SEC Form 4

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. Name and Address of Reporting Person [*] O'Connell Shawn M.			2. Issuer Name and Ticker or Trading Symbol <u>EnerSys</u> [ENS]		ationship of Reporting Pe (all applicable) Director	10% Owner		
	(Last) (First) (Middle) C/O ENERSYS 2366 BERNVILLE ROAD		3. Date of Earliest Transaction (Month/Day/Year) 09/24/2021	- X	Officer (give title below) Pres. Motive Pov	Other (specify below) ver Global		
(Street) READING PA 19605 (City) (State) (Zip)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X 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

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code 8)					5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)	
Common Stock	09/24/2021		A		1.1615 ⁽¹⁾	A	\$0.00	32,371.3788	D		
Common Stock	09/24/2021		A		0.8678(2)	A	\$0.00	32,372.2466	D		
Common Stock	09/24/2021		A		1.3133(3)	A	\$0.00	32,373.5599	D		
Common Stock	09/24/2021		A		3.8679 ⁽⁴⁾	A	\$0.00	32,377.4278	D		
Common Stock	09/24/2021		A		7.2018 ⁽⁵⁾	A	\$0.00	32,384.6296	D		
Common Stock	09/24/2021	1	A		8.8174(6)	A	\$0.00	32,393.447	D		
Common Stock	09/24/2021		A		9.8907(7)	A	\$0.00	32,403.3377	D		
Common Stock	09/24/2021		A		10.826 ⁽⁸⁾	A	\$0.00	32,414.1637	D		

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

	(cigi, puis, cans, 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)		5. Number of Expiration Date Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		te	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				

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 24, 2021 to stockholders of record as of September 10, 2021 (the "Dividend"), with respect to 507 PSUs granted to the reporting person on August 13, 2018, and adjusted for vesting on August 13, 2021, 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 PSUs, in connection with the Dividend, with respect to 639 PSUs granted to the reporting person on August 13, 2018, and adjusted for vesting on August 13, 2021, and previously declared and paid cash dividends. These PSUs will be payable concurrently with the underlying PSUs.

3. These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to 582 unvested RSUs granted to the reporting person on August 13, 2018, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

4. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 1,731 unvested 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.

5. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 3,223 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.

6. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 3,946 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.

7. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 4,477 unvested RSUs granted to the reporting person on August 17, 2020, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

8. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 4,941 unvested RSUs granted to the reporting person on August 16, 2021. These RSUs will vest and are payable concurrent with the underlying RSUs.

Remarks:

Karen J. Yodis, by Power of Attorney 09

09/28/2021

** 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.

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.