

REECE RICHARD K

Form 4

October 26, 2017

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
REECE RICHARD K

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170
PEACHTREE STREET, NE SUITE
2300

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ACUITY BRANDS INC [AYI]

3. Date of Earliest Transaction
(Month/Day/Year)
10/24/2017

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify
below) below)
EVP/Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/24/2017		F	(A) or (D) D Amount 1,453 (1) Price \$ 159	126,726	D	
Common Stock	10/25/2017		A	(A) or (D) A Amount 4,263 (2) (3) Price \$ 0	130,989 (4)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Securities (Instr. 3 and 4)
Non-Qualified Stock Option	\$ 156.39	10/25/2017		A	7,961 (5)	(6) 10/25/2027	Common Stock 7,961

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

REECE RICHARD K
C/O ACUITY BRANDS, INC.
1170 PEACHTREE STREET, NE SUITE 2300
ATLANTA, GA 30309

EVP/Chief Financial Officer

Signatures

/s/ Jill A. Gilmer, under Power of Attorney for Richard K. Reece

10/26/2017

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The transaction reported relates to the vesting of restricted stock held by the reporting person.
- (2) The shares being reported result from the award of restricted stock pursuant to the Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan.
- (3) This restricted stock vests ratably over a four-year period and will become fully vested on October 25, 2021.
- (4) The total direct shares owned includes 26,395 time-vesting restricted shares and 1,352 shares held in the employee stock purchase plan.
- (5) The shares being reported result from the award of nonqualified stock options pursuant to the Acuity Brands, Inc. 2012 Omnibus Stock Incentive Compensation Plan.
- (6) This option vests ratably over a three-year period and will become fully vested on October 25, 2020.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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