# SEC Form 4

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# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

# OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response: 0.5

1	ess of Reporting Pers	son <sup>*</sup>	2. Issuer Name <b>and</b> Ticker or Trading Symbol EnerSys [ENS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Shaffer David M</u>				X	Director	10% Owner			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 05/16/2016		Officer (give title below) President & (	Other (specify below)			
2366 BERNVILLE ROAD				Fiesidelit & CEO					
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)					
READING	PA	19605		X	Form filed by One Repo	rting Person			
(City)	(State)	(Zip)			Form filed by More than Person	One Reporting			

### 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	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.4)
Common Stock <sup>(1)</sup>	05/16/2016 <sup>(2)</sup>		A		24,021	Α	\$0.00	97,068.0115 <sup>(3)</sup>	D	
Common Stock <sup>(4)</sup>	05/16/2016 <sup>(2)</sup>		A		14,757	Α	\$0.00	111,825.0115	D	

# 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. Transa Code ( 8)		of		Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options	\$57.6	05/16/2016 <sup>(2)</sup>		Α		53,934		(5)	05/16/2026	Common Stock	53,934	\$0.00	53,934	D	

### Explanation of Responses:

1. These shares were granted as performance share units and vest one hundred percent on May 16, 2019, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying the TSR multiplier to the number of units vesting on the third anniversary of the date of grant. The TSR multiplier is based on relative TSR performance versus peers over the three year vesting period. The peer group is the S&P Small Cap 600 Industrial Index, of which EnerSys is a member, and consists of 99 companies. The minimum TSR multiplier is 0% and the maximum TSR multiplier is 200%. These shares represent the performance share units granted, assuming a TSR multiplier of 100%.

#### 2. This grant was made after markets had closed.

3. This amount has been adjusted by 109.7914 shares to reflect market share units received in connection with the cash dividend paid on March 25, 2016 to stockholders of record as of March 11, 2016, with respect to 10,380 unvested MSUs granted to the reporting person on May 31, 2013, 7,789 unvested MSUs granted to the reporting person on May 12, 2014, and 16,517 unvested MSUS granted to the reporting person on May 31, 2013, 7,789 unvested MSUs will vest and are payable concurrent with the underlying MSUs.

4. These shares were granted as restricted stock units that vest twenty-five percent on each of May 16, 2017, May 16, 2018, May 16, 2019, and May 16, 2020, subject to acceleration or forfeiture in certain specified circumstances.

5. The options vest in three equal annual installments beginning on May 16, 2017, subject to acceleration or forfeiture in certain specified circumstances.

### **Remarks:**

## Karen J. Yodis, by Power of

Attornev

05/19/2016

Date

\*\* Signature of Reporting Person

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

\* 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).

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

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 Number.