

ENERGIZER HOLDINGS, INC.
Form 4
July 12, 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 *
Drath Susan K

2. Issuer Name and Ticker or Trading Symbol
ENERGIZER HOLDINGS, INC.
[ENR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
12/16/2015

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
VP, Chief HR Officer

ENERGIZER, 533 MARYVILLE UNIVERSITY DRIVE
(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

ST. LOUIS, MO 63141

(City) (State) (Zip)

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 or Price | | |
| Common Stock | 12/16/2015 | | A | | 48 ⁽¹⁾ A \$ 34.868 6,746 ⁽²⁾ | D | |
| Common Stock | 03/16/2016 | | A | | 41 ⁽¹⁾ A \$ 40.602 6,787 ⁽²⁾ | D | |
| Common Stock | 06/20/2016 | | A | | 33 ⁽¹⁾ A \$ 51.5081 6,820 ⁽²⁾ | D | |
| Common Stock | 09/09/2016 | | A | | 52 ⁽¹⁾ A \$ 45.744 9,673 ⁽²⁾ | D | |
| Common Stock | 12/15/2016 | | A | | 131 ⁽¹⁾ A \$ 43.5564 20,907 ⁽²⁾ | D | |

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| | | | | | | | |
|--------------|------------|---|---------------------|---|----------|--------|---|
| Common Stock | 07/10/2017 | M | 4,191 | A | \$ 0 | 25,098 | D |
| Common Stock | 07/10/2017 | F | <u>1,390</u> (3) | D | \$ 46.42 | 23,708 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Equivalent 07/08/2015 TB | \$ 0 | 07/10/2017 | | M | 4,191 | (4) (4) | Common Stock | 4,191 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Drath Susan K ENERGIZER 533 MARYVILLE UNIVERSITY DRIVE ST. LOUIS, MO 63141 | | | VP, Chief HR Officer | |

Signatures

By: Melissa A. Nazzoli Attorney in Fact For: Susan Krause
Drath

07/12/2017

__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) Reflects the automatic dividend reinvestment on the Reporting Person's directly owned Energizer stock implemented by the broker.

(2) Balance reflects the number of shares beneficially owned as of the date of the respective transaction.

(3) Represents shares tendered to Company to cover Reporting Person's tax liability due upon vesting of Restricted Stock Equivalent award ("RSE") previously granted under the Energizer Holdings, Inc. Equity Incentive Plan.

One-fifth of the RSE granted vests and converts into shares of Energizer Common Stock on each of 07/08/2016, 07/08/2017, 07/08/2018, (4) 07/08/2019 and 07/08/2020 if Reporting Person is employed on said dates or all or a portion may vest upon death, disability, change of control or certain termination events.

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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