

SEESER JENNIFER

Form 3

February 07, 2019

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIESFiled 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 *

Â SEESER JENNIFER

(Last)

(First)

(Middle)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/01/2019

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)

Chief Accounting Officer

C/O EDGEWELL PERSONAL
CARE COMPANY,Â 1350
TIMBERLAKE MANOR
PARKWAY

(Street)

CHESTERFIELD,Â MOÂ 63017

(City)

(State)

(Zip)

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

1,134

D

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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 Security4. Conversion
or Exercise5. Ownership
Form of6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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			(Instr. 4)		Price of	Derivative	
	Date	Expiration	Title	Amount or	Derivative	Security:	
	Exercisable	Date		Number of	Security	Direct (D)	
				Shares		or Indirect	
						(I)	(Instr. 5)
Restricted Stock Equivalent 7-8-2015	Â (1)	Â (1)	Common Stock	250	\$ 0	D	Â
Restricted Stock Equivalent 1-4-2016	Â (2)	Â (2)	Common Stock	158	\$ 0	D	Â
Restricted Stock Equivalent 11-3-2016	Â (3)	Â (3)	Common Stock	334	\$ 0	D	Â
Restricted Stock Equivalent 11-13-2017	Â (4)	Â (4)	Common Stock	636	\$ 0	D	Â
Restricted Stock Equivalent 4/2/2018	Â (5)	Â (5)	Common Stock	1,025	\$ 0	D	Â
Restricted Stock Equivalent 11/15/2018	Â (6)	Â (6)	Common Stock	1,639	\$ 0	D	Â
Performance Stock Equivalent 11-15-2018	Â (7)	Â (7)	Common Stock	1,405	\$ 0	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEESER JENNIFER C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017	Â	Â	Â Chief Accounting Officer	Â

Signatures

s/ Jennifer Seeser 02/05/2019

**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) The RSEs will become vested and convert into shares of Edgewell common stock on 7/8/2019 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 1/4/2020 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-half of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/3/2019 and 11/3/2020 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.

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- (4) One-third of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/13/2019, 11/13/2020 and 11/13/2021 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) One-half of the RSEs will become vested and convert into shares of Edgewell common stock on each of 4/2/2019 and 4/2/2020 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.
- (6) One-third of the RSEs will become vested on each of 11/15/2019, 11/15/2020 and 11/15/2021 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.
- (7) 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, 2021 if specified performance criteria are met, subject to the exercise of negative discretion by the Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs are the adjusted earnings per share of the Company for its 2021 fiscal year, and the adjusted cumulative free cash flow of the Company for its 2021 fiscal year as a percentage of adjusted net sales of the Company for fiscal year 2019 through fiscal year 2021. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

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Remarks:

I, Â Jennifer Â Seeser, Â Chief Â Accounting Â Officer Â of Â Edgewell Â Personal Â Care Â Company, Â hereby Â authorize Â an

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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