

O'Connell Shawn M.
Form 3
April 04, 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 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â O'Connell Shawn M.		(Month/Day/Year)	EnerSys [ENS]	
(Last)	(First)	(Middle)	04/01/2019	
C/O ENERSYS,Â 2366			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
BERNVILLE ROAD				
(Street)			(Check all applicable)	
READING,Â PAÂ 19605			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Pres, Motive Power Americas	

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	9,267.669 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u> <u>(8)</u>	D	Â

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

SEC 1473 (7-02)

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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 Derivative	5. 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)	
Stock Options	05/16/2019	05/16/2026	Stock Options	1,851	\$ 57.6	D	^
Stock Options	^ (9)	05/09/2027	Stock Options	3,613	\$ 83.14	D	^
Stock Options	^ (10)	08/13/2028	Stock Options	4,114	\$ 75.17	D	^

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Connell Shawn M. C/O ENERSYS 2366 BERNVILLE ROAD READING, PA 19605	^	^	^ Pres, Motive Power Americas	^

Signatures

Karen J. Yodis, by Power of Attorney

04/04/2019

__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) This amount includes 481.2009 unvested Restricted Stock Units ("RSUs") in connection with RSUs granted to the reporting person on May 15, 2015. These RSUs vest on May 15, 2019.

(2) This amount includes 1,563.2164 unvested RSUs, in connection with RSUs granted to the reporting person on May 16, 2016. One-half of these RSUs will vest on each of May 16, 2019 and May 16, 2020.

(3) This amount includes 1,609.2009 unvested RSUs, in connection with RSUs granted to the reporting person on May 9, 2017. One-third of these RSUs will vest on each of May 9, 2019, May 9, 2020 and May 9, 2021.

(4) This amount includes 2,344.2406 unvested RSUs, in connection with the grant of RSUs on August 13, 2018. These RSUs vest twenty-five percent on each of May 15, 2019, May 15, 2020, May 15, 2021, and May 15, 2022.

(5) This amount includes 1,271.9786 Performance Share Units ("PSUs") in connection with the PSUs granted to the reporting person on May 16, 2016. These PSUs will vest 100% on May 16, 2019, with an additional one year holding period (4 years total to settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each PSU converts into the number of shares of common stock determined by applying the TSR multiplier to the number of 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 PSUs granted, assuming a TSR multiplier of 100%.

(6) This amount includes 843.8368 PSUs, in connection with the PSUs granted to the reporting person on May 9, 2017. These PSUs will vest 100% on May 9, 2020, with an additional one year holding period (4 years total until settlement), subject to acceleration and cancellation upon the occurrence of certain events. Each PSU converts into a number of shares of common stock determined by applying the TSR multiplier to the number of 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%.

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multiplier is 200%. These shares represent the performance share units granted, assuming a TSR multiplier of 100%.

This amount includes 510.5369 PSUs, in connection with the PSUs granted to the reporting person on August 13, 2018. These PSUs will vest 100% 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 PSU converts into the number of shares of common stock determined by applying the TSR multiplier to the number of 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 PSUs granted, assuming a TSR multiplier of 100%.

- (7)

This amount includes 643.4578 PSUs, in connection with the PSUs granted to the reporting person on August 13, 2018. These PSUs will vest 100% 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 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%.

- (8)

- (9) 1,205 of these options will vest on May 9, 2019, and 1,204 will vest on May 9, 2020.

- (10) One-third of these options will vest on each of August 13, 2019, August 13, 2020, and August 13, 2021.

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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