EnerSys
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and the selling stockholders are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

Subject to Completion. Dated May 19, 2008.

Prospectus Supplement to Prospectus dated May 19, 2008.

3,400,000 Shares

Common Stock

All of the shares of common stock in the offering are being sold by the selling stockholders identified in this prospectus supplement. EnerSys will not receive any of the proceeds from the sale of the shares being sold by the selling stockholders.

The common stock is listed on the New York Stock Exchange under the symbol ENS . The last reported sale price of the common stock on May 16, 2008 was $29.51 per share.

Concurrently with this offering, we are offering $150 million in original principal amount of our convertible senior notes due 2038 (and up to $172.5 million in original principal amount if the underwriters exercise their option to purchase additional notes in full) in a registered public offering. The consummation of this offering is not conditioned upon the concurrent consummation of the offering of notes and vice versa.

See Risk Factors beginning on page S-7 of this prospectus supplement to read about factors you should consider before buying shares of the common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus supplement and the accompanying prospectus. Any representation to the contrary is a criminal offense.

	Per Share	Total
Price to public	$	$
Underwriting discount	$	$
Proceeds, before expenses, to the selling stockholders	$	$

To the extent that the underwriters sell more than 3,400,000 shares of common stock, the underwriters have the option to purchase up to an additional 340,000 shares from the selling stockholders at the initial price to public less the underwriting discount.

The underwriters expect to deliver the shares against payment in New York, New York on May , 2008.

Joint Book-Running Managers

Goldman, Sachs & Co. **Banc of America Securities LLC**

Jefferies & Company **Lehman Brothers** **William Blair & Company**

Prospectus Supplement dated May , 2008

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Prospectus Supplement

Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. We urge you to read the entire prospectus and this prospectus supplement, together with the information described under the heading Where You Can Find More Information in the accompanying prospectus carefully, including the risk factors set forth under Risk Factors in this prospectus supplement and the risk factors incorporated by reference herein.

You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriters have not, authorized anyone to provide you with different or additional information. The selling stockholders are not, and the underwriters

are not, making an offer of these securities in any jurisdiction where the offer is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference is accurate only as of its respective date or on the date which is specified in those documents. Our business, financial condition, results of operations and prospects may have changed since these dates.

Unless otherwise indicated, all information in this prospectus supplement assumes no exercise by the underwriters of their option to purchase up to an additional 340,000 shares of common stock from the selling stockholders at the initial price to the public less the underwriting discount for a period of 30 days following the date of this prospectus supplement.

MARKET AND INDUSTRY DATA

The market and industry data contained in this prospectus supplement and in documents incorporated herein by reference are based either on management s own estimates, independent industry publications, reports by

market research firms or other published independent sources, and, in each case, are believed by management to be reasonable estimates.

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FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus may contain or incorporate by reference information that includes or is based upon forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, or the Reform Act. Generally, you can identify these statements because they use words like anticipates, believes, will, estimates, expects, future, intends, plans or the negative of such terms or similar terms. All statements addressing operating performance, events, or developments that we expect or anticipate 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 beliefs and assumptions regarding future events and operating performance and on information currently available to our management, 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 our Annual Report on Form 10 K for the fiscal year ended March 31, 2007, any risk factors set forth in our other filings with the SEC pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act and other unforeseen risks. You should not put undue reliance on any forward-looking statements. We undertake no obligation to update or revise these statements to reflect events or circumstances occurring after the date of such statements.

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 material 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 foreign operations such as disruption of markets, changes in import and export laws, 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 their capacity;

general economic conditions in the markets in which we operate;

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;

unanticipated litigation and regulatory proceedings to which we might be subject;

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

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

unanticipated quality problems associated with our products;

our ability to implement business strategies, including our acquisition strategy, 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;

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; and

terrorist acts or acts of war, whether in the United States or abroad, 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.

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. You are advised to consult any further disclosures we make on related subjects in the reports we file with the SEC pursuant to Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act.

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PROSPECTUS SUPPLEMENT SUMMARY

This summary highlights selected information from this document and may not contain all of the information that is important to you. We urge you to read this entire document carefully, including the Risk Factors included and incorporated by reference in this prospectus supplement and the accompanying prospectus, as well as those additional documents to which we refer you. See Where You Can Find More Information in the accompanying prospectus. The terms EnerSys, we, our, and us refer to EnerSys which is a holding company and its consolidated subsidiaries. We use the term the company when we wish to refer only to the holding company and not to EnerSys and its consolidated subsidiaries.

Our fiscal year ends on March 31. References in or incorporated by reference in this prospectus supplement to a fiscal year, such as fiscal 2008, relate to the fiscal year ended on March 31 of that calendar year. For reading ease, certain financial information included or incorporated by reference in this prospectus supplement is presented on a rounded basis, which may cause minor rounding differences.

EnerSys

EnerSys 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. Industrial batteries generally are characterized as reserve power batteries or motive power batteries.

Reserve power products are known as network, standby or stationary power batteries and are used primarily for backup power applications to ensure continuous power supply in case of main (primary) power failure or outage. Reserve power batteries are used primarily to supply standby direct current, or DC, operating power for:

- telecommunications systems, such as wireless, wireline and internet access systems, central and local switching systems, satellite stations and radio transmission stations;
- uninterruptible power systems, or UPS, applications for computer and computer-controlled systems, including process control systems;
- specialty power applications, including security systems for premium starting, lighting and ignition applications;
- switchgear and electrical control systems used in electric utilities and energy pipelines; and
- commercial and military aircraft, submarines and tactical military vehicles.

Motive power products are used to provide power for manufacturing, warehousing and other material handling equipment, primarily electric industrial forklift trucks. They compete primarily with propane- and diesel-powered internal combustion engines used principally in the following applications:

- electric industrial forklift trucks in distribution and manufacturing facilities;

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- mining equipment, including scoops, coal haulers, shield haulers, underground forklifts, shuttle cars and locomotives; and

- railroad equipment, including diesel locomotive starting, rail car lighting and rail signaling equipment.

Recent Developments

Earnings Release. On May 19, 2008, we announced our expected financial results for the fourth quarter and full year of fiscal 2008.

We announced expected net earnings for the fourth fiscal quarter of 2008 of $19.5 million, or $0.39 per diluted share, including an unfavorable $0.03 per diluted share impact from the $1.2 million ($1.8 million pre-tax) charge for the European restructuring plan and $0.1 million ($0.2 million pre-tax) of professional fees related to a secondary stock offering. This compares to diluted net earnings per share of $0.22 for the 4th fiscal quarter of 2007.

We announced expected net earnings for fiscal 2008 of $59.7 million, or $1.22 per diluted share, including an unfavorable $0.20 per share impact from the $9.1 million ($13.2 million pre-tax) charge for the European restructuring plan and $0.4 million ($0.6 million pre-tax) of professional fees related to secondary stock offerings. We have also announced that we experienced an incremental increase in commodity costs of $240 million in fiscal 2008 compared to fiscal 2007. Net earnings for fiscal year 2007 were $45.2 million, or $0.95 per diluted share, and included $0.8 million ($1.1 million pre-tax) of professional fees related to a secondary stock offering and the favorable impact of $2.6 million ($3.8 million pre-tax) of litigation settlement income and a favorable $2.0 million non-recurring tax benefit.

Net sales for the fourth fiscal quarter of 2008 were expected to be approximately $582 million compared to $413.6 million in the comparable period of the prior year, or an

expected increase of 41%. Net sales for fiscal 2008 were expected to be approximately $2.03 billion compared to $1.5 billion in fiscal 2007, which represents a 35% increase compared to the prior year.

We also announced that we had sold a manufacturing facility in Manchester, United Kingdom in April 2008.

Debt Refinancing. On May 19, 2008, we also announced our intention to refinance the outstanding indebtedness under our existing U.S. credit facilities. Pursuant to this refinancing, we expect to replace our existing senior secured term loan B, under which $351.4 million in principal amount was outstanding as of May 16, 2008, and our existing $100 million revolving credit line, under which $12.3 million in principal amount was outstanding as of May 16, 2008, with $150 million of convertible senior notes due 2038 ($172.5 million if the underwriters for our concurrent note offering exercise their option to purchase additional notes in full), as described below, a new five-year $125 million revolving credit facility and a new six-year $250 million senior secured term loan A. We currently expect that the borrower under the new credit facilities will be the company, as opposed to our wholly-owned subsidiary, EnerSys Capital Inc., which is the borrower under our existing U.S. credit facilities. We also expect the new credit facilities to be guaranteed by EnerSys Capital Inc. and each of our other existing and future direct and indirect wholly-owned subsidiaries other than our foreign subsidiaries and secured by a first priority security interest in substantially all of our assets and the assets of the subsidiary guarantors (but limited to 65% of the voting stock of any foreign subsidiary). Neither this offering nor the offering of the notes is conditioned upon our entry into the new credit facilities. There can be no assurance that we will enter into the new credit facilities or, in the event that we do enter into the new credit facilities, that such credit facilities will be entered into on the terms anticipated. We currently intend to

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launch the syndication of the new credit facilities on or about June 4, 2008, after the closing of this offering and the concurrent offering.

Concurrent Transaction. Concurrently with this offering, we intend to offer to sell, subject to market and other conditions, $150 million aggregate principal amount of convertible senior notes due 2038. We may sell up to an additional $22.5 million in aggregate principal amount of notes upon exercise of an option that we expect to grant to the underwriters in connection with the offering.

The notes will be convertible, under certain circumstances, into cash, shares of our common stock or a combination of cash and shares, at our election. It is our current intent and policy to settle the principal amount of any conversions in cash, and any additional conversion consideration in cash, shares of EnerSys common stock or a combination of

cash and shares. The coupon, conversion price and other terms of the notes will be determined at the time of pricing the offering. We intend to use the net proceeds from the note offering to repay a portion of the outstanding indebtedness (currently $351.4 million) under our existing senior secured term loan B.

The consummation of this offering is not conditioned upon the concurrent consummation of the note offering and vice versa. We cannot assure you that the note offering will close or that the note offering will be consummated on the terms previously announced.

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Our principal executive offices are located at 2366 Bernville Road, Reading, PA 19605. Our telephone number at that address is (610) 208-1991.

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THE OFFERING

Common stock offered by the selling stockholders	3,400,000 shares, or 3,740,000 shares if the underwriters option to purchase additional shares is exercised in full.
New York Stock Exchange symbol for our common stock	Our common stock is listed on the New York Stock Exchange under the symbol ENS.
Dividends	We do not anticipate declaring or paying any cash dividends in the foreseeable future. The timing and amount of future cash dividends, if any, would be determined by our board of directors and would depend upon our earnings, financial condition and cash requirements at the time. See Risk Factors We have not paid, and may not pay, dividends and therefore, unless our stock appreciates in value, investors in our stock may not benefit from holding our stock and Price Range of Common Stock and Dividend Policy in this prospectus supplement.
Use of proceeds	We will not receive any proceeds from any sale of common stock by the selling stockholders. See Use of Proceeds, Selling Stockholders and Underwriting.
Concurrent Transaction	Concurrently with this offering, we are offering by means of a separate prospectus supplement $150,000,000 in aggregate original principal amount of convertible senior notes due 2038 (the notes) (or $172,500,000 in the aggregate original principal amount of the notes if the underwriters exercise their option to purchase additional notes in full).

The consummation of this offering is not conditioned upon the concurrent consummation of the notes offering and vice versa.

Risk factors	Investing in our common stock involves a high degree of risk. Potential investors are urged to read and consider the risk factors relating to our business and an investment in our common stock set forth under Risk Factors in this prospectus supplement as well as other information we include or incorporate by reference in this prospectus supplement and the accompanying prospectus.

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SUMMARY FINANCIAL INFORMATION

The following table sets forth summary historical consolidated financial data which should be read in conjunction with our consolidated financial statements and the notes thereto and management s discussion and analysis of financial condition and results of operations, which we have incorporated by reference into this prospectus supplement. The summary balance sheet data as of March 31, 2005, 2006 and 2007 and the summary income statement data for each of the fiscal years in the three-fiscal year period ended March 31, 2007 have been derived from the audited consolidated financial statements and the related notes thereto, which we have incorporated by reference into this prospectus supplement. The summary balance sheet data as of December 31, 2006 and December 30, 2007 and the summary income statement data for the nine months ended December 31, 2006 and December 30, 2007 have been derived from the unaudited consolidated financial statements and the related notes thereto, which we have incorporated by reference in this prospectus supplement. The information presented below is not necessarily indicative of the results of our future operations.

	Fiscal Year Ended March 31,			Nine Fiscal Months Ended	
	2005	2006	2007	December 31, 2006	December 30, 2007
	(in thousands, except per share amounts)				
Consolidated Statement of Operations Data:					
Net sales	$ 1,083,862	$ 1,283,265	$ 1,504,474	$ 1,090,839	$ 1,444,753
Cost of goods sold	828,447	1,006,467	1,193,266	859,106	1,168,681
Gross profit	255,415	276,798	311,208	231,733	276,072
Operating expenses	179,015	199,900	221,102	163,998	182,529
Litigation settlement income			(3,753)	(3,753)	
Charges relating to restructuring, bonuses and uncompleted acquisitions		8,553			11,402
Operating earnings	76,400	68,345	93,859	71,488	82,141
Interest expense	23,275	24,900	27,733	21,176	21,667
Charges relating to a settlement agreement, write-off of deferred finance costs and a prepayment penalty	6,022				
Other (income), expense net	(2,639)	(1,358)	3,024	2,559	3,861
Earnings before income taxes	49,742	44,803	63,102	47,753	56,613
Income tax expense	17,359	14,077	17,892	13,162	16,421
Net earnings	$ 32,383	$ 30,726	$ 45,210	$ 34,591	$ 40,192
Series A convertible preferred stock dividends	8,155				
Net earnings available to common stockholders	$ 24,228	$ 30,726	$ 45,210	$ 34,591	$ 40,192
Net earnings per share					
Basic	$ 0.67	$ 0.66	$ 0.97	$ 0.74	$ 0.85
Diluted	$ 0.65	$ 0.66	$ 0.95	$ 0.73	$ 0.83
Weighted average shares outstanding					
Basic	36,416,358	46,226,582	46,539,638	46,469,119	47,277,560

Diluted	37,046,697	46,788,363	47,546,240	47,538,258	48,227,385

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	As of and for the Year Ended			As of and for the Nine Months Ended	
		March 31,		December 31,	December 30,
	2005	2006	2007	2006	2007
			(in thousands)		
Consolidated Cash Flow Data:					
Net cash provided by (used in) operating activities	$ 29,353	$ 42,872	$ 72,424	$ 52,193	$ (16,305)
Net cash used in investing activities	(28,991)	(76,876)	(49,052)	(33,681)	(43,608)
Net cash provided by (used in) financing activities	3,213	27,905	(1,323)	2,909	45,921
Other operating data:					
Capital expenditures	$ 31,828	$ 39,665	$ 42,355	$ 27,488	$ 26,505
Balance Sheet Data:					
Cash and cash equivalents	$ 21,341	$ 15,217	$ 37,785	$ 37,135	$ 24,722
Working capital	182,177	211,434	276,252	260,941	339,866
Total assets	1,194,761	1,263,948	1,409,013	1,380,013	1,656,641
Total debt, including capital leases	375,457	402,490	402,311	406,024	431,872
Total stockholders equity	$ 437,650	$ 445,188	$ 542,099	$ 521,309	$ 620,809