

EnerSys  
Form 4  
January 04, 2017

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MARLO DENNIS S**

(Last) (First) (Middle)

**C/O ENERSYS, 2366 BERNVILLE ROAD**

(Street)

**READING, PA 19605**

(City) (State) (Zip)

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

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

**12/30/2016**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 12/30/2016                           |  | A                              |   | 39.1093<br>(1)  | A  | \$ 0 50,628.96 D                  |
| Common Stock                    | 12/30/2016                           |  | A                              |   | 24.8445<br>(2)  | A  | \$ 0 50,653.8045 D                |
| Common Stock                    | 12/30/2016                           |  | A                              |   | 0.0496<br>(3)   | A  | \$ 0 50,653.8541 D                |
| Common Stock                    | 12/30/2016                           |  | A                              |   | 0.0517<br>(4)   | A  | \$ 0 50,653.9057 D                |
| Common Stock                    | 12/30/2016                           |  | A                              |   | 0.0605<br>(5)   | A  | \$ 0 50,653.9662 D                |

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

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(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. Number of Derivative Securities Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

## Reporting Owners

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

## Signatures

Karen J. Yodis, by Power of Attorney 01/04/2017

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) These shares were granted in the form of Deferred Stock Units ("DSUs"), in connection with the cash dividend paid on December 30, 2016 to stockholders of record as of December 16, 2016 (the "Dividend"), with respect to 17,004 unvested DSUs granted to the reporting person on various dates, and adjusted for previously declared and paid cash dividends. These DSUs are vested and payable concurrent with the underlying DSUs.
- (2) These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 11,087.7434 vested RSUs granted to the reporting person on various dates under the EnerSys Deferred Compensation Plan for Non-Employee Directors (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.

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- These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 22.1209 unvested RSUs granted to the reporting person on April 12, 2016, under the Plan, and adjusted for a previously declared and paid cash dividend. These RSUs are vested and payable concurrent with the underlying RSUs.
- (3)
- These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 23.0582 unvested RSUs granted to the reporting person on July 12, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
- (4)
- These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 27 unvested RSUs granted to the reporting person on October 11, 2016, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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