of goods sold	1,094
<b>Total</b>	<b>\$ 11,770</b>		<b>\$ (873)</b>

	<b>Location of (Gain) Loss Recognized in Income on Derivative</b>	<b>(Gain) Loss</b>
<b>Derivatives Not Designated as Hedging Instruments</b>		
Interest rate swap contracts	Other (income) expense, net	\$ 77
Foreign currency forward contracts	Other (income) expense, net	304
<b>Total</b>		<b>\$ 381</b>

**Table of Contents****The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income**

For the quarter ended October 2, 2011

	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
<b>Derivatives Designated as Cash Flow Hedges</b>			
Lead hedge contracts	\$ (10,723)	Cost of goods sold	\$ 3,697
Foreign currency forward contracts	(2,084)	Cost of goods sold	(2,175)
<b>Total</b>	<b>\$ (12,807)</b>		<b>\$ 1,522</b>

**Location of (Gain) Loss****Recognized in Income**

<b>Derivatives Not Designated as Hedging Instruments</b>	<b>on Derivative</b>	<b>(Gain) Loss</b>
Interest rate swap contracts	Other (income) expense, net	\$ 171
Foreign currency forward contracts	Other (income) expense, net	1,407
<b>Total</b>		<b>\$ 1,578</b>

**The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income**

For the six months ended September 30, 2012

	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
<b>Derivatives Designated as Cash Flow Hedges</b>			
Lead hedge contracts	\$ 6,063	Cost of goods sold	\$ (469)
Foreign currency forward contracts	1	Cost of goods sold	2,372
<b>Total</b>	<b>\$ 6,064</b>		<b>\$ 1,903</b>

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	Location of (Gain) Loss	
	Recognized in Income	
Derivatives Not Designated as Hedging Instruments	on Derivative	(Gain) Loss
Interest rate swap contracts	Other (income) expense, net	\$ 92
Foreign currency forward contracts	Other (income) expense, net	418
<b>Total</b>		<b>\$ 510</b>

**The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income**

**For the six months ended October 2, 2011**

	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
<b>Derivatives Designated as Cash Flow Hedges</b>			
Lead hedge contracts	\$ (12,145)	Cost of goods sold	\$ 2,802
Foreign currency forward contracts	(1,928)	Cost of goods sold	(4,110)
<b>Total</b>	<b>\$ (14,073)</b>		<b>\$ (1,308)</b>

	Location of (Gain) Loss	
	Recognized in Income	
Derivatives Not Designated as Hedging Instruments	on Derivative	(Gain) Loss
Interest rate swap contracts	Other (income) expense, net	\$ 881
Foreign currency forward contracts	Other (income) expense, net	1,487
<b>Total</b>		<b>\$ 2,368</b>

**Table of Contents****5. Income Taxes**

The Company's income tax provisions for all periods consist of federal, state and foreign income taxes. The tax provisions for the second quarters of fiscal 2013 and 2012 were based on the estimated effective tax rates applicable for the full years ending March 31, 2013 and March 31, 2012, respectively, after giving effect to items specifically related to the interim periods.

The effective income tax rates for the second quarters of fiscal 2013 and 2012 were 28.0% and 26.3%, respectively. The effective income tax rates for the first six months of fiscal 2013 and 2012 were 28.6% and 25.1%, respectively. The increase in the rates compared to the prior year periods are primarily due to changes in the mix of earnings among tax jurisdictions and the expiration of certain U.S. corporate tax exemptions.

**6. Warranties**

The Company provides for estimated product warranty expenses when the related products are sold, with related liabilities included within accrued expenses and other liabilities. Warranty estimates are forecasts that are based on the best available information, primarily historical claims experience, and claims costs may differ from amounts provided. An analysis of changes in the liability for product warranties is as follows:

	Quarter ended		Six months ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
Balance at beginning of period	\$ 42,488	\$ 38,185	\$ 42,067	\$ 36,006
Current period provisions	5,892	5,945	11,488	12,130
Costs incurred	(6,083)	(4,988)	(10,578)	(9,429)
Foreign exchange and other	342	(1,117)	(338)	(682)
Balance at end of period	\$ 42,639	\$ 38,025	\$ 42,639	\$ 38,025

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### **7. Commitments, Contingencies and Litigation**

#### **Litigation and Other Legal Matters**

The Company is involved in litigation incidental to the conduct of its business, the results of which, in the opinion of management, are not likely to be material to the Company's financial condition, results of operations, or cash flows. See Note 19 to the Consolidated Financial Statements included in the Company's 2012 Annual Report on Form 10-K. There have been no significant changes since March 31, 2012.

#### **Environmental Issues**

As a result of its operations, the Company is subject to various federal, state, and local, as well as international environmental laws and regulations and is exposed to the costs and risks of handling, processing, storing, transporting, and disposing of hazardous substances, especially lead and acid. The Company's operations are also subject to federal, state, local and international occupational safety and health regulations, including laws and regulations relating to exposure to lead in the workplace. See Note 19 to the Consolidated Financial Statements included in the Company's 2012 Annual Report on Form 10-K for a full description of environmental issues. There have been no significant changes since March 31, 2012.

#### **Lead Contracts**

To stabilize its costs, the Company has entered into contracts with financial institutions to fix the price of lead. The vast majority of such contracts are for a period not extending beyond one year. Under these contracts, at September 30, 2012 and March 31, 2012, the Company has hedged the price to purchase 46.8 million and 60.0 million pounds of lead, respectively, for a total purchase price of \$40,683 and \$56,610, respectively.

#### **Foreign Currency Forward Contracts**

The Company quantifies and monitors its global foreign currency exposures. On a selective basis, the Company will enter into foreign currency forward and option contracts to reduce the volatility from currency movements that affect the Company. The maturity period for substantially all these contracts is less than one year. The Company's largest exposure is from the purchase and conversion of U.S. dollar based lead costs into local currencies in Europe. Additionally, the Company has currency exposures from intercompany and third party trade transactions. To hedge these exposures, the Company has entered into a total of \$90,363 and \$53,531, respectively, of foreign currency forward contracts with financial institutions as of September 30, 2012 and March 31, 2012.

#### **Interest Rate Swap Agreements**

The Company is exposed to changes in variable U.S. interest rates on borrowings under its credit agreements. On a selective basis, from time to time, the Company enters into interest rate swap agreements to reduce the negative impact that increases in interest rates could have on its outstanding variable rate debt. At September 30, 2012 and March 31, 2012, such agreements which expire between February 2013 and May 2013, converted \$85,000 of variable-rate debt to a fixed-rate basis, utilizing the three-month LIBOR, as a floating rate reference. Fluctuations in LIBOR and fixed rates affect both the Company's net financial investment position and the amount of cash to be paid or received under these agreements.

**Table of Contents****8. Restructuring Plans**

During fiscal 2011, the Company announced a restructuring of its European operations, which will result in the reduction of approximately 60 employees upon completion across its operations. The Company estimates that the total charges for these actions will amount to approximately \$5,200, primarily from cash expenses for employee severance-related payments and site closure costs. Based on commitments incurred to date, the Company recorded restructuring charges of \$5,178 in fiscal 2011 through 2012, with no additional charges in the first six months of fiscal 2013. The Company incurred \$4,579 of costs against the accrual during fiscal 2011 through 2012, with an additional \$503 of costs incurred during the first six months of fiscal 2013. As of September 30, 2012, the reserve balance associated with these actions is \$48. The Company does not expect to be committed to significant additional restructuring charges in fiscal 2013 related to these actions and expects to complete the program in fiscal 2013.

During fiscal 2012, the Company announced restructuring plans related to its operations in Europe, primarily consisting of the transfer of manufacturing of select products between certain of its manufacturing operations and restructuring of its selling, general and administrative operations, which is expected to result in the reduction of approximately 85 employees upon completion. The Company estimates that the total charges for these actions will amount to approximately \$4,200, primarily from cash expenses for employee severance-related payments. The Company recorded restructuring charges of \$3,070 in fiscal 2012 with an additional \$474 of charges during the first six months of fiscal 2013. The Company incurred \$2,433 of costs against the accrual during fiscal 2012, with an additional \$773 of costs incurred during the first six months of fiscal 2013. As of September 30, 2012, the reserve balance associated with these actions is \$323. The Company expects to be committed to an additional \$700 of restructuring charges in fiscal 2013 related to these actions, and expects to complete the program in fiscal 2014.

During fiscal 2013, the Company announced a further restructuring related to improving the efficiency of its manufacturing operations in Europe. The Company estimates that the total charges for these actions will amount to approximately \$4,500, primarily from cash expenses for employee severance-related payments and non-cash expenses associated with the write-off of certain fixed assets and inventory. The Company estimates that these actions will result in the reduction of approximately 45 employees upon completion. During the first six months of fiscal 2013, the Company recorded restructuring charges of \$1,191, consisting of a non-cash charge of \$965 related to the write-off of fixed assets and inventory, along with cash charges related to employee severance and other charges of \$194. During the first six months of fiscal 2013, the Company incurred \$32 of costs against the accrual. As of September 30, 2012, the reserve balance associated with these actions is \$226. The Company expects to be committed to an additional \$1,100 of restructuring charges in fiscal 2013 related to these actions, and expects to complete the program during fiscal 2015.

A roll-forward of the restructuring reserve is as follows:

	<b>Employee Severance</b>	<b>Other</b>	<b>Total</b>
Balance at March 31, 2012	\$ 1,186	\$	\$ 1,186
Accrued	668	32	700
Costs incurred	(1,276)	(32)	(1,308)
Foreign currency impact and other	(13)		(13)
Balance at September 30, 2012	\$ 565	\$	\$ 565

**Table of Contents****9. Debt**

The following summarizes the Company's long-term debt including capital lease obligations:

	<b>September 30, 2012</b>	<b>March 31, 2012</b>
3.375% Convertible Notes, net of discount, due 2038	\$ 151,699	\$ 148,272
2011 Credit Facility due 2016	69,850	79,400
China Term Loan due 2017	4,931	6,034
India Term Loan due 2017	881	5,383
Capital lease obligations and other	612	970
	227,973	240,059
Less current portion	329	2,949
Total long-term debt and capital lease obligations	\$ 227,644	\$ 237,110

The Convertible Notes are represented by a liability component, which is reported herein as long-term debt, net of discount and an equity component representing the convertible feature, which is included in additional paid-in-capital in EnerSys stockholders' equity.

The following represents the principal amount of the liability component, the unamortized discount, and the net carrying amount of the Convertible Notes as of September 30, 2012 and March 31, 2012, respectively:

	<b>September 30, 2012</b>	<b>March 31, 2012</b>
Principal	\$ 172,500	\$ 172,500
Unamortized discount	(20,801)	(24,228)
Net carrying amount	\$ 151,699	\$ 148,272
Carrying amount of equity component	\$ 29,850	\$ 29,850

As of September 30, 2012, the remaining discount will be amortized over a period of 32 months. The conversion price of the \$172,500 in aggregate principal amount of the Convertible Notes is \$40.60 per share and the number of shares on which the aggregate consideration to be delivered upon conversion is 4,248,761.

The effective interest rate on the liability component of the Convertible Notes was 8.50%. The amount of interest cost recognized for the amortization of the discount on the liability component of the Convertible Notes was \$1,731 and \$1,592, respectively, during the quarters ended September 30, 2012 and October 2, 2011 and \$3,427 and \$3,150, respectively, during the six months ended September 30, 2012 and October 2, 2011.

**Available Lines of Credit**

As of September 30, 2012 and March 31, 2012, the Company had available and undrawn, under all its lines of credit, \$393,023 and \$377,230, respectively. Included in the September 30, 2012 and March 31, 2012 amounts are \$107,694 and \$95,340, respectively, of uncommitted lines of credit.

As of September 30, 2012 and March 31, 2012, the Company had \$8,012 and \$9,108, respectively, of standby letters of credit.





**Table of Contents****10. Retirement Plans**

The following tables present the components of the Company's net periodic benefit cost related to its defined benefit pension plans:

	United States Plans Quarter Ended		International Plans Quarter Ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
Service cost	\$ 81	\$ 70	\$ 176	\$ 172
Interest cost	163	166	591	635
Expected return on plan assets	(188)	(176)	(465)	(449)
Amortization and deferral	101	58	51	6
Net periodic benefit cost	\$ 157	\$ 118	\$ 353	\$ 364

	United States Plans Six months Ended		International Plans Six months Ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
Service cost	\$ 162	\$ 140	\$ 353	\$ 353
Interest cost	327	332	1,185	1,288
Expected return on plan assets	(377)	(352)	(929)	(907)
Amortization and deferral	201	116	103	13
Net periodic benefit cost	\$ 313	\$ 236	\$ 712	\$ 747

**11. Stock-Based Compensation**

As of September 30, 2012, the Company maintains the EnerSys 2010 Equity Incentive Plan ( 2010 EIP ). The 2010 EIP reserved 3,177,477 shares of common stock for the grant of various types of equity awards including nonqualified stock options, restricted stock, restricted stock units, market share units and other forms of equity-based compensation.

The Company recognized equity-based compensation expense associated with its equity incentive plans of \$3,825 for the second quarter of fiscal 2013 and \$3,016 for the second quarter of fiscal 2012. The Company recognized equity-based compensation expense associated with its equity incentive plans of \$7,198 for the six months of fiscal 2013 and \$5,734 for the six months of fiscal 2012.

In the six months of fiscal 2013, the Company granted to management, directors and other key employees 226,167 restricted stock units that vest 25% each year over four years from the date of grant, and 303,942 market share units that vest three years from the date of grant. In the six months of fiscal 2012, the Company granted to management and other key employees 134,263 restricted stock units and 224,397 market share units with similar vesting as in the fiscal 2013 grants.

Common stock activity for the six months of fiscal 2013 included the exercise of 512,900 options and the vesting of 230,743 restricted stock units and for the comparable period in fiscal 2012 included the exercise of 93,760 options and the vesting of 257,290 restricted stock units.

As of September 30, 2012 there were 120,763 non-qualified stock options, 605,971 restricted stock units and 641,446 market share units outstanding. At March 31, 2012, there were 633,663 non-qualified stock options, 617,240 restricted stock units and 346,563 market share units outstanding.

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**12. Stockholders Equity**

*Common Stock*

The following demonstrates the change in the number of shares of Common Stock outstanding during the first six months of fiscal 2013:

Shares outstanding as of March 31, 2012	47,800,129
Shares issued as part of equity-based compensation plans, net of equity awards surrendered for option price and taxes	683,192
Shares outstanding as of September 30, 2012	48,483,321

*Treasury Stock*

There were no stock repurchases during the six months of fiscal 2013. During the six months of fiscal 2012, the Company purchased 2,646,885 shares of its common stock from institutional shareholders. At September 30, 2012 and March 31, 2012, the Company held 4,446,885 shares as treasury stock.

*Accumulated Other Comprehensive Income*

The components of accumulated other comprehensive income are as follows:

	<b>March 31, 2012</b>	<b>Before-Tax Amount</b>	<b>Tax Benefit (Expense)</b>	<b>Net-of-Tax Amount</b>	<b>September 30, 2012</b>
Pension funded status adjustment	\$ (8,982)	\$ 84	\$	\$ 84	\$ (8,898)
Unrealized gain on derivative instruments	1,175	4,161	1,570	2,591	3,766
Foreign currency translation adjustment	81,900	(15,760)		(15,760)	66,140
Accumulated other comprehensive income	\$ 74,093	\$ (11,515)	\$ 1,570	\$ (13,085)	\$ 61,008

**Table of Contents****13. Earnings Per Share**

The following table sets forth the reconciliation from basic to diluted average common shares and the calculations of net earnings per common share:

	Quarter ended		Six months ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
Net earnings attributable to EnerSys stockholders	\$ 43,790	\$ 28,289	\$ 89,594	\$ 61,785
Weighted average shares of common stock outstanding:				
Basic	48,188,331	49,469,694	48,044,767	49,761,160
Dilutive potential common shares from exercise and lapse of equity awards, net of shares assumed reacquired	531,585	337,270	528,687	476,460
Diluted	48,719,916	49,806,964	48,573,454	50,237,620
Basic earnings per common share attributable to EnerSys stockholders	\$ 0.91	\$ 0.57	\$ 1.86	\$ 1.24
Diluted earnings per common share attributable to EnerSys stockholders	\$ 0.90	\$ 0.57	\$ 1.84	\$ 1.23
Anti-dilutive equity awards not included in weighted average common shares diluted	287,566	526,808	197,392	422,122

The aggregate number of common shares that the Company could be obligated to issue upon conversion of its Convertible Notes that the Company sold in May 2008 is 4,248,761. It is the Company's current intent to settle the principal amount of any conversions in cash, and any additional conversion consideration in cash, shares of the Company's common stock or a combination of cash and shares. No contingent shares were included in diluted shares outstanding during fiscal 2013 and 2012, as the specified conversion price exceeded the average market price of the Company's common stock, and the inclusion of contingent shares would have been anti-dilutive.

**Table of Contents****14. Business Segments**

The Company has three reportable business segments based on geographic regions, defined as follows:

**Americas**, which includes North and South America, with segment headquarters in Reading, Pennsylvania, USA,

**Europe**, which includes Europe, the Middle East and Africa, with segment headquarters in Zurich, Switzerland, and

**Asia**, which includes Asia, Australia and Oceania, with segment headquarters in Singapore.

The following table provides selected financial data for the Company's reportable business segments and product lines:

	Quarter ended		Six months ended	
	September 30, 2012	October 2, 2011	September 30, 2012	October 2, 2011
<b>Net sales by segment to unaffiliated customers</b>				
Europe	\$ 215,453	\$ 245,337	\$ 452,504	\$ 498,329
Americas	276,704	252,250	565,628	511,478
Asia	62,055	49,553	129,990	106,562
<b>Total net sales</b>	<b>\$ 554,212</b>	<b>\$ 547,140</b>	<b>\$ 1,148,122</b>	<b>\$ 1,116,369</b>
<b>Net sales by product line</b>				
Reserve power	\$ 285,286	\$ 267,294	\$ 574,580	\$ 533,232
Motive power	268,926	279,846	573,542	583,137
<b>Total net sales</b>	<b>\$ 554,212</b>	<b>\$ 547,140</b>	<b>\$ 1,148,122</b>	<b>\$ 1,116,369</b>
<b>Intersegment sales</b>				
Europe	\$ 23,222	\$ 13,287	\$ 45,384	\$ 29,419
Americas	9,143	10,054	19,697	20,200
Asia	7,785	4,001	14,144	7,055
<b>Total intersegment sales <sup>(1)</sup></b>	<b>\$ 40,150</b>	<b>\$ 27,342</b>	<b>\$ 79,225</b>	<b>\$ 56,674</b>
<b>Operating earnings by segment</b>				
Europe	\$ 14,021	\$ 14,597	\$ 31,241	\$ 28,734
Americas	43,572	27,396	88,086	59,014
Asia	6,587	449	15,478	3,819
Restructuring charges (Europe)	(1,295)	(902)	(1,665)	(1,312)
Legal proceedings settlement income (Europe)		900		900
<b>Total operating earnings <sup>(2)</sup></b>	<b>\$ 62,885</b>	<b>\$ 42,440</b>	<b>\$ 133,140</b>	<b>\$ 91,155</b>

(1) Intersegment sales are presented on a cost plus basis which takes into consideration the effect of transfer prices between legal entities.

(2) The Company does not allocate interest expense or other (income) expense to the reportable segments.

**15. Subsequent Events**

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The Company evaluated all subsequent events through the date that the Consolidated Condensed Financial Statements were issued. No material subsequent events have occurred since September 30, 2012 that required recognition or disclosure in the Consolidated Condensed Financial Statements.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS  
FORWARD-LOOKING STATEMENTS**

The Private Securities Litigation Reform Act of 1995 (the Reform Act) provides a safe harbor for forward-looking statements made by or on behalf of EnerSys. EnerSys and its representatives may, from time to time, make written or verbal forward-looking statements, including statements contained in our filings with the Securities and Exchange Commission and its reports to stockholders. Generally, the inclusion of the words believe, expect, intend, estimate, anticipate, will, and similar expressions identify statements that constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and that are intended to come within the safe harbor protection provided by those sections. All statements addressing operating performance, events, or developments that EnerSys expects or anticipates will occur in the future, including statements relating to sales growth, earnings or earnings per share growth, and market share, as well as statements expressing optimism or pessimism about future operating results, are forward-looking statements within the meaning of the Reform Act. The forward-looking statements are and will be based on management's then-current views and assumptions regarding future events and operating performance, and are applicable only as of the dates of such statements.

Forward-looking statements involve risks, uncertainties and assumptions. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. Actual results may differ materially from those expressed in these forward-looking statements due to a number of uncertainties and risks, including the risks described in the Company's 2012 Annual Report on Form 10-K and other unforeseen risks. You should not put undue reliance on any forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q, even if subsequently made available on our website or otherwise, and we undertake no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Our actual results may differ materially from those contemplated by the forward-looking statements for a number of reasons, including the following factors:

general cyclical patterns of the industries in which our customers operate;

the extent to which we cannot control our fixed and variable costs;

the raw materials in our products may experience significant fluctuations in market price and availability;

certain raw materials constitute hazardous materials that may give rise to costly environmental and safety claims;

legislation regarding the restriction of the use of certain hazardous substances in our products;

risks involved in our operations such as disruption of markets, changes in import and export laws, environmental regulations, currency restrictions and currency exchange rate fluctuations;

our ability to raise our selling prices to our customers when our product costs increase;

the extent to which we are able to efficiently utilize our global manufacturing facilities and optimize our capacity;

general economic conditions in the markets in which we operate;

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competitiveness of the battery markets throughout the world;

our timely development of competitive new products and product enhancements in a changing environment and the acceptance of such products and product enhancements by customers;

our ability to adequately protect our proprietary intellectual property, technology and brand names;

litigation and regulatory proceedings to which we might be subject;

changes in our market share in the geographic business segments where we operate;

our ability to implement our cost reduction initiatives successfully and improve our profitability;



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quality problems associated with our products;

our ability to implement business strategies, including our acquisition strategy, manufacturing expansion and restructuring plans;

our acquisition strategy may not be successful in locating advantageous targets;

our ability to successfully integrate any assets, liabilities, customers, systems and management personnel we acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames;

our debt and debt service requirements which may restrict our operational and financial flexibility, as well as imposing unfavorable interest and financing costs;

our ability to maintain our existing credit facilities or obtain satisfactory new credit facilities;

adverse changes in our short and long-term debt levels under our credit facilities;

our exposure to fluctuations in interest rates on our variable-rate debt;

our ability to attract and retain qualified personnel;

our ability to maintain good relations with labor unions;

credit risk associated with our customers, including risk of insolvency and bankruptcy;

our ability to successfully recover in the event of a disaster affecting our infrastructure;

terrorist acts or acts of war, could cause damage or disruption to our operations, our suppliers, channels to market or customers, or could cause costs to increase, or create political or economic instability; and

the operation, capacity and security of our information systems and infrastructure.

This list of factors that may affect future performance is illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

In the following discussion and analysis of results of operations and financial condition, certain financial measures may be considered non-GAAP financial measures under Securities and Exchange Commission rules. These rules require supplemental explanation and reconciliation, which is provided in this Quarterly Report on Form 10-Q. EnerSys management uses the non-GAAP measures primary working capital, primary working capital percentage (see definitions in Liquidity and Capital Resources below) and capital expenditures in its evaluation of business segment cash flow and financial position performance. These disclosures have limitations as an analytical tool, should not be viewed as a substitute for cash flow determined in accordance with GAAP, and should not be considered in isolation or as a substitute for analysis of the

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Company's results as reported under GAAP, nor are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Management believes that this non-GAAP supplemental information is helpful in understanding the Company's ongoing operating results.

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### Overview

EnerSys (the Company, we, or us) is the world's largest manufacturer, marketer and distributor of industrial batteries. We also manufacture, market and distribute related products such as chargers, power equipment and battery accessories, and we provide related after-market and customer-support services for industrial batteries. We market and sell our products globally to over 10,000 customers in more than 100 countries through a network of distributors, independent representatives and our internal sales force.

We operate and manage our business in three geographic regions of the world—Americas, Europe and Asia, as described below. Our business is highly decentralized with manufacturing locations throughout the world. More than half of our manufacturing capacity is located outside of the United States, and approximately 60% of our net sales were generated outside of the United States. The Company has three reportable business segments based on geographic regions, defined as follows:

**Americas**, which includes North and South America, with our segment headquarters in Reading, Pennsylvania, USA,

**Europe**, which includes Europe, the Middle East and Africa, with our segment headquarters in Zurich, Switzerland, and

**Asia**, which includes Asia, Australia and Oceania, with our segment headquarters in Singapore.

We evaluate business segment performance based primarily upon operating earnings exclusive of highlighted items. Highlighted items are those that the Company deems are not indicative of ongoing operating results, including those charges that the Company incurs as a result of restructuring activities and those charges and credits that are not directly related to ongoing business segment performance. All corporate and centrally incurred costs are allocated to the business segments based principally on net sales. We evaluate business segment cash flow and financial position performance based primarily upon capital expenditures and primary working capital levels (see definition of primary working capital in *Liquidity and Capital Resources* below). Although we monitor the three elements of primary working capital (receivables, inventory and payables), our primary focus is on the total amount due to the significant impact it has on our cash flow.

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Our management structure, financial reporting systems, and associated internal controls and procedures, are all consistent with our three geographic business segments. We report on a March 31 fiscal year-end. Our financial results are largely driven by the following factors:

global economic conditions and general cyclical patterns of the industries in which our customers operate;

changes in our selling prices and, in periods when our product costs increase, our ability to raise our selling prices to pass such cost increases through to our customers;

the extent to which we are able to efficiently utilize our global manufacturing facilities and optimize our capacity;

the extent to which we can control our fixed and variable costs, including those for our raw materials, manufacturing, distribution and operating activities;

changes in our level of debt and changes in the variable interest rates under our credit facilities; and

the size and number of acquisitions and our ability to achieve their intended benefits.

We have two primary industrial battery product lines: reserve power products and motive power products. Net sales classifications by product line are as follows:

Reserve power products are used for backup power for the continuous operation of critical applications in telecommunications systems, uninterruptible power systems, or UPS applications for computer and computer-controlled systems, and other specialty power applications, including security systems, premium starting, lighting and ignition applications, in switchgear, electrical control systems used in electric utilities and energy pipelines, in commercial aircraft, satellites, military aircraft, submarines, ships, tactical vehicles and portable energy packs.

Motive power products are used to provide power for manufacturing, warehousing and other material handling equipment, primarily electric industrial forklift trucks, mining equipment, and for diesel locomotive starting and other rail equipment.

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### ***Economic Climate***

Recent indicators continue to suggest a mixed trend in economic activity among our different geographical regions. The Americas region continued its economic recovery which has been in place since fiscal 2010. Asia's economic expansion continues but at a slower rate. The ongoing financial crisis and austerity measures in Europe are a factor in slowing overall economic growth in this region and leading to declining economic growth in many of the Western European countries.

### ***Volatility of Commodities and Foreign Currencies***

Our most significant commodity and foreign currency exposures are related to lead and the euro. Historically, volatility of commodity costs and foreign currency exchange rates have caused large swings in our production costs. As the global economic climate changes, we anticipate that our commodity costs may continue to fluctuate significantly as they have in the past several years. The decrease in our cost of lead due to a decrease in average lead prices was approximately \$20 million and \$41 million in the current quarter and six months of fiscal 2013, respectively, compared to the comparable prior year periods.

### ***Customer Pricing***

Our selling prices fluctuated during the last several years to offset the volatile cost of commodities. During the current quarter and six months of fiscal 2013, our selling prices declined slightly to reflect declining lead costs. Approximately 35% of our revenue is currently subject to agreements that adjust pricing to a market-based index for lead.

### ***Liquidity and Capital Resources***

Our capital structure and liquidity remain strong. As of September 30, 2012, we had \$212.3 million of cash and cash equivalents, approximately \$285 million of undrawn, committed credit lines, and approximately \$108 million of available and uncommitted credit lines. A substantial majority of the Company's cash and investments are held by foreign subsidiaries and are considered to be indefinitely reinvested and expected to be utilized to fund local operating activities, capital expenditure requirements and acquisitions. The Company believes that it has sufficient sources of domestic and foreign liquidity.

**Table of Contents****Results of Operations****Net Sales**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
<i>Current quarter by segment</i>						
Europe	\$ 215.4	38.9%	\$ 245.3	44.8%	\$ (29.9)	(12.2)%
Americas	276.7	49.9	252.3	46.1	24.4	9.7
Asia	62.1	11.2	49.6	9.1	12.5	25.2
Total net sales	\$ 554.2	100.0%	\$ 547.2	100.0%	\$ 7.0	1.3%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
<i>Year to date by segment</i>						
Europe	\$ 452.5	39.4%	\$ 498.3	44.6%	\$ (45.8)	(9.2)%
Americas	565.6	49.3	511.5	45.8	54.1	10.6
Asia	130.0	11.3	106.6	9.6	23.4	22.0
Total net sales	\$ 1,148.1	100.0%	\$ 1,116.4	100.0%	\$ 31.7	2.8%

Net sales increased \$7.0 million or 1.3% in the second quarter of fiscal 2013 from the comparable period in fiscal 2012. This increase for the quarter was the result of a 2% increase in organic volume, a 4% increase from acquisitions, a 4% decrease due to foreign currency translation impact and a 1% decrease due to pricing. Net sales increased \$31.7 million or 2.8% in the six months of fiscal 2013 from the comparable period in fiscal 2012. This increase for the six months of fiscal 2013 was the result of a 4% increase in both organic volume and acquisitions, partially offset by a 5% decrease from foreign currency translation impact.

*Segment sales*

The Americas and Asia segments experienced improved year over year economic and market conditions, which led to organic volume improvements in the second quarter and first half of fiscal 2013 compared to the prior year periods. Our Europe segment experienced sales declines in the second quarter and first half of fiscal 2013 from lower organic volume, unfavorable pricing and foreign currency translation impact, partially offset by acquisitions, compared to the comparable periods of fiscal 2012. The declines in European volume growth and currency rates reflect the economic conditions facing that region.

Our Europe segment's net sales decreased \$29.9 million or 12.2% in the second quarter of fiscal 2013, as compared to the second quarter of fiscal 2012, primarily due to a decrease of approximately 8% related to currency translation impact, 6% decrease in organic volume and 1% decrease due to pricing. Acquisitions contributed an increase of approximately 3%. Revenue decreased \$45.8 million or 9.2% in the six months of fiscal 2013, as compared to the six months of fiscal 2012, primarily due to a decrease of approximately 10% related to currency translation impact, organic volume and pricing each with a 1% decrease, while acquisitions contributed an increase of approximately 3%.

Our Americas segment's net sales increased \$24.4 million or 9.7% in the second quarter of fiscal 2013, as compared to the second quarter of fiscal 2012, primarily due to higher organic volume, which contributed approximately 6% of the increased revenue. Acquisitions contributed an increase of approximately 5% partially offset by currency translation impact of approximately 1%. Revenue increased \$54.1 million or 10.6% in the six months of fiscal 2013, as compared to the six months of fiscal 2012, primarily due to higher organic volume which contributed approximately 7%. Acquisitions and pricing contributed an increase of approximately 4% and 1%, respectively, partially offset by currency translation impact of 1%.

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Our Asia segment's net sales increased \$12.5 million or 25.2% in the second quarter of fiscal 2013, as compared to the second quarter of fiscal 2012, primarily due to higher organic volume and acquisitions, which contributed approximately 20% and 8%, respectively. Currency translation impact and pricing partially offset this increase by approximately 2% and 1%, respectively. Revenue increased \$23.4 million or 22.0% in the six months of fiscal 2013, as compared to the six months of fiscal 2012, primarily due to organic volume growth and acquisitions, which contributed approximately 18% and 7%, partially offset by currency translation impact and pricing of approximately 2% and 1%, respectively.

**Table of Contents***Product line sales*

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Reserve power	\$ 285.3	51.5%	\$ 267.3	48.9%	\$ 18.0	6.7%
Motive power	268.9	48.5	279.9	51.1	(11.0)	(3.9)
Total net sales	\$ 554.2	100.0%	\$ 547.2	100.0%	\$ 7.0	1.3%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Reserve power	\$ 574.6	50.0%	\$ 533.2	47.8%	\$ 41.4	7.8%
Motive power	573.5	50.0	583.2	52.2	(9.7)	(1.6)
Total net sales	\$ 1,148.1	100.0%	\$ 1,116.4	100.0%	\$ 31.7	2.8%

Sales of our reserve power products in the second quarter of fiscal 2013 increased \$18.0 million or 6.7% compared to the second quarter of fiscal 2012. Organic volume and acquisitions contributed approximately 6% each to the increased revenue, partially offset by lower currency translation impact and pricing of approximately 4% and 1%, respectively. Sales in the six months of fiscal 2013 increased \$41.4 million or 7.8% compared to the six months of fiscal 2012. Organic volume and acquisitions contributed approximately 8% and 5%, respectively, to the increased revenue, partially offset by currency translation impact of approximately 5%.

Sales of our motive power products in the second quarter of fiscal 2013 decreased \$11.0 million or 3.9% compared to the second quarter of fiscal 2012. The second quarter decrease was primarily due to decrease in organic volume of approximately 3% and currency translation impact of approximately 4% partially offset by an increase of approximately 3% from acquisitions. The lower volumes in motive power for the quarter were in our Europe segment. Sales in the six months of fiscal 2013 decreased \$9.7 million or 1.6% compared to the six months of fiscal 2012, primarily due to currency translation impact of approximately 5% partially offset by an increase of approximately 3% from acquisitions and 1% due to organic volume.



**Table of Contents****Gross Profit**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Gross Profit	\$ 138.3	25.0%	\$ 114.4	20.9%	\$ 23.9	20.9%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Gross Profit	\$ 286.6	25.0%	\$ 236.4	21.2%	\$ 50.2	21.3%

Gross profit increased \$23.9 million or 20.9% in the second quarter of fiscal 2013 and increased \$50.2 million or 21.3% in the six months of fiscal 2013, compared to the comparable periods of fiscal 2012. Gross profit, as a percentage of net sales increased 410 basis points in the second quarter and 380 points in the six month period of fiscal 2013, when compared to the comparable periods of fiscal 2012. This increase is primarily attributed to higher sales volume and lower commodity costs. Pricing held relatively constant in the six month period.

We estimate that the cost of lead alone, our most significant raw material, decreased our cost of sales by approximately \$20 million and \$41 million, respectively, in the second quarter and six months of fiscal 2013, compared to the comparable periods in fiscal 2012 while selling prices decreased sales by approximately \$3 million and \$4 million, respectively, in the second quarter and in the six months of fiscal 2013.

Our gross profit initiatives will continue to emphasize cost reduction activities to improve gross profit and continue to focus on improving product mix to higher margin products.

**Operating Items**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Operating expenses	\$ 74.1	13.4%	\$ 71.9	13.1%	\$ 2.2	3.1%
Restructuring charges	\$ 1.3	0.2%	\$ 0.9	0.2%	\$ 0.4	43.6%
Legal proceedings settlement income	\$	%	\$ (0.9)	(0.2)%	\$ (0.9)	NM

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total	In Millions	of Total	In Millions	%

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		Net Sales		Net Sales		
Operating expenses	\$ 151.8	13.2%	\$ 144.8	13.0%	\$ 7.0	4.9%
Restructuring charges	\$ 1.7	0.1%	\$ 1.3	0.1%	\$ 0.4	26.9%
Legal proceedings settlement income	\$	%	\$ (0.9)	(0.1)%	\$ (0.9)	NM

NM = not meaningful

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Operating expenses as a percentage of net sales increased 30 basis points in the second quarter of fiscal 2013 compared to the second quarter of fiscal 2012 and 20 basis points in the six months of fiscal 2013 compared to the six months of fiscal 2012. Operating expenses, excluding the effect of foreign currency translation, increased \$6.3 million or 8.9% in the second quarter of fiscal 2013 compared to the second quarter of fiscal 2012 and increased \$15.6 million or 10.9% in the six months of fiscal 2013 compared to the six months of fiscal 2012, due primarily to higher sales volume and the higher operating costs of recent acquisitions. Selling expenses, our main component of operating expenses, were 59.5% and 60.1% of total operating expenses in the second quarter and six months of fiscal 2013, respectively, compared to 58.6% and 59.2% of total operating expenses in the second quarter and six months of fiscal 2012, respectively.

**Restructuring charges**

Included in our second quarter and six months of fiscal 2013 operating results are \$1.3 million and \$1.7 million of restructuring charges, respectively, primarily for staff reductions and write-off of fixed assets and inventory in Europe. Included in our second quarter and six months of fiscal 2012 operating results are \$0.9 million and \$1.3 million of restructuring charges, respectively, for staff reductions in Europe.

**Operating Earnings**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales (1)	In Millions	of Total Net Sales (1)	In Millions	%
<i>Current quarter by segment</i>						
Europe	\$ 14.1	6.5%	\$ 14.7	6.0%	\$ (0.6)	(3.9)%
Americas	43.5	15.7	27.3	10.9	16.2	59.1
Asia	6.6	10.6	0.5	0.9	6.1	NM
Subtotal	64.2	11.6	42.5	7.8	21.7	51.2
Legal proceedings settlement income-Europe			0.9	0.4	(0.9)	NM
Restructuring charges-Europe	(1.3)	(0.6)	(0.9)	(0.4)	(0.4)	43.6
Total operating earnings	\$ 62.9	11.4%	\$ 42.5	7.8%	\$ 20.4	48.2%

(1) The percentages shown for the segments are computed as a percentage of the applicable segment's net sales.  
 NM = not meaningful

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales (1)	In Millions	of Total Net Sales (1)	In Millions	%
<i>Year to date by segment</i>						
Europe	\$ 31.3	6.9%	\$ 28.8	5.8%	\$ 2.5	8.7%
Americas	88.0	15.6	58.9	11.5	29.1	49.3
Asia	15.5	11.9	3.9	3.6	11.6	NM
Subtotal	134.8	11.7	91.6	8.2	43.2	47.2
Legal proceedings settlement income-Europe			0.9	0.2	(0.9)	NM
Restructuring charges-Europe	(1.7)	(0.4)	(1.3)	(0.3)	(0.4)	26.9
Total operating earnings	\$ 133.1	11.6%	\$ 91.2	8.2%	\$ 41.9	46.1%

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<sup>(1)</sup> The percentages shown for the segments are computed as a percentage of the applicable segment's net sales.  
NM = not meaningful

Operating earnings increased \$20.4 million or 48.2% in the second quarter of fiscal 2013 in comparison to the second quarter of fiscal 2012. Operating earnings as a percentage of net sales, as shown in the table above, increased 360 basis points in the second quarter of fiscal 2013 when compared to the second quarter of fiscal 2012.

We experienced a decrease in operating earnings in our Europe segment in the second quarter of fiscal 2013 in comparison to the comparable quarter in the prior year, although the operating margin increased 50 basis points to 6.5%. Operating earnings increased in the six months of fiscal 2013 in comparison to the comparable period in the prior year, with the operating margin increasing 110 basis points to 6.9%. This improvement in Europe earnings is primarily attributable to lower commodity costs and the benefits of the restructuring programs.

Our Americas segment had an increase in operating earnings in the second quarter of fiscal 2013 in comparison to the second quarter of fiscal 2012, with the operating margin increasing 480 basis points to 15.7%. Operating earnings increased in the six months of fiscal 2013 in comparison to the comparable period in the prior year, with the operating margin increasing 410 basis points to 15.6%. The operating margin increase in the second quarter and six months of fiscal 2013 is primarily attributable to higher organic volume and lower commodity costs.

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Operating earnings increased in our Asia segment in the second quarter and six months of fiscal 2013 in comparison to the second quarter of fiscal 2012, with the operating margin increasing 970 basis points and 830 basis points, respectively. The improvement in the second quarter and six months of fiscal 2013 in comparison to the prior year periods is primarily due to increased volume and a better mix of higher margin products in the region.

**Interest Expense**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage		In Millions	%
	In Millions	of Total Net Sales	In Millions	of Total Net Sales		
Interest expense	\$ 5.0	0.9%	\$ 4.1	0.8%	\$ 0.9	21.0%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage		In Millions	%
	In Millions	of Total Net Sales	In Millions	of Total Net Sales		
Interest expense	\$ 9.7	0.8%	\$ 7.5	0.7%	\$ 2.2	29.0%

Interest expense of \$5.0 million in the second quarter of fiscal 2013 (net of interest income of \$0.2 million) was \$0.9 million higher than the interest expense of \$4.1 million in the second quarter of fiscal 2012 (net of interest income of \$0.2 million). Interest expense of \$9.7 million in the six months of fiscal 2013 (net of interest income of \$0.4 million) was \$2.2 million higher than the interest expense of \$7.5 million in the six months of fiscal 2012 (net of interest income of \$0.5 million).

The increase in interest expense in the second quarter and six months of fiscal 2013 compared to the comparable prior year periods is primarily attributable to higher interest rates in Asia and South America where we made recent acquisitions.

Included in interest expense are non-cash charges for deferred financing fees of \$0.3 million and \$0.6 million, respectively, in the second quarter and six months of fiscal 2013 and \$0.3 million and \$0.6 million, respectively, in the second quarter and six months of fiscal 2012.

Included in interest expense is non-cash, accreted interest on the Convertible Notes of \$1.7 million and \$3.4 million, respectively, in the second quarter and six months of fiscal 2013 and \$1.6 million and \$3.2 million, respectively, in the second quarter and six months of fiscal 2012. (See Note 9 to the Consolidated Condensed Financial Statements.)

Our average debt outstanding (reflecting the reduction of the Convertible Notes discount) was \$262.3 million and \$262.8 million in the second quarter and six months of fiscal 2013, respectively, compared to \$273.2 million and \$266.2 million in the second quarter and six months of fiscal 2012, respectively. The average Convertible Notes discount excluded from our average debt outstanding was \$21.7 million and \$22.6 million, respectively, in the second quarter and six months of fiscal 2013 and \$28.3 million and \$29.1 million, respectively, in the second quarter and six months of fiscal 2012.

**Other (Income) Expense, Net**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	In Millions	Percentage	In Millions	Percentage	In Millions	%

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		of Total Net Sales		of Total Net Sales		
Other (income) expense, net	\$ (1.8)	(0.3)%	\$	%	\$ 1.8	NM%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage of Total Net Sales		Percentage of Total Net Sales			
	In Millions	%	In Millions	%	In Millions	%
Other (income) expense, net	\$ (0.6)	%	\$ 1.2	0.1%	\$ 1.8	NM%

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Other (income) expense, net for the second quarter as well as the six months of fiscal 2013 increased by \$1.8 million compared to the comparable prior year periods primarily on account of insurance recoveries.

**Earnings Before Income Taxes**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Earnings before income taxes	\$ 59.7	10.8%	\$ 38.4	7.0%	\$ 21.3	55.6%

	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Earnings before income taxes	\$ 124.0	10.8%	\$ 82.5	7.4%	\$ 41.5	50.4%

As a result of the above, earnings before income taxes in the second quarter of fiscal 2013 increased \$21.3 million or 55.6% compared to the second quarter of fiscal 2012 and earnings before income taxes in the six months of fiscal 2013 increased \$41.5 million or 50.4% compared to the six months of fiscal 2012. Earnings before income taxes as a percentage of net sales were 10.8% for both the second quarter and six months of fiscal 2013 compared to 7.0% and 7.4%, respectively, in the second quarter and six months of fiscal 2012.

**Income Tax Expense**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Income tax expense	\$ 16.7	3.0%	\$ 10.1	1.8%	\$ 6.6	65.6%

Effective tax rate	28.0%	26.3%	1.7%
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	Six months ended September 30, 2012		Six months ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Income tax expense	\$ 35.4	3.1%	\$ 20.7	1.9%	\$ 14.7	71.4%

Effective tax rate	28.6%	25.1%	3.5%
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The Company's income tax provisions for both periods consist of federal, state and foreign income taxes. The tax provisions for the second quarters of fiscal 2013 and fiscal 2012 were based on the estimated effective tax rates applicable for the full years ending March 31, 2013 and

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March 31, 2012, respectively, after giving effect to items specifically related to the interim periods.

The effective income tax rates for the second quarters of fiscal 2013 and fiscal 2012 were 28.0% and 26.3%, respectively. The effective income tax rates for the six months of fiscal 2013 and fiscal 2012 were 28.6% and 25.1%, respectively. The rate increase in the second quarter and six months of fiscal 2013 as compared to the comparable prior year periods are primarily due to changes in the mix of earnings among tax jurisdictions and the expiration of certain U.S. corporate tax exemptions.



**Table of Contents****Net Earnings Attributable to EnerSys Stockholders**

	Quarter ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Net earnings attributable to EnerSys stockholders	\$ 43.8	7.9%	\$ 28.3	5.2%	\$ 15.5	54.8%

	Six Months ended September 30, 2012		Quarter ended October 2, 2011		Increase (Decrease)	
	Percentage		Percentage			
	In Millions	of Total Net Sales	In Millions	of Total Net Sales	In Millions	%
Net earnings attributable to EnerSys stockholders	\$ 89.6	7.8%	\$ 61.8	5.5%	\$ 27.8	45.0%

As a result of the above, net earnings attributable to EnerSys Stockholders in the second quarter of fiscal 2013 were \$43.8 million or 7.9% of net sales, compared to the second quarter of fiscal 2012 of \$28.3 million or 5.2% of net sales. Net earnings attributable to EnerSys Stockholders in the six months of fiscal 2013 were \$89.6 million or 7.8% of net sales, compared to the six months of fiscal 2012 of \$61.8 million or 5.5% of net sales.

Net earnings attributable to EnerSys Stockholders per common share in the second quarter of fiscal 2013 were \$0.91 per basic share and \$0.90 per diluted share, compared to \$0.57 per basic share and diluted share in the second quarter of fiscal 2012. Net earnings attributable to EnerSys Stockholders per common share in the six months of fiscal 2013 were \$1.86 per basic share and \$1.84 per diluted share, compared to \$1.24 per basic share and \$1.23 per diluted share in the six months of fiscal 2012.

**Critical Accounting Policies and Estimates**

There have been no material changes to our critical accounting policies from those discussed under the caption Critical Accounting Policies and Estimates in Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our 2012 Annual Report on Form 10-K.

**Liquidity and Capital Resources**

Operating activities provided cash of \$78.8 million in the six months of fiscal 2013 compared to \$27.2 million in the comparable period of fiscal 2012. In the six months of fiscal 2013, net earnings of \$88.6 million and depreciation and amortization of \$25.1 million were offset by cash used for the increase in primary working capital of \$41.1 million, net of currency translation changes. In the six months of fiscal 2012, net earnings of \$61.8 million and depreciation and amortization of \$24.3 million were offset by cash used for the increase in primary working capital of \$56.3 million, net of currency translation changes.

Primary working capital for this purpose is trade accounts receivable, plus inventories, minus trade accounts payable. The resulting net amount is divided by the trailing three month net sales (annualized) to derive a primary working capital percentage. Primary working capital was \$607.2 million (yielding a primary working capital percentage of 27.4%) at September 30, 2012, \$578.6 million (yielding a primary working capital percentage of 24.4%) at March 31, 2012 and \$576.1 million at October 2, 2011 (yielding a primary working capital percentage of 26.3%). The primary working capital percentage of 27.4% at September 30, 2012 is 3.0 percentage points higher than that for March 31, 2012, and 1.1 percentage points higher than that for the prior year quarter.

Primary working capital increased during the six months of fiscal 2013, largely due to an increase in accounts receivable and inventories and a decrease in accounts payable.

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Primary working capital and primary working capital percentages at September 30, 2012, March 31, 2012 and October 2, 2011 are computed as follows:

(In Millions)						
Balance At	Trade Receivables	Inventory	Accounts Payable	Total	Quarter Revenue Annualized	Primary Working Capital %
September 30, 2012	\$ 472.8	\$ 366.5	\$ (232.1)	\$ 607.2	\$ 2,216.8	27.4%
March 31, 2012	466.8	361.8	(250.0)	578.6	2,371.0	24.4
October 2, 2011	474.3	345.5	(243.7)	576.1	2,188.6	26.3

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Investing activities used cash of \$26.6 million in the six months of fiscal 2013, compared to \$25.2 million in the comparable period in fiscal 2012, primarily comprised of capital expenditures.

Financing activities provided cash of \$2.9 million in the six months of fiscal 2013. Borrowings and repayments on our revolver were \$173.3 million and \$182.8 million, respectively, while borrowings on long-term debt and short-term debt were \$5.6 million and

\$5.4 million, respectively, which were partially offset by repayments of long-term debt of \$10.6 million in Asia. Exercise of stock options and the related tax benefits contributed \$13.9 million. In the six months of fiscal 2012, financing activities utilized cash of \$12.9 million, primarily reflecting the repurchase of common stock of \$49.9 million. Borrowings and repayments on our revolver were \$22.6 million and \$3.6 million, respectively, while borrowings on short-term debt were \$16.3 million partially offset by capital lease payments of \$1.2 million. Exercise of stock options and the related tax benefits contributed \$3.0 million.

As a result of the above, total cash and cash equivalents increased by \$51.9 million to \$212.3 million in the six months of fiscal 2013 compared to a decrease of \$13.3 million to \$95.6 million in the comparable period of fiscal 2012.

All obligations under our 2011 Senior Secured Revolving Credit Facility are secured by, among other things, substantially all of our U.S. assets. This credit agreement contains various covenants which, absent prepayment in full of the indebtedness and other obligations, or the receipt of waivers, limit our ability to conduct certain specified business transactions, buy or sell assets out of the ordinary course of business, engage in sale and leaseback transactions, pay dividends and take certain other actions. There are no prepayment penalties on loans under this credit facility.

We are in compliance with all covenants and conditions under our credit agreements. Since we believe that we will continue to comply with these covenants and conditions, we believe that we have the financial resources and the capital available to fund the foreseeable organic growth in our business and to remain active in pursuing further acquisition opportunities. See Note 8 to the Consolidated Financial Statements included in our 2012 Annual Report on Form 10-K for a detailed description of debt.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

***Market Risks***

Our cash flows and earnings are subject to fluctuations resulting from changes in interest rates, foreign currency exchange rates and raw material costs. We manage our exposure to these market risks through internally established policies and procedures and, when deemed appropriate, through the use of derivative financial instruments. Our policy does not allow speculation in derivative instruments for profit or execution of derivative instrument contracts for which there are no underlying exposures. We do not use financial instruments for trading purposes and are not a party to any leveraged derivatives. We monitor our underlying market risk exposures on an ongoing basis and believe that we can modify or adapt our hedging strategies as needed.

***Counterparty Risks***

We have entered into interest rate swap agreements to manage risk on a portion of our long-term floating-rate debt. We have entered into lead forward purchase contracts to manage risk on the cost of lead. We have entered into foreign exchange forward contracts to manage risk on foreign currency exposures. The Company's agreements are with creditworthy financial institutions. Those contracts that result in a liability position at September 30, 2012 are \$3.8 million (pre-tax), therefore there is no risk of nonperformance by the counterparties. Those contracts that result in an asset position at September 30, 2012 are \$8.4 million (pre-tax) and the impact on the Company due to nonperformance by the counterparties has been evaluated and not deemed material.

***Interest Rate Risks***

We are exposed to changes in variable U.S. interest rates on borrowings under our credit agreements. On a selective basis, from time to time, we enter into interest rate swap agreements to reduce the negative impact that increases in interest rates could have on our outstanding variable rate debt. Changes in the fair value of these contracts for the quarters ended September 30, 2012 and October 2, 2011 have been recorded in the income statement in other (income) expense, net.

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At September 30, 2012 and March 31, 2012, the aggregate notional amount of interest rate swap agreements is \$85.0 million. These agreements expire between February - May 2013.

Under the interest rate swaps, the Company receives three-month LIBOR and pays a fixed interest rate which averaged 4.28% on September 30, 2012 and October 2, 2011.

A 100 basis point increase in interest rates would increase annual interest expense by approximately \$0.9 million on the variable rate portions of our debt.

**Table of Contents****Commodity Cost Risks Lead Contracts**

We have a significant risk in our exposure to certain raw materials. Our largest single raw material cost is for lead, for which the cost remains volatile. In order to hedge against increases in our lead cost, we have entered into contracts with financial institutions to fix the price of lead. A vast majority of such contracts are for a period not extending beyond one year. We had the following contracts outstanding at the dates shown below:

<b>Date</b>	<b>\$ s Under Contract (in millions)</b>	<b># Pounds Purchased (in millions)</b>	<b>Average Cost/Pound</b>	<b>Approximate % of Lead Requirements <sup>(1)</sup></b>
September 30, 2012	\$ 40.7	46.8	\$ 0.87	10%
March 31, 2012	56.6	60.0	0.94	12
October 2, 2011	63.2	62.3	1.01	14

<sup>(1)</sup> Based on approximate annual lead requirements for the periods then ended.

For the remaining two quarters of this fiscal year, we believe approximately 43% of the cost of our lead requirement is known. This takes into account the hedge contracts in place at September 30, 2012, lead purchased by September 30, 2012 that will be reflected in future costs under our FIFO accounting treatment, and the benefit from our lead tolling program.

We estimate that a 10% increase in our cost of lead would increase our cost of goods sold by approximately \$14 million and \$28 million in the second quarter and six months of fiscal 2013, respectively.

**Foreign Currency Exchange Rate Risks**

We manufacture and assemble our products globally in the Americas, Europe and Asia. Approximately 60% of our sales and expenses are transacted in foreign currencies. Our sales revenue, production costs, profit margins and competitive position are affected by the strength of the currencies in countries where we manufacture or purchase goods relative to the strength of the currencies in countries where our products are sold. Additionally, as we report our financial statements in U.S. dollars, our financial results are affected by the strength of the currencies in countries where we have operations relative to the strength of the U.S. dollar. The principal foreign currencies in which we conduct business are the Euro, Swiss franc, British pound, Polish zloty, Chinese renminbi and Mexican peso.

We quantify and monitor our global foreign currency exposures. Our largest foreign currency exposure is from the purchase and conversion of U.S. dollar based lead costs into local currencies in Europe. Additionally, we have currency exposures from intercompany financing and trade transactions. On a selective basis, we enter into foreign currency forward contracts and option contracts to reduce the impact from the volatility of currency movements; however, we cannot be certain that foreign currency fluctuations will not impact our operations in the future.

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To hedge these exposures, we have entered into forward contracts with financial institutions to fix the value at which we will buy or sell certain currencies. The vast majority of such contracts are for a period not extending beyond one year. Forward contracts outstanding as of September 30, 2012 and March 31, 2012 were \$90.4 million and \$53.5 million, respectively. The details of contracts outstanding as of September 30, 2012 were as follows:

Transactions Hedged	\$US Equivalent (in millions)	Average Rate Hedged	Approximate % of Annual Requirements <sup>(1)</sup>
Sell Euros for U.S. dollars	\$ 12.9	\$/ 1.23	7%
Sell Euros for Polish zloty	14.4	PLN/ 4.26	21
Sell Euros for British pounds	27.2	£/ 0.80	33
Sell Japanese yen for U.S. dollars	26.0	¥/\$ 79.98	70
Sell Australian dollars for U.S. dollars	2.0	\$/AUD 1.01	20
Sell U.S. dollars for Mexican pesos	2.5	MXN/\$ 13.38	50
Sell Australian dollars for Euros	1.9	/AUD 1.19	15
Other	3.5		
<b>Total</b>	<b>\$ 90.4</b>		

<sup>(1)</sup> Based on the fiscal year currency requirements.

Foreign exchange translation adjustments are recorded in the consolidated condensed statements of comprehensive income.

Based on changes in the timing and amount of interest rate and foreign currency exchange rate movements and our actual exposures and hedges, actual gains and losses in the future may differ from our historical results.

**ITEM 4. CONTROLS AND PROCEDURES**

(a) Disclosure Controls and Procedures. Our management, with the participation of our Chief Executive Officer and Chief Financial Officer, has evaluated the effectiveness of our disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of the end of the period covered by this report. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that, as of the end of such period, our disclosure controls and procedures are effective.

(b) Internal Control Over Financial Reporting. There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter to which this report relates that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II OTHER INFORMATION****Item 1. Legal Proceedings**

From time to time, we are involved in litigation incidental to the conduct of our business. We do not expect that any of this litigation, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flow.

**Item 1A. Risk Factors**

In addition to the other information set forth in this Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended March 31, 2012, which could materially affect our business, financial condition or future results.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds****Purchases of Equity Securities by the Issuer and Affiliated Purchasers**

The following table summarizes the number of shares of common stock we purchased from participants in our equity incentive plans as well as repurchases of common stock authorized by the Board of Directors. As provided by our equity incentive plans, vested options outstanding may be exercised through surrender to the Company of option shares or vested options outstanding under the Plan to satisfy the applicable aggregate exercise price (and any withholding tax) required to be paid upon such exercise.

**Purchases of Equity Securities**

Period	(a) Total number of shares (or units) purchased	(b) Average price paid per share (or unit) \$	(c) Total number of shares (or units) purchased as part of publicly announced plans or programs	(d) Maximum number (or approximate dollar value) of shares (or units) that may be purchased under the plans or programs <sup>(1) (2)</sup>
July 2 July 29, 2012		\$		\$ 57,973,315
July 30 August 26, 2012				66,164,803
August 27 September 30, 2012				74,746,440
Total		\$		

<sup>(1)</sup> On May 26, 2011, the Company's Board of Directors authorized the Company to repurchase up to the number of shares exercised through previous stock option awards and common stock issued under the 2010 Equity Incentive Plan. As of July 29, 2012, August 26, 2012 and September 30, 2012, this repurchase limit amounted to a total 220,592 shares, 447,220 shares, and 684,642 shares, respectively, that may be repurchased under this program. For purposes of presenting the approximate dollar value of shares that may be purchased under this program, we multiplied the remaining balance under this program by \$36.15 per share, which is the average closing price of the Company's common stock during the period.

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<sup>(2)</sup> On May 24, 2012, the Company's Board of Directors authorized the Company to repurchase up to \$50 million of its common stock.

### **Item 4. Mine Safety Disclosures**

Not applicable.



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**ITEM 6. EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	Fifth Restated Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to Amendment No. 3 to EnerSys Registration Statement on Form S-1 (File No. 333-115553) filed on July 13, 2004).
3.2	Bylaws (incorporated by reference to Exhibit 3.2 to EnerSys Quarterly Report on Form 10-Q (File No. 001-32253) filed on August 8, 2012).
31.1	Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) Under the Securities Exchange Act of 1934 (filed herewith).
31.2	Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) Under the Securities Exchange Act of 1934 (filed herewith).
32.1	Certification of the Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document
101.LAB	XBRL Taxonomy Extension Label Linkbase Document
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ENERSYS (Registrant)

By /s/ Michael J. Schmidlein  
Michael J. Schmidlein  
Senior Vice President Finance & Chief Financial  
Officer

Date: November 5, 2012

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**EnerSys**

**EXHIBIT INDEX**

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