SEC Form 4

FORM 4

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

OMB APPROVAL

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

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

| 1. Name and Address of Reporting Person* KANE KERRY M | 2. Issuer Name and Ticker or Trading Symbol <u>EnerSys</u> [ENS] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner | | | | | |
|--|---|--|--|--|--|--|--|
| (Last) (First) (Middle) 2366 BERNVILLE ROAD | 3. Date of Earliest Transaction (Month/Day/Year) 06/25/2021 | X Officer (give title Other (specify below) below) VP, Corporate Controller & PAO | | | | | |
| (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 Reporting Person | | | | | |
| (City) (State) (Zip) | | 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 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 | 06/25/2021 | | A | | 1.2606 ⁽¹⁾ | A | \$0.00 | 25,303.3916 | D | |
| Common Stock | 06/25/2021 | | A | | 1.0994(2) | A | \$0.00 | 25,304.491 | D | |
| Common Stock | 06/25/2021 | | A | | 1.3838(3) | A | \$0.00 | 25,305.8748 | D | |
| Common Stock | 06/25/2021 | | A | | 4.875 ⁽⁴⁾ | A | \$0.00 | 25,310.7498 | D | |
| Common Stock | 06/25/2021 | | A | | 1.513(5) | A | \$0.00 | 25,312.2627 | D | |
| Common Stock | 06/25/2021 | | A | | 1.8509(6) | A | \$0.00 | 25,314.1136 | D | |
| Common Stock | 06/25/2021 | | A | | 6.8929 ⁽⁷⁾ | A | \$0.00 | 25,321.0065 | 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 | | 6. Date Exerc Expiration Da (Month/Day/Y | 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 Restricted Stock Units ("RSUs"), in connection with the cash dividend paid on June 25, 2021, to stockholders of record as of June 11, 2021 (the "Dividend"), with respect to 1,330 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.

2. These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 580 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.

3. These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 730 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.

4. These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 2,597 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 806 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 986 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 3,714 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.

Remarks:

Karen J. Yodis, by Power of Attorney

06/29/2021

** 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.