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): April 6, 2015

EnerSys
(Exact name of registrant as specified in its charter)

Commission File Number: 1-32253

Delaware	**23-3058564**
(State or other jurisdiction of incorporation)	**(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

In connection with a proposed private financing transaction, we anticipate disclosing to prospective investors certain information that has not been previously publicly reported. This information is attached hereto as Exhibit 99.1 and incorporated by reference herein.

This report shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

The information contained in, or incorporated into, this Item 7.01, including Exhibit 99.1 attached hereto, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall it be incorporated by reference into any registration statement or other filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference. This report shall not be deemed an admission as to the materiality of any information in this report that is being disclosed pursuant to Regulation FD.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 Certain information with respect to EnerSys that has not been previously reported to the public.

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: April 6, 2015

By: /s/ Richard W. Zuidema

Richard W. Zuidema

Executive Vice President

Exhibit Index

Exhibit No.	Description
EX-99.1	Certain information with respect to EnerSys that has not been previously reported to the public.

Exhibit 99.1

NON-GAAP FINANCIAL MEASURES

EBITDA and Adjusted EBITDA presented in this exhibit are supplemental measures of performance that are not required by or presented in accordance with generally accepted accounting principles in the United States ("GAAP"). See below for the definitions of such non-GAAP financial measures.

EnerSys ("we," "us," "our" or "the Company") believes EBITDA and Adjusted EBITDA give investors meaningful information to help them understand our operating results and to analyze our financial and business trends on a period-to-period basis. However, EBITDA and Adjusted EBITDA have limitations as analytical tools, and you should not consider these measures in isolation or as a substitute for analyses of our income or cash flows as reported under GAAP. Some of the limitations that EBITDA and Adjusted EBITDA have are:

- they do not reflect our cash expenditures or future requirements for capital expenditures or contractual commitments;
- they do not reflect changes in, or cash requirements for, our working capital needs;
- they do not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt; and
- other companies in our industry may calculate these measures differently from the way we do, limiting their usefulness as comparative measures.

EBITDA and Adjusted EBITDA should not be considered as measures of discretionary cash available to invest in our business or reduce indebtedness. We rely primarily on our GAAP results and are using such non-GAAP financial measures only supplementally.

Adjusted EBITDA in this exhibit is defined differently than Adjusted EBITDA contained in the Company's annual report on Form 10-K for the year ended March 31, 2014, which is based upon the definition of Adjusted EBITDA pursuant to the terms of the Company's existing senior secured credit facilities.

A reconciliation of Adjusted EBITDA to net income for the years ended March 31, 2012, 2013 and 2014, for the nine months ended December 29, 2013 and December 28, 2014, and for the twelve months ended December 28, 2014, is summarized as follows:

	For the Year Ended March 31,			For the Nine Months Ended		For the Twelve Months Ended
In millions	**2012**	**2013**	**2014**	**December 29, 2013**	**December 28, 2014**	**December 28, 2014**
Net earnings	$ 144.0	$ 165.0	$ 146.7	$ 134.0	$ 155.0	$ 167.7
Income tax expense	47.3	65.3	17.0	24.5	54.5	47.0
Interest expense	16.5	18.7	17.1	13.0	14.2	18.3
Depreciation & amortization	50.4	50.5	54.0	38.9	42.1	57.2
EBITDA	$ 258.2	$ 299.5	$ 234.8	$ 210.4	$ 265.8	$ 290.2
Adjustments to EBITDA:						
Litigation (income) / charge [a]	(0.9)	—	58.2	—	(16.2)	42.0
Acquisition expenses	2.6	0.5	1.9	1.5	0.4	0.8
Goodwill impairment charge	—	—	5.2	5.2	—	—
Restructuring and other charges [b]	5.0	7.2	27.4	14.5	6.0	18.9
ERP system implementation	—	—	—	—	1.4	1.4
Accelerated stock compensation	—	—	—	—	7.1	7.1
Adjusted EBITDA	$ 264.9	$ 307.2	$ 327.5	$ 231.6	$ 264.5	$ 360.4

(a) In the fourth quarter of fiscal 2014, we recorded a $58.2 million legal proceedings charge in connection with an adverse arbitration result involving disputes between our wholly-owned subsidiary, EnerSys Delaware Inc., and Altergy Systems. Since the end of fiscal 2014, the matter has been resolved and we reversed approximately $16.2 million, net of professional fees, from this previously recorded legal proceedings charge during the second quarter of fiscal 2015.

(b) In fiscal 2014, we recorded $27.4 million of restructuring charges, primarily for staff reductions and write-off of fixed assets and inventory in EMEA including relocating our motive power and a portion of our reserve power manufacturing from Bulgaria to our facilities in Western Europe. Included in these charges are exit charges of $5.6 million related to certain operations in Europe.

A reconciliation of Adjusted EBITDA to net income for the years ended March 31, 2008, 2009, 2010 and 2011 for the financial information set forth below under “Our Competitive Strengths” is summarized as follows:

	For the Year Ended March 31,			
In millions	**2008**	**2009**	**2010**	**2011**
Net earnings	$ 59.7	$ 81.9	$ 62.3	$ 113.4
Income tax expense	26.5	37.2	25.0	38.0
Interest expense	28.9	26.7	22.7	22.0
Depreciation & amortization	47.7	47.3	44.9	44.4
EBITDA	$ 162.8	$ 193.1	$ 154.9	$ 217.8
Adjustments to EBITDA:				
Litigation charge	—	3.4	—	—
Refinancing fees	—	5.2	—	8.2
Secondary offering fees	0.6	0.3	—	0.6
Acquisition expenses	—	—	2.0	2.5
Gain on sale of facilities	—	(11.3)	—	—
Bargain purchase gain	—	—	(2.9)	—
Restructuring and other charges	13.2	22.4	13.9	6.8
Adjusted EBITDA	$ 176.6	$ 213.1	$ 167.9	$ 235.9

Our Competitive Strengths

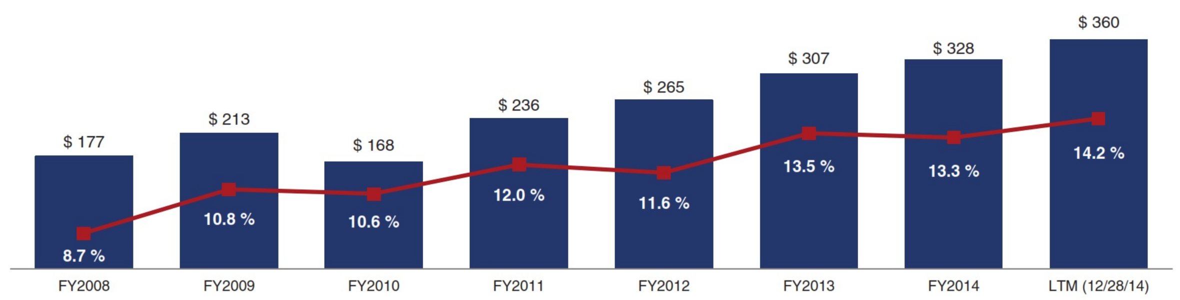
Diversified Business Model.

We service a diverse range of customers, regions and end markets. We currently serve all major industrial battery end markets and have more than 10,000 customers in over 100 countries. We have developed a large, diversified customer base, whereby our top ten customers account for approximately 27% of net sales and no single customer accounts for more than 5% of net sales. Additionally, we have a diverse and balanced raw material supply chain with no single supplier accounting for more than 6% of total raw material purchased. We have not lost a major customer since becoming a global company in 2002. We are not overly dependent on any end market or geographic region, with approximately 60% of our fiscal year 2014 net sales being generated outside the U.S. In addition, our global distribution of sales and costs are well aligned, creating a natural hedge against fluctuations in currency.

Strong Cash Flow Profile and Prudent Management of Commodity Risk.

We have an attractive financial profile highlighted by strong historical margins and cash flow generation. For the twelve months ended December 28, 2014, we generated net sales and Adjusted EBITDA of $2.5 billion and $360 million, respectively, representing a 14.2% margin. We have a long history of margin stability, inclusive of resilience through challenging operating environments. We also have low capital expenditure requirements, which further enhances the stability of our operating model and contributes to our strong cash flow generation capabilities. Our historic net sales growth has been driven by volume growth, new product introductions, acquisitions and superior service, while our margins have benefited from prudent expense and commodity price management.

Historical Adjusted EBITDA[1] and % Margin (US$ in millions)



1 Reflects approximate amounts rounded to the nearest whole number.

The primary materials used to manufacture our products include lead, plastics, steel, copper, separators and sulfuric acid. In fiscal 2014, we consumed approximately 550 million pounds of lead and lead alloys, our primary raw material, for approximately $530 million, representing approximately 29% of cost of goods sold. We believe we prudently manage potential fluctuations in lead and other raw inputs via several means, including a pass through of price increases, tolling programs, such as collecting and recycling used batteries, and lead forward contracts with financial institutions. We believe our success in commodity risk management has been demonstrated by an improvement in our commodity cost price recovery from less than half in fiscal 2005 to being able to pass through and recover the vast majority of commodity price increases in fiscal 2014, as well as, in part, the expansion of our gross profit percentages.