

HILL JOHN N

Form 3

August 10, 2017

FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

HILL JOHN N

(Last) (First) (Middle)

C/O EDGEWELL PERSONAL
CARE COMPANY, 6
RESEARCH DRIVE

(Street)

SHELTON, CT 06484

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

08/04/2017

3. Issuer Name and Ticker or Trading Symbol
EDGEWELL PERSONAL CARE Co [EPC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

VP, Global Human Resources

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting
Person☐ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock

19,455

D

A

Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option 7-6-2015	Â (1)	Â (1)	Common Stock	17,379	\$ 100.68	D	Â
Restricted Stock Equivalent 7-8-2015	Â (2)	Â (2)	Common Stock	1,668	\$ 0	D	Â
Non-Qualified Stock Option 11-3-2016	Â (3)	Â (3)	Common Stock	14,695	\$ 74.7	D	Â
Restricted Stock Equivalent 11-3-2016	Â (4)	Â (4)	Common Stock	3,927	\$ 0	D	Â
Performance Stock Equivalent 11-3-2016	Â (5)	Â (5)	Common Stock	5,892	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HILL JOHN N C/O EDGEWELL PERSONAL CARE COMPANY 6 RESEARCH DRIVE SHELTON,Â CTÂ 06484	Â	Â	Â VP, Global Human Resources	Â

Signatures

s/ John N. Hill 08/10/2017

Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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).
- (1) One-third of the Options became exercisable on each of 7/6/2016 and 7/6/2017 and remain unexercised. The remaining one-third of the options will become exercisable on 7/6/2018 as long as the Reporting Person is employed on said date, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (2) The RSEs will become vested and convert into shares of Edgewell common stock on 7/8/2018 as long as the Reporting Person is employed on said date, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (3) One-third of the Options will become exercisable on each of 11/3/2017, 11/3/2018 and 11/3/2019 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (4) One-third of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/3/2017, 11/3/2018 and 11/3/2019 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (5) The PSE will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings for the fiscal year ending September 30, 2019 if specified performance criteria are met, subject to the exercise of negative discretion by the Nominating and Executive Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs is the adjusted earnings per share of the Company for its 2019 fiscal year. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

^

Remarks:

I,^ John^ N.^ Hill,^ Vice^ President,^ Global^ Human^ Resources^ of^ Edgewell^ Personal^ Care^ Company,^ hereby

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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