Jones Myles Form 4 August 16, 2018

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b).

Symbol

OMB APPROVAL

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(Print or Type Responses)

(Last)

ROAD

Common

Stock (3) Common

Stock (4)

1. Name and Address of Reporting Person * Jones Myles

(First)

(Middle)

C/O ENERSYS, 2366 BERNVILLE

(Street)

08/13/2018(2)

08/13/2018(2)

08/13/2018

4. If Amendment, Date Original

EnerSys [ENS]

(Month/Day/Year)

3. Date of Earliest Transaction

5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

Issuer

below)

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

President - Asia

6. Individual or Joint/Group Filing(Check

D

D

READING,	th/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
KEADING,					Person				
(City)	(State) (Zip) Table	e I - Non-D	erivative (Securi	ities Ac	quired, Disposed o	of, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi onAcquirec Disposec (Instr. 3,	l (A) of (D) 4 and (A) or))	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 (1)	08/13/2018(2)		A	2,661	A	\$0	35,383.2568	D	

2,328

2,931

\$0

\$0

A

A

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

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37,711.2568

40,642.2568

1

SEC 1474

(9-02)

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number.

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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. Transactic 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Options	\$ 75.17	08/13/2018(2)		A	9,403	<u>(5)</u>	08/13/2028	Common Stock	9,403	

Reporting Owners

Director 10% Owner Officer Other

Jones Myles C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605

President - Asia

Signatures

Karen J. Yodis, by Power of Attorney

08/16/2018

**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).
- These shares were granted as restricted stock units that vest twenty-five percent on each of August 13, 2019, August 13, 2020, August 13, 2021, and August 13, 2022, subject to acceleration or forfeiture in certain specified circumstances.
- (2) This grant was made after markets had closed.

These shares were granted as performance share units and vest one hundred percent on August 13, 2021, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying the TSR multiplier to the number of

(3) units vesting on the third anniversary of the date of grant. The TSR multiplier is based on relative TSR performance versus peers over the three year vesting period. The peer group is the S&P Small Cap 600 Industrial Index, of which EnerSys is a member, and consists of approximately 100 companies. The minimum TSR multiplier is 0% and the maximum TSR multiplier is 200%. These shares represent the performance share units granted, assuming a TSR multiplier of 100%.

(4)

Reporting Owners 2

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These shares were granted as performance share units and vest one hundred percent on August 13, 2021, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each performance share unit converts into the number of shares of common stock determined by applying an EPS Performance multiplier to the number of units vesting on the third anniversary of the date of grant. The EPS Performance multiplier is based on the cumulative adjusted EPS over the three year vesting period relative to a target cumulative adjusted EPS. The minimum EPS Performance multiplier is 0% and the maximum EPS Performance multiplier is 200%. These shares represent the performance share units granted, assuming an EPS Performance multiplier of 100%.

(5) The options vest in three equal annual installments beginning on August 13, 2019, subject to acceleration or forfeiture in certain specified circumstances.

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