

EnerSys  
Form 8-K  
February 18, 2011

**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): February 14, 2011 (February 18, 2011)**

**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 February 14, 2011, 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 2,845,869 shares of the Company s common stock (the Shares ) to the Underwriter at a price per Share of \$35.82 for resale by the Underwriters pursuant to Registration Statement No. 333-151000.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

- 1.1 Underwriting Agreement, dated February 14, 2011 between EnerSys, Goldman, Sachs & Co. and certain selling stockholders named therein.
- 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.

**SIGNATURES**

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

By: /s/ Richard W. Zuidema

**Richard W. Zuidema**  
**Executive Vice President**

Date: February 18, 2011

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 14, 2011 between EnerSys, Goldman, Sachs & Co. and certain selling stockholders named therein.
5.1	Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.