SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol <u>EnerSys</u> [ENS]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
<u>Shaffer David M</u>				X	Director	10% Owner			
(Last) (First) (Middle) 2366 BERNVILLE ROAD		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 09/25/2020	X	Officer (give title below) President & C	Other (specify below) CEO			
(Street) READING	PA	19605	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	idual or Joint/Group Filing Form filed by One Repo	orting 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)	, Transaction Disposed C Code (Instr. 5)		4. Securities A Disposed Of (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
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)
Common Stock	09/25/2020		A		37.8621 ⁽¹⁾	A	\$0.00	219,812.264	D	
Common Stock	09/25/2020		A		7.9033 ⁽²⁾	A	\$0.00	219,820.1673	D	
Common Stock	09/25/2020		A		17.7142 ⁽³⁾	A	\$0.00	219,837.8815	D	
Common Stock	09/25/2020		A		30.8873(4)	A	\$0.00	219,868.7688	D	
Common Stock	09/25/2020		A		38.8935(5)	A	\$0.00	219,907.6623	D	
Common Stock	09/25/2020		A		35.9649 ⁽⁶⁾	A	\$0.00	219,943.6272	D	
Common Stock	09/25/2020		A		44.6317 ⁽⁷⁾	A	\$0.00	219,988.259	D	
Common Stock	09/25/2020		A		54.6331 ⁽⁸⁾	A	\$0.00	220,042.8921	D	
Common Stock	09/25/2020		A		72.6363 ⁽⁹⁾	A	\$0.00	220,115.5285	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 Deriv Secu Acqu (A) of Dispo of (D) (Instr	5. Number of Derivative Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		7. Titl Amou Secur Under Deriv Secur 3 and	int of rities rlying ative rity (Instr.	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				

Explanation of Responses:

1. These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the cash dividend paid on September 25, 2020 to stockholders of record as of September 11, 2020 (the "Dividend"), with respect to 18,441 PSUs granted to the reporting person on May 9, 2017, and adjusted for vesting on May 9, 2020 and previously declared and paid cash dividends. These PSUs will be payable concurrently with the underlying PSUs.

2. These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 2,932 unvested RSUs granted to the reporting person on May 9, 2017, 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 RSUs, in connection with the Dividend, with respect to 6,651 unvested RSUs granted to the reporting person on August 13, 2018, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

4. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 11,597 PSUs granted to the reporting person on August 13, 2018, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

5. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 14,603 PSUs granted to the reporting person on August 13, 2018, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

6. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 13,636 RSUs granted to the reporting person on August 12, 2019, 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 PSUs, in connection with the Dividend, with respect to 16,922 PSUs granted to the reporting person on August 12, 2019, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

8. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 20,714 PSUs granted to the reporting person on August 12, 2019, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

9. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 27,855 unvested RSUs granted to the reporting person on August 17, 2020. These RSUs will vest and are payable concurrent with the underlying RSUs.

Remarks:

Karen J. Yodis, by Power of

<u>Attorney</u>

09/29/2020

** Signature of Reporting Person Date

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.

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