

EnerSys  
Form 8-K  
August 25, 2009

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

**Form 8-K**

**Current Report**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 25, 2009 (August 19, 2009)

**EnerSys**

(Exact name of registrant as specified in its charter)

Commission File Number: 1-32253

**Delaware**  
(State or other jurisdiction

of incorporation)

**2366 Bernville Road, Reading, Pennsylvania 19605**

**23-3058564**  
(IRS Employer

Identification No.)

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(Address of principal executive offices, including zip code)

(610) 208-1991

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement**

On August 19, 2009, EnerSys (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Goldman, Sachs & Co. (the Underwriter ) and certain of the Company s stockholders (the Selling Stockholders ) pursuant to which the Selling Stockholders agreed to sell 3,200,000 shares of the Company s common stock (the Shares ) to the Underwriter at a price per Share of \$19.4375 for resale by the Underwriters pursuant to Registration Statement No. 333-151000. On August 24, 2009, the sale of the Shares pursuant to the Underwriting Agreement was completed, resulting in proceeds to the Selling Stockholders of approximately \$62.2 million.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated August 19, 2009, between EnerSys, Goldman, Sachs & Co. and certain selling stockholders named therein.

**Signature(s)**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EnerSys

Date: August 25, 2009

By: /s/ Michael T. Phillion  
Michael T. Phillion  
Executive Vice President - Finance and

Chief Financial Officer

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
EX-1.1	Underwriting Agreement, dated August 19, 2009, between EnerSys, Goldman, Sachs & Co. and certain selling stockholders named therein.