

Aschke Holger P
Form 4
October 03, 2017

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Aschke Holger P

(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)

09/29/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)

President - EMEA

6. Individual or Joint/Group Filing(Check Applicable Line)

X 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 (A) 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/29/2017		A		0.8931 (1)	A	\$ 0 27,474.4521
Common Stock	09/29/2017		A		1.6299 (2)	A	\$ 0 27,476.0819
Common Stock	09/29/2017		A		11.1725 (3)	A	\$ 0 27,487.2544
Common Stock	09/29/2017		A		6.7636 (4)	A	\$ 0 27,494.018
Common Stock	09/29/2017		A		14.6805 (5)	A	\$ 0 27,508.6985

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Common Stock	09/29/2017	A	<u>6.1887</u> (6)	A	\$ 0	27,514.8872	D
Common Stock	09/29/2017	A	<u>9.7306</u> (7)	A	\$ 0	27,524.6178	D

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

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(9-02)

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. Nu... Deriv... Secur... Bene... Own... Follo... Repo... Trans... (Instr...)
				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
Aschke Holger P C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605			President - EMEA	

Signatures

Karen J. Yodis, by Power of Attorney

10/03/2017

**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 Restricted Stock Units ("RSUs"), in connection with the cash dividend paid on September 29, 2017 to stockholders of record as of September 15, 2017 (the "Dividend"), with respect to 336 unvested RSUs granted to the reporting

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person on May 12, 2014, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (2) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 620 unvested RSUs granted to the reporting person on May 12, 2015, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (3) These shares were granted in the form of Market Share Units ("MSUs"), in connection with the Dividend, with respect to 4,250 unvested MSUs granted to the reporting person on May 12, 2015, and adjusted for previously declared and paid cash dividends. These MSUs will vest and are payable concurrent with the underlying MSUs.

- (4) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 2,604 unvested RSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (5) These shares were granted in the form of Performance Share Units ("PSUs"), in connection with the Dividend, with respect to 5,652 unvested PSUs granted to the reporting person on May 16, 2016, and adjusted for previously declared and paid cash dividends. These PSUs will vest and are payable concurrent with the underlying PSUs.

- (6) These shares were granted in the form of RSUs, in connection with the Dividend, with respect to 2,406 unvested RSUs granted to the reporting person on May 9, 2017, and adjusted for a previously declared and paid cash dividend. These RSUs will vest and are payable concurrent with the underlying RSUs.

- (7) These shares were granted in the form of PSUs, in connection with the Dividend, with respect to 3,783 unvested PSUs granted to the reporting person on May 9, 2017, and adjusted for a previously declared and paid cash dividend. These PSUs will vest and are payable concurrent with the underlying PSUs.

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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