

MARLO DENNIS S

Form 4

April 02, 2019

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 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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MARLO DENNIS S

(Last) (First) (Middle)

**C/O ENERSYS, 2366 BERNVILLE
ROAD**

(Street)

READING, PA 19605

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EnerSys [ENS]

3. Date of Earliest Transaction
(Month/Day/Year)
03/29/2019

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

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 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 Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/29/2019		A	63.6937 (1)	A \$ 0 58,852.4058	D	
Common Stock	03/29/2019		A	35.0396 (2)	A \$ 0 58,887.4454	D	
Common Stock	03/29/2019		A	0.0243 (3)	A \$ 0 58,887.4697	D	
Common Stock	03/29/2019		A	0.0432 (4)	A \$ 0 58,887.5129	D	
Common Stock	03/29/2019		A	0.0645 (5)	A \$ 0 58,887.5774	D	

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Common Stock 03/29/2019 A 0.0833 (6) A \$ 0 58,887.6607 D

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARLO DENNIS S C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605		X		

Signatures

Karen J. Yodis, by Power of Attorney 04/02/2019

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

(1) These shares were granted in the form of Deferred Stock Units ("DSUs"), in connection with the cash dividend paid on March 29, 2019 to stockholders of record as of March, 15, 2019 (the "Dividend"), with respect to 22,840 vested DSUs granted to the reporting person on various dates, and adjusted for previously declared and paid cash dividends. These DSUs are vested and payable concurrent with the underlying DSUs.

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- These shares were granted in the form of Restricted Stock Units ("RSUs"), in connection with the Dividend, with respect to vested RSUs granted to the reporting person on various dates under the EnerSys Deferred Compensation Plan for Non-Employee Directors (the "Plan"), and adjusted for previously declared and paid cash dividends. These RSUs are vested and payable concurrent with the underlying RSUs.
- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to unvested RSUs granted to the reporting person on April 10, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (4) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to unvested RSUs granted to the reporting person on July 18, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (5) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to unvested RSUs granted to the reporting person on October 23, 2018, under the Plan. These RSUs are vested and payable concurrent with the underlying RSUs.
 - (6) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to unvested RSUs granted to the reporting person on January 15, 2019. These RSUs are vested and payable concurrent with the underlying RSUs.

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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