

**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): December 7, 2006**

**EnerSys**

(Exact name of registrant as specified in its charter)

**Commission File Number: 1-32253**

**Delaware**

(State or other jurisdiction of  
incorporation)

**23-3058564**

(IRS Employer  
Identification No.)

**2366 Bernville Road, Reading, Pennsylvania 19605**  
(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 7.01. Regulation FD Disclosure**

On December 7, 2006, EnerSys issued a press release announcing that certain of its stockholders plan to sell 6,000,000 shares of its common stock to Lehman Brothers Inc. For additional information, reference is made to the press release, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

- 4.1 Specimen Stock Certificate
- 99.1 Press Release, dated December 7, 2006, regarding the common stock offering by certain stockholders.

**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: December 7, 2006

By: /s/ Frank M. Macerato  
Frank M. Macerato

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
EX-4.1	Specimen Stock Certificate
EX-99.1	Press Release, dated December 7, 2006, regarding the common stock offering by certain stockholders.

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NUMBER  
E

SHARES

COMMON  
STOCK

INCORPORATED UNDER THE LAWS OF THE STATE OF  
DELAWARE

SEE REVERSE FOR CERTAIN  
DEFINITIONS

ENERSYS

THIS CERTIFICATE IS TRANSFERABLE IN THE CITY OF NEW YORK  
OR IN CLEVELAND, OHIO

This Certifies that

CUSIP

is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF \$0.01 PAR VALUE COMMON STOCK OF  
ENERSYS

transferable only on the books of the Corporation by the holder hereof in person or by duly authorized Attorney on surrender of this Certificate properly endorsed. This Certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar.

Witness the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.

Dated:

Secretary [Seal] President

Countersigned and Registered: NATIONAL CITY BANK (Cleveland, Ohio)

By: Transfer Agent and Registrar Authorized Signature

ENERSYS

EnerSys will furnish to any shareholder, upon request and without charge, a full statement of the designations, relative rights, preferences and limitations of the shares of each class of common stock which it is authorized to issue, and the designation, relative rights, preferences and limitations of each series of any class of preferred stock which it is authorized to issue. Such request should be addressed to the Secretary of EnerSys at 2366 Bernville Road, Reading, PA 19605 or to the Transfer Agent named on the face of this Certificate.

The following abbreviations, when used in the inscription on the face of this Certificate, shall be construed as though they were written out in full according to applicable laws or regulations;

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	Custodian
TEN ENT	- as tenants by the entireties		(Cust) (Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act (State)
		UNIF TRANS MIN ACT-	Custodian
			(Cust) (Minor)
			under Uniform Transfers to Minors Act (State)

Additional abbreviations may also be used though not in the above list.

For value received, hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER

IDENTIFYING NUMBER OF ASSIGNEE

[Redacted box]

Please Print or Typewrite Name and Address Including Postal Zip Code of Assignee

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_ shares of common stock

represented by the within Certificate, and to hereby irrevocably constitute and appoint

Attorney to transfer the said shares on the books of the within-named Corporation with full power of substitution in the premises.

Dated: \_\_\_\_\_  
\_\_\_\_\_ Signature

**SIGNATURE(S) GUARANTEED:**

THE SIGNATURE(S) MUST BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.

NOTICE: The Signature to this assignment must correspond with the name as written upon the face of the Certificate, in every particular, without alteration or enlargement or any change whatever.

**KEEP THIS CERTIFICATE IN A SAFE PLACE. IF IT IS LOST, STOLEN, MUTILATED OR DESTROYED, THE CORPORATION WILL REQUIRE A BOND OF INDEMNITY AS A CONDITION TO THE ISSUANCE OF A REPLACEMENT CERTIFICATE.**



**EnerSys Announces Sale of Six Million Shares of Common Stock  
by Certain Stockholders**

Reading, PA, USA, December 7, 2006 — EnerSys (NYSE: ENS), announced today that certain of its stockholders, including affiliates of Metalmark Capital LLC and certain other institutional stockholders, have agreed to sell six million shares of its common stock to Lehman Brothers Inc. All net proceeds from the sale of the common stock will be received by the selling stockholders. EnerSys will not receive any of the proceeds.

A registration statement relating to the common stock sold by the selling stockholders has been filed with the Securities and Exchange Commission and has become effective.

This press release shall not constitute an offer to sell, nor the solicitation of an offer to buy, EnerSys' common stock or any other securities, nor shall there be any sale of securities mentioned in this press release in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The copy of the prospectus relating to these securities may be obtained, when available, from Lehman Brothers , c/o ADP Financial Services, Prospectus Fulfillment, 1155 Long Island Avenue, Edgewood, NY 11717, email: monica\_castillo@adp.com, fax: 631-254-7268.

**About EnerSys:** EnerSys, the world leader in stored energy solutions for industrial applications, manufactures and distributes reserve power and motive power batteries, chargers, power equipment, and battery accessories to customers worldwide. Motive power batteries are utilized in electric forklift trucks and other commercial electric powered vehicles. Reserve power batteries are used in the telecommunication and utility industries, uninterruptible power suppliers, and numerous applications requiring standby power. The company also provides aftermarket and customer support services to its customers from over 100 countries through its sales and manufacturing locations around the world.

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**Caution Concerning Forward-Looking Statements**

**Forward Looking Statement**

This press release contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that are based on management's current expectations and are subject to uncertainties and changes in circumstances, including the sale by the selling stockholders in the offering. There can be no assurances that the proposed offering will be consummated. The Company's actual results may differ materially from the forward-looking statements for a number of reasons. For a list of the factors, which could affect the Company's results, see "Management's Discussion and Analysis of Financial Condition and Results of Operations," and "Forward-Looking Statements," set forth in each of the Company's Annual Report on Form 10-K for the year ended March 31, 2006 and the Company's Quarterly Report on Form 10-Q for the quarter ended October 1, 2006, each of which was filed with the U.S. Securities and Exchange Commission.

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