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

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): 01/16/2007

EnerSys

(Exact name of registrant as specified in its charter)

Commission File Number: 1-32253

Delaware
(State or other jurisdiction of
incorporation)

23-3058564
(IRS Employer
Identification No.)

2366 Bernville Road, Reading, Pennsylvania 19605
(Address of principal executive offices, including zip code)

(610) 208-1991
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement

On January 10, 2007, EnerSys, through its subsidiary, EnerSys Holdings (Luxembourg) S.a.r.l., completed the Amendment Agreement ("Amendment") to its Euro 25,000,000 Credit Agreement (the "Credit Agreement") among EnerSys Holdings (Luxembourg) S.a.r.l., Sanpaolo IMI S.p.A., as Facility Agent and lender, and Banca Intesa S.p.A. Inc., as lender. A copy of the Amendment is attached hereto as Exhibit 10.1 and incorporated by reference. The lenders approved the elimination of our senior secured debt leverage ratio covenant (while maintaining our total debt leverage ratio covenant) and agreed to several minor technical changes in the Credit Agreement. These changes are effective as of November 27, 2006, and are consistent with the changes to our \$480,000,000 senior secured Credit Agreement as amended by the Third Amendment to Credit Agreement and First Amendment to Pledge Agreement, a copy of which was filed as Exhibit 10.2 to our Form 8-K (file number 1-32253), dated July 6, 2006.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

EnerSys, through its subsidiary, EnerSys Holdings (Luxembourg) S.a.r.l., completed the Amendment Agreement ("Amendment") to its Euro 25,000,000 Credit Agreement (the "Credit Agreement") among EnerSys Holdings (Luxembourg) S.a.r.l., Sanpaola IMI S.p.A., as Facility Agent and lender, and Banca Intesa S.p.A. Inc., as lender. The disclosure required by this Item 2.03 is included in Item 1.01 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

10.1 Amendment Agreement to Euro 25,000,000 Credit Facility.

Signature(s)

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EnerSys

Date: January 16, 2007

By: /s/ Frank M. Macerato

Frank M. Macerato
Vice President & General Counsel

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-10.1	Amendment Agreement

AMENDMENT AGREEMENT

DATED November 27, 2006

Between

**ENERSYS HOLDINGS S.a.r.l.,
as the Company**

and

**SANPAOLO IMI S.p.A.
as the Facility Agent**

THIS AMENDMENT AGREEMENT is dated November 27,2006 and made between:

1. **ENERSYS HOLDINGS (LUXEMBOURG) S.a.r.l.**, a societe a responsabilite limitee incorporated under the laws of the Grand Duchy of Luxembourg, having a share capital of euro 4,036,050.00, being registered with the Luxembourg trade and companies register under number B86195, and having its registered office at 6 Avenue Pasteur, L-2310 Luxembourg (hereinafter the "**Company**");
2. **SANPAOLO IMI S.p.A.**, a company incorporated under the laws of Italy, with registered office in Turin, Piazza San Carlo no. 156, Fiscal Code and registration number with the Companies' Register of Turin: 06210280019 (hereinafter the "**Facility Agent**");

WHEREAS:

- (A) The Company, acting as borrower, Sanpaolo IMI S.p.A. and Banca Intesa S.p.A., acting as lenders, the Facility Agent, acting as agent, entered into a credit agreement dated 15 June 2005 of Euro 25.000.000,00 (hereinafter the "**Credit Agreement**");
- B. The Company has requested Sanpaolo IMI S.p.A. and Banca Intesa S.p.A. to amend the Credit Agreement
- C. The above request of the Company, in accordance with article 25.1 (b) of the Credit Agreement, arises as a consequence of the third amendment to the Enersys Capital Credit Agreement between, amongst others, the Parent, Bank of America N.A., Morgan Stanley Senior Funding, Inc., and Lehman Commercial Paper Inc..
- D. Sanpaolo IMI S.p.A. and Banca Intesa S.p.A., agrees to amend the Credit Agreement according to the request of the Company;
- E. The Credit Agreement may be amended (according to clause 25.1 (a) of the Credit Agreement) with the agreement of the Company and the Majority Lender (as defined on the Credit Agreement). According to the same provision the Facility Agent may effect an amendment on behalf of the Lenders (as defined on the Credit Agreement);
- F. The Facility Agent and the Company now wish to amend the Credit Agreement subject to the terms and conditions hereunder.

NOW IT IS HEREBY AGREED as follows:

1. **DEFINITIONS AND INTERPRETATION**

1. **Definitions**

In this Amendment Agreement, including the list of parties and the recitals appearing above, all capitalised terms that are not otherwise defined herein shall have the meanings given to them in the Credit Agreement and:

"**Effective Date**" shall have the meaning given to it in Section nr. 4.

2. **Interpretation**

Any reference in this Amendment Agreement to any agreement, document or instrument shall be to such agreement, document or instrument as amended, novated, supplemented or otherwise modified from time to time.

2. **AMENDMENTS**

1. **Elimination of the Senior Secured Leverage Ratio**

With effect from the Effective Date, any reference to the Senior Secured Leverage Ratio are deleted from the Credit Agreement.

As a consequence of the above the Credit Agreement may not be accelerated due to the breakage of the financial covenant Senior Secured Leverage Ratio.

2. Foreign Subsidiaries guarantee Indebtedness of other Foreign Subsidiaries

With effect from the Effective Date, the wholly-owned Foreign Subsidiaries are permitted to guarantee Indebtedness toward third parties of other wholly-owned Foreign Subsidiaries.

Any threshold amount provided by the Credit Agreement regarding the Foreign Subsidiaries and their Indebtedness remains unvaried.

3. Additional Indebtedness permitted to the Holdings

With effect from the Effective Date, the Holdings may guarantee up to USD 5.000.000 (us dollar five millions) of the Ordinary Course Obligations of its Wholly-Owned Foreign Subsidiaries.

Any other threshold amount provided by the Credit Agreement regarding the Holdings and its Indebtedness remains unvaried.

3. EFFECTIVE DATE

This Amending Agreement will become effective and binding among the parties of the Credit Agreement starting from November 27, 2006 (the "**Effective Date**")

4. Governing Law

This Amendment Agreement shall be governed by the Laws of Italy.

5. Severability

Any provisions of this Amendment Agreement which are prohibited or unenforceable in any jurisdiction shall, as to such jurisdiction, be ineffective to the extent of such prohibition or unenforceability without invalidating the remaining provisions hereof, and any such prohibition or unenforceability in any jurisdiction shall not invalidate or render unenforceable such provision in any other jurisdiction.

AMENDMENT AGREEMENT EXECUTION PAGE

Sanpaolo Imi S.p.A.

By: /s/ Renzo Binbati

Name: Renzo Binbati

Title: Head of Syndication and Agency

ENERSYS HOLDINGS (LUXEMBOURG) S.a.r.l.

By: /s/ Michael Maine

Name: Michael Maine

Title: Class B Manager

By: /s/ Richard W. Zuidema

Name: Richard W. Zuidema

Title: Class B Manager