

**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): July 31, 2014**

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 2.02. Results of Operations and Financial Condition

On August 6, 2014, EnerSys issued an earnings press release discussing its financial results for the first quarter of fiscal 2015. The press release, attached as Exhibit 99.1 hereto and incorporated herein by reference, is being furnished to the SEC and shall not be deemed to be "filed" for any purpose.

Item 5.07. Submission of Matters to a Vote of Security Holders

On July 31, 2014, EnerSys held its Annual Meeting of Stockholders for which the Board of Directors solicited proxies. At the Annual Meeting, the stockholders of EnerSys voted on the following proposals stated in the Proxy Statement dated June 26, 2014.

The proposals voted on by the stockholders of EnerSys at the Annual Meeting were as follows:

Proposal No. 1: The stockholders elected the following director nominees to the Board of Directors, as set forth below:

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
John F. Lehman	42,076,502.433949	115,187.529552	33,854.658336	1,256,965.0
Dennis S. Marlo	41,965,101.433949	226,588.529552	33,854.658336	1,256,965.0

Proposal No. 2: The stockholders ratified the appointment of Ernst & Young LLP as EnerSys' independent registered public accounting firm for the fiscal year ending March 31, 2015, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
41,758,331.092285	1,716,076.529552	8,100.0	2.0

Proposal No. 3: The stockholders approved the advisory vote to approve EnerSys' named executive officer compensation, as set forth below:

Votes For	Votes Against	Abstentions	Broker Non-Votes
40,186,956.558872	1,814,806.062965	223,782.0	1,256,965.0

Proposal No. 4: The stockholders approved an advisory vote to conduct an annual advisory vote on the compensation of EnerSys' named executive officers, as set forth below:

Votes For One Year	Votes for Two Years	Votes for Three Years	Abstentions	Broker Non-Votes
37,972,808.968866	48,125.742126	4,186,046.904991	18,565.005854	1,256,963.0

Based upon a majority of the votes cast by stockholders, on an advisory basis, at this Annual Meeting in favor of holding future non-binding advisory votes on the compensation of EnerSys' named executive officers ("Say on Pay") on an annual basis and a recommendation to hold an annual Say on Pay votes by the Compensation Committee, the Board of Directors has determined that it will include an annual Say on Pay vote in its proxy materials until the next non-binding advisory vote on the frequency of holding future non-binding advisory votes on the compensation of EnerSys' named executive officers. As previously disclosed in the Proxy Statement dated June 26, 2014, and as permitted under rules promulgated by the Securities and Exchange Commission, EnerSys currently intends to hold such vote at its annual meeting of stockholders in 2020.

Item 7.01. Regulation FD Disclosure

EnerSys will be making several presentations, whereby it will disclose certain sales, market and other information. EnerSys is furnishing, as Exhibit 99.2 hereto and incorporated herein by reference, such information to the SEC, and such information shall not be deemed to be “filed” for any purpose.

Item 9.01. Financial Statements and Exhibits**(d) Exhibits**

99.1 Press Release, dated August 6, 2014, of EnerSys regarding the financial results for the first quarter of fiscal 2015.

99.2 Information in presentations by EnerSys.

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 6, 2014

By: /s/ Richard W. Zuidema

Richard W. Zuidema

Executive Vice President

Exhibit Index

Exhibit No.	Description
EX-99.1	Press Release, dated August 6, 2014, of EnerSys regarding the financial results for the first quarter of fiscal 2015.
EX-99.2	Information in presentations by EnerSys.

Exhibit 99.1 PRESS RELEASE, DATED AUGUST 6, 2014, OF ENERSYS REGARDING FINANCIAL RESULTS FOR THE FIRST QUARTER FISCAL 2015

EnerSys Reports First Quarter Fiscal 2015 Results

Reading, PA, USA, August 6, 2014 -- EnerSys (NYSE: ENS) the global leader in stored energy solutions for industrial applications, announced today results for its first quarter of fiscal 2015, which ended on June 29, 2014.

Net earnings attributable to EnerSys stockholders (“Net earnings”) for the first quarter of fiscal 2015 were \$49.2 million, or \$0.99 per diluted share, including an unfavorable highlighted net of tax impact of \$0.03 per share from a charge of \$1.3 million for restructuring plans and \$0.2 million for fees related to acquisition activities.

The Net earnings of \$0.99 per diluted share, compares to Net earnings per diluted share of \$0.83 for the first quarter of fiscal 2014, which included an unfavorable highlighted net of tax charge of \$0.3 million for restructuring plans.

Excluding these highlighted items, adjusted Net earnings per diluted share for the first quarter of fiscal 2015, on a non-GAAP basis were \$1.02, which due to lower revenues, met the lower end of range of the guidance of \$1.02 to \$1.06 per diluted share given by the Company on May 28, 2014. These earnings compare to the prior year first quarter adjusted Net earnings of \$0.83 per diluted share. Please refer to the section included herein under the heading “Reconciliation of Non-GAAP Financial Measures” for a discussion of the Company’s use of non-GAAP adjusted financial information.

Net sales for the first quarter of fiscal 2015 were \$634.1 million, a 6% increase from the prior year first quarter net sales of \$597.3 million, from recent acquisitions. Sequential quarterly sales decreased 5% from the fourth quarter of fiscal 2014 net sales of \$665.2 million primarily due to a decrease in organic volume.

The Company’s operating results for its business segments for the first quarters of fiscal 2015 and 2014 are as follows:

	Quarter ended	
	(\$ millions)	
	June 29, 2014	June 30, 2013
Net sales by segment		
Americas	\$ 330.9	\$ 315.6
EMEA	242.0	231.0
Asia	61.2	50.7
Total net sales	\$ 634.1	\$ 597.3
Operating earnings		
Americas	\$ 41.5	\$ 41.7
EMEA	28.6	16.1
Asia	3.6	5.2
Restructuring charges - EMEA	(1.8)	(0.4)
Acquisition activity expense - Asia	(0.2)	—
Total operating earnings	\$ 71.7	\$ 62.6

EMEA - Europe, the Middle East and Africa

“Our adjusted earnings per share of \$1.02 was an all time record for any first quarter in our Company's history,” stated John D. Craig, chairman, president and chief executive officer of EnerSys. “Our current order intake and backlog are strong, allowing us to follow with record second quarter guidance for non-GAAP adjusted net earnings per diluted share of \$1.00 to \$1.04, which excludes an expected net charge of \$0.08 from our ongoing restructuring programs, acquisition expenses and other highlighted items.”

Reconciliation of Non-GAAP Financial Measures

This press release contains financial information determined by methods other than in accordance with U.S. Generally Accepted Accounting Principles, ("GAAP"). EnerSys' management uses the non-GAAP measure "adjusted Net earnings" in their analysis of the Company's performance. This measure, as used by EnerSys in past quarters and years, adjusts Net earnings determined in accordance with GAAP to reflect changes in financial results associated with the Company's restructuring initiatives and other highlighted charges and income items. Management believes the presentation of this financial measure reflecting these non-GAAP adjustments provides important supplemental information in evaluating the operating results of the Company as distinct from results that include items that are not indicative of ongoing operating results; in particular, those charges that the Company incurs as a result of restructuring activities and those charges and credits that are not directly related to operating unit performance, such as fees and expenses related to acquisition and litigation activities. Because these charges are not incurred as a result of ongoing operations or are incurred as a result of a potential acquisition, they are not a helpful measure of the performance of our underlying business particularly in light of their unpredictable nature. This non-GAAP disclosure has limitations as an analytical tool, should not be viewed as a substitute for net earnings determined in accordance with GAAP, and should not be considered in isolation or as a substitute for analysis of the Company's results as reported under GAAP, nor is it necessarily comparable to non-GAAP performance measures that may be presented by other companies. Management believes that this non-GAAP supplemental information will be helpful in understanding the Company's ongoing operating results. This supplemental presentation should not be construed as an inference that the Company's future results will be unaffected by similar adjustments to net earnings determined in accordance with GAAP.

Included below is a reconciliation of non-GAAP adjusted financial measures to reported amounts. Non-GAAP adjusted Net earnings are calculated excluding restructuring and other highlighted charges and credits. The following tables provide additional information regarding certain non-GAAP measures:

	Quarter ended	
	June 29, 2014	June 30, 2013
<i>(in millions, except share and per share amounts)</i>		
Net earnings reconciliation		
As reported net earnings	\$ 49.2	\$ 40.8
Non-GAAP adjustments, net of tax:		
Restructuring charges - EMEA	1.3 ⁽¹⁾	0.3 ⁽¹⁾
Acquisition activity expense - Asia	0.2 ⁽²⁾	—
Non-GAAP adjusted net earnings	\$ 50.7	\$ 41.1
Weighted-average number of common shares used in per share calculations:		
Basic	46,899,303	47,868,982
Diluted	49,726,238	49,304,944
Non-GAAP adjusted net earnings per share:		
Basic	\$ 1.08	\$ 0.86
Diluted	\$ 1.02	\$ 0.83
Reported net earnings per share:		
Basic	\$ 1.05	\$ 0.85
Diluted	\$ 0.99	\$ 0.83
Dividends per common share	\$ 0.175	\$ 0.125

Resulting from pre-tax restructuring charges in EMEA of approximately \$1.8 million and \$0.4 million in the first quarter of fiscal 2015 and 2014, respectively.

(1)

Resulting from pre-tax charges for acquisition activity expense of approximately \$0.2 million in Asia in the first quarter of fiscal 2015.

(2)

Summary of Earnings (Unaudited)
(In millions, except share and per share data)

	Quarter ended	
	June 29, 2014	June 30, 2013
Net sales	\$ 634.1	\$ 597.3
Gross profit	162.6	140.1
Operating expenses	89.1	77.1
Restructuring charges	1.8	0.4
Operating earnings	71.7	62.6
Earnings before income taxes	65.8	56.0
Net earnings attributable to EnerSys stockholders	<u>\$ 49.2</u>	<u>\$ 40.8</u>
Net earnings per common share attributable to EnerSys stockholders:		
Basic	<u>\$ 1.05</u>	<u>\$ 0.85</u>
Diluted	<u>\$ 0.99</u>	<u>\$ 0.83</u>
Dividends per common share	<u>\$ 0.175</u>	<u>\$ 0.125</u>
Weighted-average number of common shares used in per share calculations:		
Basic	<u>46,899,303</u>	<u>47,868,982</u>
Diluted	<u>49,726,238</u>	<u>49,304,944</u>

EnerSys will host a conference call to discuss the Company's first quarter fiscal 2015 financial results and provide an overview of the business. The call will conclude with a question and answer session.

The call, scheduled for Thursday, August 7, 2014 at 9:00 a.m. Eastern Time, will be hosted by John D. Craig, Chairman, President & Chief Executive Officer, and Michael J. Schmidlein, Senior Vice President Finance and Chief Financial Officer.

A live webcast of the conference call will be available on the Company's website at <http://www.enersys.com> under the "Investor Relations" link. Presentation materials to be used in conjunction with the conference call will become available under the aforementioned link shortly following the issuance of this press release.

The conference call information is:

Date:	Thursday, August 7, 2014
Time:	9:00 a.m. Eastern Time
Via Internet:	http://www.enersys.com
Domestic Dial-In Number:	877-359-9508
International Dial-In Number:	224-357-2393
Passcode:	71571417

A replay of the conference call will be available from 12:30 p.m. on August 7, 2014 through midnight on September 7, 2014.

The replay information is:

Via Internet:	http://www.enersys.com
Domestic Replay Number:	855-859-2056
International Replay Number:	404-537-3406
Passcode:	71571417

For more information, contact Thomas O'Neill, Vice President and Treasurer, EnerSys, P.O. Box 14145, Reading, PA 19612-4145, USA. Tel: 610-236-4040; Web site: www.enersys.com.

EDITOR'S NOTE: EnerSys, the global leader in stored energy solutions for industrial applications, manufactures and distributes reserve power and motive power batteries, battery chargers, power equipment, battery accessories and outdoor equipment enclosure solutions to customers worldwide. Motive power batteries and chargers 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 supplies, and numerous applications requiring stored energy solutions including medical, aerospace and defense systems. Outdoor equipment enclosure products are utilized in the telecommunication, cable, utility, transportation industries and by government and defense customers. 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.

More information regarding EnerSys can be found at www.enersys.com.

Caution Concerning Forward-Looking Statements

This press release, and oral statements made regarding the subjects of this release, contains forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, or the Reform Act, which may include, but are not limited to, statements regarding EnerSys' earnings estimates, intention to pay quarterly cash dividends, return capital to stockholders, plans, objectives, expectations and intentions and other statements contained in this press release that are not historical facts, including statements identified by words such as "believe," "plan," "seek," "expect," "intend," "estimate," "anticipate," "will," and similar expressions. All statements addressing operating performance, events, or developments that EnerSys expects or anticipates will occur in the future, including statements relating to sales growth, earnings or earnings per share growth, payment of future cash dividends, execution of its stock buy back program, and market share, as well as statements expressing optimism or pessimism about future operating results or benefits from either its cash dividend or its stock buy back programs, are forward-looking statements within the meaning of the Reform Act. The forward-looking statements are based on management's current views and assumptions regarding future events and operating performance, and are inherently subject to significant business, economic, and competitive uncertainties and contingencies and changes in circumstances, many of which are beyond the Company's control. The statements in this press

release are made as of the date of this press release, even if subsequently made available by EnerSys on its website or otherwise. EnerSys does not undertake any obligation to update or revise these statements to reflect events or circumstances occurring after the date of this press release.

Although EnerSys does not make forward-looking statements unless it believes it has a reasonable basis for doing so, EnerSys cannot guarantee their accuracy. The foregoing factors, among others, could cause actual results to differ materially from those described in these forward-looking statements. For a list of other factors which could affect EnerSys' results, including earnings estimates, see EnerSys' filings with the Securities and Exchange Commission, including "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations," including "Forward-Looking Statements," set forth in EnerSys' Annual Report on Form 10-K for the fiscal year ended March 31, 2014. No undue reliance should be placed on any forward-looking statements.

Exhibit 99.2 INFORMATION IN THE COMPANY'S PRESENTATION

Below is the Company's estimate of the size of the markets in which it participates and its estimated share of such markets, for calendar year 2013 (\$ in billions).

	Reserve Power Product Line	Motive Power Product Line	Total
Total Market	\$ 5.9	\$ 3.3	\$ 9.2
EnerSys Share of Relevant Market	16%	35%	23%
Geographic Split of Relevant Market			
Americas	25%	38%	30%
EMEA (includes Europe, Middle East & Africa)	24%	46%	31%
Asia	51%	16%	39%
Split of Relevant Market by End-markets			
Telecom	48%	—	31%
Uninterruptible Power Systems (UPS)	29%	—	18%
Reserve Other	23%	—	15%
Forklift Trucks	—	88%	31%
Motive Other	—	12%	5%
Regional Markets and Shares			
Americas			\$ 2.7
EnerSys share of relevant market			38%
EMEA (includes Europe, Middle East & Africa)			\$ 2.9
EnerSys share of relevant market			30%
Asia			\$ 3.6
EnerSys share of relevant market			7%

Below is the Company's fiscal year 2014 sales and the percent of sales split by product line, geographic region and end market (\$ in billions):

	Reserve Power Product Line	Motive Power Product Line	Total
Net Sales	\$ 1.23	\$ 1.24	\$ 2.47
Geographic split:			
Americas			51%
EMEA (includes Europe, Middle East & Africa)			39%
Asia			10%
Split by End-markets:			
Telecom	39%	—	19%
Uninterruptible Power Systems (UPS)	21%	—	11%
Reserve Other	40%	—	20%
Total Reserve Power	100%		50%
Split by End-markets:			
Forklift Trucks	—	86%	43%
Motive Other	—	14%	7%
Total Motive Power		100%	50%