

**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): May 21, 2020**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	ENS	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Principal Officers; Election of Directors;

On May 27, 2020, EnerSys issued a press release announcing that its long-standing board members John F. Lehman and Dennis S. Marlo will each retire from the EnerSys Board of Directors at the upcoming annual meeting of stockholders. EnerSys also announced the appointment of two new director nominees, Ms. Caroline Chan and Mr. Steven M. Fludder, to its Board of Directors as Class I directors effective immediately following the upcoming annual meeting of stockholders.

The appointments of Ms. Chan and Mr. Fludder were based upon the recommendation of the Nominating and Corporate Governance Committee. Board committee assignments have not yet been determined for either Ms. Chan or Mr. Fludder.

There are no arrangements or understandings between Ms. Chan, Mr. Fludder and any other persons with respect to their appointments as a director. Neither Ms. Chan nor Mr. Fludder have an interest requiring disclosure under Item 404(a) of Regulation S-K. There have been no transactions, nor are there any current proposed transactions, to which EnerSys or any of its subsidiaries was or is to be a party in which Ms. Chan, Mr. Fludder, or any member of their respective immediate families, had, or will have, a direct or indirect material interest.

Both Ms. Chan and Mr. Fludder will be compensated for services as a director on the same basis as other non-employee directors of EnerSys, including annual retainers, fees for attending board and committee meetings, eligibility to participate in EnerSys' Voluntary Deferred Compensation Plan for Non-Employee Directors and eligibility to receive other stock-based awards as may be approved from time to time by the Board. Such compensation will be in accordance with EnerSys' previously adopted compensation arrangements for directors, as described under the heading "Director Compensation" in EnerSys' definitive proxy statement filed with the Securities and Exchange Commission on June 20, 2019. Such description is incorporated herein by reference.

The press release, attached hereto as Exhibit 99.1, is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 [EnerSys Announces Changes to its Board of Directors](#)

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: May 27, 2020

By: /s/ Michael J. Schmidlein
Michael J. Schmidlein
Chief Financial Officer

Exhibit 99.1

EnerSys Announces Changes to its Board of Directors

Reading, PA, USA, May 27, 2020 – EnerSys (NYSE: ENS), the global leader in stored energy solutions for industrial applications announced today that long-standing board members John F. Lehman and Dennis S. Marlo will each retire from the EnerSys Board of Directors at the upcoming annual meeting of stockholders, which is anticipated to be July 30, 2020. EnerSys' corporate governance guidelines provide that no director may stand for re-election after such director reaches age 75.

Arthur T. Katsaros, Non-Executive Chairman of the Board of Directors of EnerSys, said "Both John and Dennis have each been integral members of our Board of Directors since our initial public offering in 2004. Over the many years of corporate growth and economic change, the breadth of their contributions in experience, knowledge and leadership to our Board was immeasurable." David M. Shaffer, President and Chief Executive Officer of EnerSys, added "John and Dennis' contributions to EnerSys have been significant and meaningful. Their leadership and collaboration with the board and management will be greatly missed, and we are deeply grateful for their significant contributions over the years."

EnerSys also announced today the appointment of two new director nominees, Ms. Caroline Chan and Mr. Steven M. Fludder, to its Board of Directors as Class I directors effective immediately following the upcoming annual meeting of stockholders.

Commenting on the new director appointments, Mr. Shaffer said "I am pleased to welcome Caroline and Steve to our Board of Directors. Their professional and business experiences will be a great asset to EnerSys. Caroline's extensive background in wireless technology and 5G network solutions and Steve's experience in smart energy storage solutions and the electric grid will provide varied and essential depth of experience to our board." Mr. Katsaros added "We welcome both Caroline and Steve to our board, and look forward to benefiting from their knowledge, perspectives and insights."

About Caroline Chan:

Since 2018, Ms. Chan has been the Vice President and General Manager of the Network Business Incubator Division at Intel Corporation, whose shares are listed on the Nasdaq Global Select Market. She has held numerous other positions with Intel, such as Vice President and General Manager of the 5G Infrastructure Division (from 2017 through 2018), Sr. Director of the 5G Infrastructure Division (from 2016 to 2017), Director of Wireless Technology and Strategy (from 2010 to 2016), and Director of Strategy Business Development, Wireless Program Office (from 2009 through 2010). Since 2017, Ms. Chan has served as a director of Telecom Infra Project, a non-profit membership organization focused on progress and developments in all facets of the telecom industry. Ms. Chan received her Bachelor of Science Degree in Electrical and Computing Engineering from the University of Texas and her Master of Science Degree in Electrical and Computing Engineering from the University of Massachusetts.

About Steven M. Fludder:

Since 2017, Mr. Fludder has served as the Chief Executive Officer of NEC Energy Solutions, Inc., a private electric power grid scale energy storage company wholly owned by NEC Corporation of Japan. From 2015 to 2017, he was the Chief Executive Officer of alpha-En Corporation, a battery technology company publicly traded on the OTC stock market. From 2010 to 2014, he was Senior Executive Vice President, Division General Manager and Samsung Group Officer, where he was head of worldwide sales and marketing for Samsung Engineering, a global engineering, procurement and construction (EPC) firm serving a broad range of energy industries, and President of Samsung Techwin Power Systems Division. Prior to Samsung, Mr. Fludder had a 27 year career with General Electric in various roles, including having served as a Vice President and Corporate Officer where he led GE's companywide environmental business initiative. Since 2016, Mr. Fludder has served as a director of Ocean Power Technologies Inc., a renewable energy company focused on remote offshore applications, which is listed on the Nasdaq Stock Exchange. Mr. Fludder received a Bachelor of Science Degree in Mechanical Engineering from

Columbia University and a Bachelor of Science Degree from Providence College. He earned a Master of Science Degree in Mechanical Engineering from the Massachusetts Institute of Technology.

For more information, contact Joseph G. Lewis, Senior Vice President, General Counsel, Chief Compliance Officer & Secretary, EnerSys, P.O. Box 14145, Reading, PA 19612- 4145, USA. Tel: 610-208-1991.

Web site: www.enersys.com.

EDITOR'S NOTE: EnerSys, the global leader in stored energy solutions for industrial applications, manufactures and distributes reserve power and motive power batteries, battery chargers, power equipment, battery accessories and outdoor equipment enclosure solutions to customers worldwide. Motive power batteries and chargers are utilized in electric forklift trucks and other commercial electric powered vehicles. Reserve power batteries are used in the telecommunication and utility industries, uninterruptible power supplies, and numerous applications requiring stored energy solutions including medical, aerospace and defense systems. Outdoor equipment enclosure products are utilized in the telecommunication, cable, utility, transportation industries and by government and defense customers. The company also provides aftermarket and customer support services to its customers in over 100 countries through its sales and manufacturing locations around the world. With the recent Alpha acquisition, EnerSys provides highly integrated power solutions and services to broadband, telecom, renewable and industrial customers.

More information regarding EnerSys can be found at www.enersys.com.

Caution Concerning Forward-Looking Statements

This press release, and oral statements made regarding the subjects of this release, contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, or the Reform Act, which may include, but are not limited to, statements regarding EnerSys' earnings estimates, intention to return capital to stockholders, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts, including statements identified by words such as "believe," "plan," "seek," "expect," "intend," "estimate," "anticipate," "will," and similar expressions. All statements addressing operating performance, events, or developments that EnerSys expects or anticipates will occur in the future, including statements relating to sales growth, earnings or earnings per share growth, its intention to pay quarterly cash dividends and return capital to stockholders, execution of its stock repurchase program, and market share, as well as statements expressing optimism or pessimism about future operating results or benefits from either its cash dividend or its stock repurchase programs, are forward-looking statements within the meaning of the Reform Act. The forward-looking statements are based on management's current views and assumptions regarding future events and operating performance, and are inherently subject to significant business, economic, and competitive uncertainties and contingencies and changes in circumstances, many of which are beyond EnerSys' control. The statements in this press release are made as of the date of this press release, even if subsequently made available by EnerSys on its website or otherwise. EnerSys does not undertake any obligation to update or revise these statements to reflect events or circumstances occurring after the date of this press release.

Although EnerSys does not make forward-looking statements unless it believes it has a reasonable basis for doing so, EnerSys cannot guarantee their accuracy. For a list of other factors which could affect EnerSys' results, including earnings estimates, see EnerSys' filings with the Securities and Exchange Commission, including "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," including "Forward-Looking Statements," set forth in EnerSys' Annual Report on Form 10-K for the fiscal year ended March 31, 2019. The foregoing factors, among others, could cause actual results to differ materially from those described in these forward-looking statements. No undue reliance should be placed on any forward-looking statements.