

EnerSys
Form 4
December 29, 2015

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Long Jeffrey W.

(Last) (First) (Middle)

C/O ENERSYS, 2366 BERNVILLE ROAD

(Street)

READING, PA 19605

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
12/24/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/24/2015 | | A | | 2.476 ⁽¹⁾ | A | \$ 0 52,178.2054 |
| Common Stock | 12/24/2015 | | A | | 0.2698 ⁽²⁾ | A | \$ 0 52,178.4751 |
| Common Stock | 12/24/2015 | | A | | 1.9795 ⁽³⁾ | A | \$ 0 52,180.4547 |
| Common Stock | 12/24/2015 | | A | | 0.3946 ⁽⁴⁾ | A | \$ 0 52,182.4342 |
| Common Stock | 12/24/2015 | | A | | 2.2131 ⁽⁵⁾ | A | \$ 0 52,184.6473 |

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| | | | | | | | | |
|--------------|------------|---|------------------------|---|------|-------------|---|--------------|
| Common Stock | 12/24/2015 | A | <u>3.0193</u> (6) | A | \$ 0 | 52,187.6666 | D | |
| Common Stock | 12/24/2015 | A | <u>13.8921</u> (7) | A | \$ 0 | 52,201.5587 | D | |
| Common Stock | 12/24/2015 | A | <u>3.2107</u> (8) | A | \$ 0 | 52,204.7694 | D | |
| Common Stock | 12/24/2015 | A | <u>12.7409</u> (9) | A | \$ 0 | 52,217.5103 | D | |
| Common Stock | 12/24/2015 | A | <u>34.4894</u> (10) | A | \$ 0 | 52,251.9997 | D | |
| Common Stock | | | | | | 500 | I | By adult son |
| Common Stock | | | | | | 500 | I | By adult son |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Long Jeffrey W. C/O ENERSYS 2366 BERNVILLE ROAD | | | President, Americas | |

READING, PA 19605

Signatures

Karen J. Yodis, by Power of
Attorney

12/29/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the cash dividend paid on December 24, 2015 to stockholders of record as of December 11, 2015 (the "Dividend"), with respect to an aggregate of 771 vested RSUs granted to the reporting person on various dates under the EnerSys Voluntary Deferred Compensation Plan for Executives (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.
- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 84 unvested RSUs granted to the reporting person on May 25, 2012, under the Plan, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.
- (3) These shares were granted in the form of Market Share Units ("MSUs"), in connection with the Dividend, with respect to 325 vested MSUs granted to the reporting person under the Plan on May 25, 2012, and 297 additional MSUs in accordance with the terms of the Plan having achieved a payout factor of 1.89, and as adjusted for previously declared and paid cash dividends, as appropriate. These MSUs are payable concurrent with the underlying MSUs.
- (4) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 65 unvested MSUs granted to the reporting person under the Plan on May 25, 2012, and 59 additional MSUs in accordance with the terms of the Plan having achieved a payout factor of 1.89, and as adjusted for previously declared and paid cash dividends, as appropriate. These MSUs will vest and are payable concurrent with the underlying MSUs.
- (5) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 689 unvested RSUs granted to the reporting person on May 14, 2012, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.
- (6) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 940 unvested RSUs granted to the reporting person on May 31, 2013, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.
- (7) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 4,325 unvested MSUs granted to the reporting person on May 31, 2013, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.
- (8) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 1,008 unvested RSUs granted to the reporting person on May 12, 2014, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.
- (9) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 4,000 unvested MSUs granted to the reporting person on May 12, 2014, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.
- (10) These shares were granted in the form of MSUs, in connection with the Dividend, with respect to 10,948 unvested MSUs granted to the reporting person on May 12, 2015, and adjusted for a previously declared and paid cash dividend. These MSUs will vest and are payable concurrent with the underlying MSUs.

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