

EnerSys  
Form 424B3  
February 27, 2008  
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The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities and the selling stockholders are not soliciting an offer to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed Pursuant to Rule 424(B)(3)  
Registration File Number: 333-147029**

Subject to Completion. Dated February 26, 2008

Prospectus Supplement to Prospectus dated November 27, 2007.

5,000,000 Shares

Common Stock

The selling stockholders identified in this prospectus supplement are offering 5,000,000 shares of our common stock. We will not receive any of the proceeds from the sale of our common stock by the selling stockholders.

Our common stock is listed on the New York Stock Exchange under the symbol ENS. On February 25, 2008, the last reported sales price of our common stock was \$24.77 per share.

*Investing in our common stock involves a high degree of risk. See Risk Factors beginning on page S-4 of this prospectus supplement and the risks described in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007 which is incorporated by reference herein.*

**Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved these securities or passed on the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.**

Goldman, Sachs & Co. has agreed to purchase the shares from the selling stockholders at a price per share of \$ , subject to the terms and conditions set forth in an underwriting agreement among Goldman, Sachs & Co., the selling stockholders and us. Goldman, Sachs & Co. proposes to offer the shares for sale from time to time in the over-the-counter market or in one or more negotiated transactions at market prices or at negotiated prices.

Goldman, Sachs & Co. expects to deliver the shares on or about February 29, 2008.

## **Goldman, Sachs & Co.**

Prospectus Supplement dated February , 2008

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About This Prospectus Supplement

This document is in two parts. The first part is the prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which gives more general information, some of which may not apply to this offering. We urge you to read the entire prospectus and this prospectus supplement, together with the information described under the heading **Where You Can Find More Information** carefully, including the **Risk Factors** on pages S-4 to S-6 of this prospectus supplement and the risk factors incorporated by reference herein.

**You should rely only on the information contained in or incorporated by reference in this prospectus supplement and the accompanying prospectus. We have not, and the underwriter has not, authorized anyone to provide you with different or additional information. The selling stockholders are not, and the underwriter is not, making an offer of these securities in any state where the offer is not permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and the documents incorporated herein and therein by reference is accurate only as of its respective date or on the date which is specified in those documents.**

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Prospectus Supplement Summary

*This summary highlights selected information from this document and may not contain all of the information that is important to you. We urge you to read this entire document carefully, including the Risk Factors included and incorporated by reference in this prospectus supplement and the accompanying prospectus, as well as those additional documents to which we refer you. See Where You Can Find More Information. The terms EnerSys, we, our, and us refer to EnerSys which is a holding company and its consolidated subsidiaries. We use the term the company when we wish to refer only to the holding company and not to EnerSys and its consolidated subsidiaries.*

*Our fiscal year ends on March 31. References in or incorporated by reference in this prospectus supplement to a fiscal year, such as fiscal 2007, relate to the fiscal year ended on March 31 of that calendar year. For reading ease, certain financial information included or incorporated by reference in this prospectus supplement is presented on a rounded basis, which may cause minor rounding differences.*

EnerSys

We are the world's largest manufacturer, marketer and distributor of industrial batteries. We also manufacture, market and distribute related products such as chargers, power equipment and battery accessories, and we provide related after-market and customer-support services for industrial batteries. We market and sell our products globally in more than 100 countries to over 10,000 customers through a network of distributors, independent representatives and an internal sales force.

Industrial batteries generally are characterized as reserve power batteries or motive power batteries.

**Reserve power products** are used for backup power for the continuous operation of critical applications in telecommunications systems, uninterruptible power systems, or UPS, applications for computer and computer-controlled systems, and other specialty power applications, including security systems, for premium starting, lighting and ignition applications, switchgear and electrical control systems used in electric utilities and energy pipelines, and commercial and military aircraft, submarines and tactical military vehicles.

**Motive power products** are used to provide power for manufacturing, warehousing and other material handling equipment, primarily electric industrial forklift trucks, mining equipment, and for diesel locomotive starting, rail car lighting and rail signaling equipment. Our principal executive offices are located at 2366 Bernville Road, Reading PA 19605. Our telephone number at that address is (610) 208-1991.

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The Offering

Common stock offered by the selling stockholders	5,000,000 shares.
NYSE symbol	ENS.
Dividends	We do not anticipate declaring or paying any cash dividends in the foreseeable future. The timing and amount of future cash dividends, if any, would be determined by our board of directors and would depend upon our earnings, financial condition and cash requirements at the time. See Risk Factors We have not paid, and may not pay, dividends and therefore, unless our stock appreciates in value, investors in our stock may not benefit from holding our stock on page S-5 of this prospectus supplement and Dividend Policy on page 5 of the accompanying prospectus.
Use of proceeds	We will not receive any proceeds from any sale of common stock by the selling stockholders. See Use of Proceeds, Selling Stockholders and Underwriting.
Risk factors	Investing in our common stock involves a high degree of risk. Potential investors are urged to read and consider the risk factors relating to an investment in our common stock set forth under Risk Factors in this prospectus supplement and those described in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, which is incorporated by reference in this prospectus supplement as well as other information we include or incorporate by reference in this prospectus supplement and the accompanying prospectus.

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**Risk Factors**

*Investing in our common stock involves a high degree of risk. In addition to the risk factors related to this offering set forth below, please see the risk factors described in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, which is incorporated by reference into this prospectus supplement. Such risks are not the only risks that we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially adversely affect our business operations. The risks described could affect our business, financial condition or results of operations. In such a case, you may lose all or part of your original investment. You should carefully consider the risks described in our Annual Report on Form 10-K, the risks described below as well as other information and data set forth in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein before making an investment decision with respect to the common stock.*

**We could be influenced by Metalmark whose interests may not be aligned with the interests of our other stockholders.**

Metalmark Capital LLC is an independent private equity firm established in 2004 by former principals of Morgan Stanley Capital Partners to manage certain of Morgan Stanley Capital Partners' private equity funds and to make private equity investments in a broad range of industries (referred to herein as Metalmark). An affiliate of Metalmark manages MSCP IV, L.P. and MSCP IV 892, L.P., which together will own approximately 17.29% of our outstanding common stock following the offering, pursuant to a subadvisory agreement described under "Certain Relationships and Related Transactions - Relationship with Metalmark and Morgan Stanley" in our Proxy Statement on Schedule 14A, which is incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007. Currently, four of our directors, Howard I. Hoffen, Kenneth F. Clifford, Hwan-yoon F. Chung and Michael C. Hoffman, are employees of Metalmark. As a result of these funds holding 17.29% of our outstanding shares of common stock after giving effect to this offering, and the rights of such funds under the Securityholder Agreement, which is described in portions of our Proxy Statement on Schedule 14A, which are incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, and Metalmark's rights under the subadvisory agreement, Metalmark may be able to influence all matters requiring stockholder approval, including the election of our directors, the adoption of amendments to our certificate of incorporation, the approval of mergers and sales of all or substantially all our assets, decisions affecting our capital structure and other significant corporate transactions as well as matters affecting our management and policies. Circumstances could arise under which the interests of Metalmark could be in conflict with the interests of our other stockholders. The influence of Metalmark may also have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management or limiting the ability of our stockholders to approve transactions that they may deem to be in their best interests.

**We have ceased to be a controlled company for purposes of the New York Stock Exchange listing requirements and will no longer be able to opt out of certain corporate governance requirements.**

As of July 5, 2007 we were no longer a controlled company for purposes of New York Stock Exchange (NYSE) corporate governance listing requirements. As such, subject to certain transition period allowances, we are no longer entitled to opt out of several of the NYSE's corporate governance requirements. Within one year after our ceasing to be a controlled company, all of the directors who serve on our Nominating and Corporate Governance Committee will have to meet the NYSE's independence requirements and our Board will have to be composed of a majority of directors that meet the NYSE's independence requirements. We may incur incremental costs not reflected in our historical financial statements as a result of any such increased listing compliance, including legal fees and other expenses. In addition, we might not be able to comply with these provisions in a timely fashion. Our failure to comply with these additional NYSE corporate governance listing standards may result in delisting, which could disrupt the trading market for our common shares and result in a significant decline in the value of our common shares.

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**Shares eligible for future issuance or sale may cause our common stock price to decline, which may negatively impact your investment.**

Issuances or sales of substantial numbers of additional shares of our common stock, including in connection with future acquisitions, if any, or the perception that such issuances or sales could occur, may cause prevailing market prices for shares of our common stock to decline and may adversely affect our ability to raise additional capital in the financial markets at a time and price favorable to us. As of the date of this prospectus supplement, our certificate of incorporation provides that we have authority to issue up to 135,000,000 shares of our common stock. As of December 30, 2007, 48,680,150 shares of our common stock were issued and outstanding, and there were no shares of our common stock issued and held in treasury. Also as of such date, there were 2,284,700 shares of our common stock reserved for issuance under stock incentive plans or pursuant to individual option grants or stock awards. The selling stockholders named under **Selling Stockholders**, who will collectively own 22.93% of our shares upon completion of the offering, may elect to sell their shares of our common stock or exercise their stock options in order to sell the stock underlying their options. The selling stockholders and our executive officers and directors have agreed that, without the prior written consent of the underwriter, they will not, directly or indirectly, sell any of these shares or exercise any of their options for 45 days after the date of this prospectus supplement, subject to certain exceptions, including, but not limited to, transactions under Rule 10b5-1 plans established by our executive officers existing on the date of this prospectus supplement. These agreements, however, can be waived by the underwriter in its sole discretion. Future sales or a perception that such sales may occur could reduce the market price for our common stock.

**Our stock price may be volatile, and your investment in our common stock could decline in value.**

The price of our common stock on the New York Stock Exchange constantly changes. Within the last 12 months through February 25, 2008, our stock has traded between \$16.03 and \$28.25 per share. We expect that the market price of our common stock will continue to fluctuate. Holders of our common stock will be subject to the risk of volatility and depressed prices. Our common stock price can fluctuate as a result of a variety of factors, many of which are beyond our control. The factors described under **Special Note Regarding Forward-Looking Statements** in the accompanying prospectus and the other risk factors described in this section, among other factors, may cause the market price of our common stock to change. In addition, the stock market in general has experienced extreme volatility that has often been unrelated to the operating performance of a particular company. These broad market fluctuations may adversely affect the market price of our common stock.

**Our revenues and operating results may fluctuate in future periods, and we may fail to meet expectations, which may cause the price of our common stock to decline.**

Our quarterly operating results are difficult to predict and may fluctuate significantly from period to period. We cannot predict with certainty the timing or level of sales of our products in the future. If our quarterly sales or operating results fall below the expectations of investors or securities analysts, the price of our common stock could decline substantially. Our operating results may fluctuate due to various factors including, among other things, the continual pricing pressure of our extremely competitive industry, cyclical industry conditions and volatile raw materials costs as well as our exposure to the risk of material environmental, health and safety liabilities as a result of our use of significant amounts of lead and acid in our operations. As a result of these factors, we believe that period-to-period comparisons of our operating results are not a good indication of our future performance.

**We have not paid, and may not pay, dividends and therefore, unless our stock appreciates in value, investors in our stock may not benefit from holding our stock.**

We have not issued a cash dividend on our common stock since we became a public company and we presently intend to continue this policy. Furthermore, our senior secured credit agreement limits our ability to pay dividends. As a result, investors in our common stock may not be able to benefit from owning our common stock unless the shares that these investors acquire appreciate in value. See **Dividend Policy** on page 5 of the accompanying prospectus.



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**Our corporate documents and Delaware law contain provisions that could discourage, delay or prevent a change in control of our company even if some stockholders might consider such a development favorable, which may adversely affect the price of our common stock.**

Certain provisions in our certificate of incorporation and bylaws, which are described under *Description of Capital Stock*, beginning on page 6 of the accompanying prospectus, may discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable. For example, our certificate of incorporation authorizes our board of directors to issue shares of preferred stock to which special rights may be attached, including voting and dividend rights. With these rights, preferred stockholders could make it more difficult for a third party to acquire us. In addition, our certificate of incorporation provides for a staggered board of directors, whereby directors serve for three-year terms, with approximately one third of the directors coming up for reelection each year. Having a staggered board of directors makes it more difficult for a third party to obtain control of our board of directors through a proxy contest, which may be a necessary step in an acquisition of us that is not favored by our board of directors.

In addition, certain other provisions of our corporate documents regarding special meetings of stockholders, advance notice requirements for stockholder proposals and director nominations and amendments of the bylaws and prohibiting stockholder action by written consent and cumulative voting, each of which is described under *Description of Capital Stock – Other Provisions of our Certificate of Incorporation and Bylaws* in the accompanying prospectus may also discourage, delay or prevent a merger or acquisition involving us that our stockholders may consider favorable.

We are also subject to the anti-takeover provisions of Section 203 of the Delaware General Corporation Law. Under these provisions, if anyone becomes an interested stockholder, we may not enter into a business combination with that person for three years without special approval, which could discourage a third party from making a takeover offer and could delay or prevent a change of control. For purposes of Section 203, an interested stockholder means, generally, someone owning 15% or more of our outstanding voting stock or an affiliate of ours that owned 15% or more of our outstanding voting stock during the past three years, subject to certain exceptions as described in Section 203 see *Description of Capital Stock – Section 203 of the Delaware General Corporation Law* in the accompanying prospectus.

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## Use of Proceeds

We will not receive any proceeds from any sale of common stock by the selling stockholders. See Selling Stockholders and Underwriting.

## Ratio of Earnings to Fixed Charges

The following table sets forth our consolidated ratio of earnings to fixed charges for the periods indicated.

Nine fiscal months ended December 30,	Fiscal year ended March 31,				
2007 (1)	2007 (2)	2006 (3)	2005 (4)	2004 (5)	2003
2.90	2.63	2.32	2.59	1.28	2.25

For purposes of calculating the ratio of earnings to fixed charges, earnings represent income before income taxes plus fixed charges. Fixed charges consist of total interest expense and a one-third portion of rental expenses that management believes is representative of interest.

As of the date of this prospectus, we have not issued any shares of preferred stock.

As explained in notes to the Consolidated Financial Statements included in the Company's Reports on Forms 10-K and 10-Q, net income in the above periods included the following pre-tax expenses and income (dollars in thousands):

- (1) The fiscal nine months ended December 30, 2007 included a pretax charge of \$11,402 to facilitate the integration of the recent Energia acquisition into the Company's worldwide operations. The charge is comprised of \$6,324 as a restructuring accrual, primarily in Europe, for staff reductions, and \$5,078 for a non-cash impairment charge for machinery and equipment.
- (2) In fiscal 2007, the Company settled litigation matters that resulted in litigation settlement income, net of related legal fees and expenses, of \$3,753 pretax.
- (3) Pretax restructuring charges recorded in fiscal 2006 were \$8,553 which included \$6,217 incurred to cover estimated costs in Europe of staff reductions, exiting of a product line, and closing several ancillary locations, \$1,063 incurred to cover estimated restructuring programs in Europe related to the newly acquired GAZ facility in Zwickau, Germany, and \$1,273 of non-cash write-off of machinery and equipment based on impairment testing.
- (4) The fiscal 2005 operating results include a pretax charge of \$3,622 for the write-off of deferred financing costs, and a pretax charge of \$2,400 for a loan prepayment penalty, both of which were incurred as a result of our initial public offering.
- (5) The fiscal 2004 operating results include a pretax charge of \$30,974 that was incurred primarily as a result of a Settlement Agreement, and pretax charges of \$21,147 for uncompleted acquisitions (primarily legal and other professional fees), plant closing costs related to the final settlement of labor matters relating to a North American plant closed in fiscal 2002 and a special bonus paid, including related payroll costs, in connection with the March 17, 2004 recapitalization transaction.

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**Selling Stockholders**

This prospectus supplement relates to the resale by the selling stockholders identified below of shares of our common stock. We filed the registration statement, of which this prospectus supplement and the accompanying prospectus are a part, pursuant to the provisions of a Securityholder Agreement dated as of July 26, 2004 (referred to herein as the Securityholder Agreement), among Metalmark, certain institutional stockholders (referred to herein as the Institutional Stockholders), certain members of our senior management and our company, which governs certain relationships among such parties. See **Selling Stockholders** on page 12 of the accompanying prospectus and **Certain Relationships and Related Transactions Securityholder Agreement** in our Proxy Statement on Schedule 14A, which is incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007 for more information on the terms of, and the parties to, the Securityholder Agreement.

The selling stockholders may from time to time offer and sell pursuant to the prospectus any or all of the shares of common stock owned by them that qualify as Registrable Securities under the Securityholder Agreement and registered hereunder, subject to the provisions of the Securityholder Agreement. The selling stockholders, however, make no representations that the shares covered by the prospectus will be offered for sale. We have agreed to keep the registration statement of which the prospectus forms a part effective until the earlier of (i) the second anniversary of the date on which the registration statement was declared effective or (ii) the date on which all of the shares covered by the registration statement have been sold to the public.

The table below presents information regarding the selling stockholders and the shares that each such selling stockholder is offering under this prospectus supplement. Unless otherwise indicated, beneficial ownership is calculated based on 48,680,150 shares of our common stock outstanding as of December 30, 2007. The number of shares in the column **Shares of Common Stock Covered by This Prospectus Supplement** represents all of the shares that each selling stockholder is offering under this prospectus supplement. The column **Shares of Common Stock Beneficially Owned After Offering** reflects the beneficial ownership of each selling stockholder after giving effect to this offering. Please carefully read the footnotes located below the selling stockholders table in conjunction with the information presented in the table.

Except as noted in the footnotes to the table below or disclosed under the headings entitled **Board of Directors**, **Executive Officers**, **Employment Agreements** and **Certain Relationships and Related Transactions** in our Proxy Statement on Schedule 14A, which is incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, no selling stockholder has had, within the past three years, any position, office, or material relationship with us or any of our predecessors or affiliates.

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Name	Shares of Common Stock Beneficially Owned Before Offering (1)(2)		Shares of Common Stock Covered by This Prospectus Supplement Number	Shares of Common Stock Beneficially Owned After Offering (2)	
	Number	Percent		Number	Percent
MSCP IV, L.P. and MSCP IV 892, L.P. c/o Metalmark Capital LLC  1177 Avenue of Americas  New York, NY 10036 (3)	12,184,097	25.03%	3,769,701	8,414,396 (4)(5)	17.29%
MSCI IV, L.P.  1585 Broadway  New York, NY 10036 (3)	306,840	0.63%	94,935	211,905 (4)	0.44%
MSGEM Funds  1585 Broadway  New York, NY 10036 (3)	1,158,827	2.38%	358,535	800,292 (4)	1.64%
J.P. Morgan Funds  522 Fifth Avenue  New York, NY 10036 (6)	1,351,970	2.78%	418,293	933,677 (4)	1.92%
Performance Direct Investments I, L.P. (f/k/a GM Capital Partners I, L.P.)  2 Pickwick Plaza, Suite 310  Greenwich, CT 06830	665,207	1.37%	205,812	459,395	0.94%
JP Morgan Chase Bank, N.A., as Trustee for First Plaza Group Trust  1 Chase Manhattan Plaza  New York, NY 10005	493,620	1.01%	152,724	340,896	0.70%

- (1) Except as otherwise set forth below, based on 48,680,150 shares of common stock outstanding as of December 30, 2007. In accordance with Rule 13d-3 under Exchange Act, the beneficial ownership with respect to each owner includes options exercisable by such owner within 60 days of December 30, 2007. Information regarding the ownership of our Institutional Stockholders, which include Morgan Stanley Dean Witter Capital Partners IV, L.P. (referred to herein as MSCP IV, L.P.), MSDW IV 892 Investors, L.P. (referred to herein as MSCP IV 892, L.P.), and Morgan Stanley Dean Witter Capital Investors IV, L.P. (referred to herein as MSCI IV, L.P.) (collectively, referred to herein as the MSCP Funds), Morgan Stanley Global Emerging Markets Private Investment Fund, L.P., and Morgan Stanley Global Emerging Markets Private Investors, L.P. (collectively referred to herein as the MSGEM Funds and, together with the MSCP Funds, as the Morgan Stanley Funds), J.P. Morgan Direct Corporate Finance Institutional Investors LLC, J.P. Morgan Direct Corporate Finance Private Investors LLC, and 522 Fifth Avenue Fund, L.P. (collectively referred to herein as the J.P. Morgan Funds), JP Morgan Chase Bank, N.A., as Trustee for First Plaza Group Trust, and Performance Direct Investments I, L.P. (f/k/a GM Capital Partners I, L.P.), is derived from Schedules 13G filed by the beneficial owners with the Commission with respect to the period ended December 31, 2007 together with all Form 4 filings with the Commission by the beneficial owners subsequent to the date thereof.

- (2) Includes outstanding shares of common stock and shares of common stock issuable upon exercise of fully vested options.

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- (3) Howard I. Hoffen, Kenneth F. Clifford and Michael C. Hoffman are Managing Directors of Metalmark and, before giving effect to this offering, exercised sole voting or investment power over 12,201,597 shares, including 17,500 shares subject to options and excluding 24,271.1 restricted stock units which are payable in the form of common shares on or after March 12, 2008, beneficially owned by Metalmark. Messrs. Hoffen, Clifford and Hoffman disclaim beneficial ownership of such shares as a result of their respective employment arrangements with Metalmark, except to the extent of their pecuniary interest therein ultimately realized.
  
- (4) As noted above, Metalmark, the Institutional Stockholders, certain members of our senior management and our company are parties to the Securityholder Agreement. Metalmark and the Institutional Stockholders may be deemed to be a group for purposes of Section 13(d)(3) or Section 13(g)(3) of the Exchange Act and Rule 13d-5(b)(1) thereunder. For more information on the terms of, and the parties to, the Securityholder Agreement, see Certain Relationships and Related Transactions Securityholder Agreement in our Proxy Statement on Schedule 14A, which is incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007.
  
- (5) An affiliate of Metalmark manages MSCP IV, L.P. and MSCP IV 892, L.P. pursuant to a subadvisory agreement (the Subadvisory Agreement ). For more information on the terms of the Subadvisory Agreement, see Certain Relationships and Related Transactions Relationship with Metalmark and Morgan Stanley in our Proxy Statement on Schedule 14A, which is incorporated by reference herein from our Annual Report on Form 10-K for the fiscal year ended March 31, 2007. As a result of its ownership of our outstanding shares of common stock after giving effect to this offering, and its rights under the Securityholder Agreement and the Subadvisory Agreement, Metalmark may be able to influence the outcome of stockholder votes, including votes concerning the election of directors, the adoption or amendment of provisions in our charter or bylaws, the approval of mergers, decisions affecting our capital structure and other significant corporate transactions as well as matters affecting our management and policies.
  
- (6) Includes J.P. Morgan Direct Corporate Finance Institutional Investors LLC, J.P. Morgan Direct Corporate Finance Private Investors LLC and 522 Fifth Avenue Fund, L.P.

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Certain U.S. Federal Tax Consequences to Non-U.S. Holders of Common Stock

The following is a general discussion of the material U.S. federal income and estate tax consequences of the ownership and disposition of our common stock by a non-U.S. holder. As used in this discussion, the term non-U.S. holder means a beneficial owner of our common stock that is not, for U.S. federal income tax purposes:

an individual who is a citizen or resident of the United States;

a corporation created or organized in or under the laws of the United States or any political subdivision of the United States;

a partnership;

an estate whose income is includible in gross income for U.S. federal income tax purposes regardless of its source; or

a trust, in general, if (i) a U.S. court is able to exercise primary supervision over the administration of the trust and (ii) one or more U.S. persons have authority to control all substantial decisions of the trust.

An individual may be treated as a resident of the United States in any calendar year for U.S. federal income tax purposes, instead of a nonresident, by, among other ways, being present in the United States on at least 31 days in that calendar year and for an aggregate of at least 183 days during the current calendar year and the two immediately preceding calendar years. For purposes of this calculation, all of the days in which the individual is present in the United States in the current calendar year are counted, along with, one-third of the days in which the individual is present in the immediately preceding calendar year and one-sixth of the days in which the individual is present in the second preceding calendar year. Residents are treated for U.S. federal income tax purposes as if they were U.S. citizens.

This discussion does not consider:

U.S. state and local or non-U.S. tax consequences;

specific facts and circumstances that may be relevant to a particular non-U.S. holder's tax position;

the tax consequences for the stockholders, partners or beneficiaries of a non-U.S. holder;

the alternative minimum tax;

special tax rules that may apply to particular non-U.S. holders, such as financial institutions, insurance companies, tax-exempt organizations, regulated investment companies, real estate investment trusts, cooperatives, U.S. expatriates, broker dealers, non-U.S. holders that own or acquire 5% or more of our common stock, and traders in securities; or

special tax rules that may apply to a non-U.S. holder that holds our common stock as part of a straddle, hedge, conversion transaction, synthetic security or other integrated investment.

## Edgar Filing: EnerSys - Form 424B3

The following discussion is based on provisions of the Internal Revenue Code of 1986, as amended (the Code), applicable U.S. Treasury regulations and administrative and judicial interpretations, all as in effect on the date of this prospectus supplement, and all of which are subject to change, retroactively or prospectively. The following discussion also assumes that a non-U.S. holder holds our common stock as a capital asset within the meaning of section 1221 of the Code (generally, property held for investment). **EACH NON-U.S. HOLDER SHOULD CONSULT ITS TAX ADVISOR REGARDING THE U.S. FEDERAL, STATE, LOCAL, AND NON-U.S. INCOME AND OTHER TAX CONSEQUENCES OF ACQUIRING, HOLDING, AND DISPOSING OF OUR COMMON STOCK.**

### Dividends

Distributions on common stock constitute dividends for U.S. federal income tax purposes to the extent such distributions are made out of our current or accumulated earnings and profits, as determined under U.S. federal

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income tax principles. We may not pay cash dividends on our common stock for the foreseeable future. See Dividend Policy. In the event, however, that we pay dividends on our common stock, we will have to withhold U.S. federal withholding tax at a rate of 30% (or at a lower rate under an applicable income tax treaty that allows for a reduced rate of withholding, provided that we have received proper certification that the non-U.S. holder is eligible for the reduced rate under such income tax treaty) from the gross amount of the dividends paid to a non-U.S. holder unless such dividends are effectively connected with a non-U.S. holder's conduct of a trade or business in the United States, as described below.

Non-U.S. holders should consult their tax advisors regarding their entitlement to benefits under an applicable income tax treaty and the manner of claiming the benefits of such treaty. A non-U.S. holder that is eligible for a reduced rate of U.S. federal withholding tax under an income tax treaty may obtain a refund or credit of any excess amounts withheld by filing an appropriate claim for a refund with the U.S. Internal Revenue Service.

Dividends that are effectively connected with a non-U.S. holder's conduct of a trade or business in the United States are not subject to the U.S. federal withholding tax, but, unless otherwise provided in an applicable income tax treaty, are instead taxed in the manner applicable to U.S. persons. In that case, we will not have to withhold U.S. federal withholding tax if the non-U.S. holder complies with applicable certification and disclosure requirements. In addition, dividends received by a foreign corporation that are effectively connected with the conduct of a trade or business in the United States may be subject to a branch profits tax at a 30% rate, or at a lower rate if provided by an applicable income tax treaty.

### **Gain on Disposal of Common Stock**

A non-U.S. holder generally will not be taxed on gain recognized on a disposition of our common stock unless:

the non-U.S. holder is an individual who is present in the United States for 183 days or more during the taxable year of the disposition and meets certain other conditions (though any such person will generally be treated as a resident of the United States);

the gain is effectively connected with the non-U.S. holder's conduct of a trade or business in the United States or, in some instances if an income tax treaty applies, is attributable to a permanent establishment maintained by the non-U.S. holder in the United States; or

we are or have been a U.S. real property holding corporation for U.S. federal income tax purposes, and such non-U.S. holder held more than 5 percent of our common stock at any time during the shorter of the five-year period ending on the date of disposition or the period that such non-U.S. holder held our common stock.

We believe that we are not, and we do not anticipate that we will become, a U.S. real property holding corporation.

An individual non-U.S. holder who is subject to U.S. tax because the holder was present in the United States for 183 days or more during the year of disposition is taxed on the amount by which capital gains allocated to U.S. sources (including gains from sale of our common stock) exceed capital losses allocated to U.S. sources incurred during the year at a flat rate of 30%, or at a lower rate if provided by an applicable income tax treaty. Other non-U.S. holders that are subject to U.S. federal income tax on gain from the disposition of our common stock will be taxed on such gain in the same manner in which citizens or residents of the U.S. would be taxed, and if such non-U.S. holder is a foreign corporation such gain may also be subject to a branch profits tax at a 30% rate, or at a lower rate if provided by an applicable income tax treaty.

### **Federal Estate Tax**

Common stock owned or treated as owned by an individual who is a non-U.S. holder at the time of death will be included in the individual's gross estate for U.S. federal estate tax purposes and may be subject to U.S. federal estate tax unless an applicable estate tax treaty provides otherwise.

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U.S. federal legislation enacted in 2001 provides for reductions in the U.S. federal estate tax through 2009 and the elimination of the tax entirely in 2010. Under the legislation, the estate tax would be fully reinstated, as in effect prior to the reductions, in 2011.

**Information Reporting and Backup Withholding Tax**

We must report annually to the U.S. Internal Revenue Service and to each non-U.S. holder the amount of dividends paid to that holder and the tax withheld from those dividends. Copies of the information returns reporting those dividends and withholding may also be made available by the U.S. Internal Revenue Service to the tax authorities in the country in which the non-U.S. holder is a resident under the provisions of an applicable income tax treaty or agreement.

Under some circumstances, U.S. Treasury regulations require additional information reporting and backup withholding on payments made with respect to or on our common stock. Under currently applicable law, the gross amount of dividends paid to a non-U.S. holder that fails to certify its non-U.S. holder status in accordance with applicable U.S. Treasury regulations generally will be subject to additional information reporting and backup withholding.

The payment of proceeds on the disposition of common stock by a non-U.S. holder to or through a U.S. office of a broker or a non-U.S. office of a U.S. broker generally will be reported to the U.S. Internal Revenue Service and, if to or through U.S. offices of a broker, reduced by backup withholding (at the current applicable rate of 28%), unless the non-U.S. holder either certifies its status as a non-U.S. holder under penalties of perjury or otherwise establishes an exemption and certain other conditions are met. The payment of proceeds on the disposition of common stock by a non-U.S. holder to or through a non-U.S. office of a non-U.S. broker will not be reduced by backup withholding or reported to the U.S. Internal Revenue Service unless the non-U.S. broker has certain enumerated connections with the United States.

Non-U.S. holders should consult their own tax advisors regarding the application of the information reporting and backup withholding rules to them.

Backup withholding is not an additional tax. Any amounts withheld under the backup withholding rules from a payment to a non-U.S. holder will be refunded, or credited against the holder's U.S. federal income tax liability, if any, provided that certain required information is furnished to the U.S. Internal Revenue Service.

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Underwriting

Under the terms of an underwriting agreement, which we will file as an exhibit to a current report on Form 8-K and incorporate by reference in this prospectus supplement and the accompanying prospectus, Goldman, Sachs & Co. (or the underwriter) has agreed to purchase an aggregate of 5,000,000 shares of common stock from the selling stockholders.

The underwriting agreement provides that the obligation of the underwriter to purchase shares of common stock depends on the satisfaction of the conditions contained in the underwriting agreement, including:

the obligation to purchase all of the shares of common stock offered hereby, if any of the shares are purchased;

the representations and warranties made by us and the selling stockholders to the underwriter are true;

there is no material change in our business or in the financial markets; and

we and the selling stockholders deliver customary closing documents to the underwriter.

The underwriter has agreed to purchase the shares from the selling stockholders at a price per share of \$ \_\_\_\_\_, subject to the terms and conditions set forth in the underwriting agreement. The underwriter proposes to offer the shares of common stock from time to time for sale in one or more transactions (i) at a fixed price or prices, which may be changed, (ii) at market prices prevailing at the time of sale, (iii) at prices related to prevailing market prices, or (iv) at negotiated prices. In connection with the sale of the shares of common stock offered hereby, the underwriter may be deemed to have received compensation in the form of underwriting discounts. The underwriter may effect such transactions by selling shares of common stock to or through dealers, and such dealers may receive compensation in the form of discounts, concessions or commissions from the underwriter and/or purchasers of shares of common stock for whom they may act as agents or to whom they may sell as principal.

The expenses of the offering that are payable by us are estimated to be approximately \$400,000. We have agreed to pay expenses incurred by the selling stockholders in connection with the offering, other than the underwriting discounts and commissions.

**Lock-Up Agreements**

We, all of our directors and executive officers and the selling stockholders have agreed that, without the prior written consent of the underwriter, subject to certain exceptions, we and they will not directly or indirectly (1) offer, pledge, sell, contract to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, lend, or otherwise transfer or dispose of, directly or indirectly, any shares of our common stock or any securities convertible into or exercisable or exchangeable for our common stock, (2) file any registration statement with the Securities and Exchange Commission relating to the offering of any shares of our common stock or any securities convertible into or exercisable or exchangeable for our common stock, (3) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of our common stock, (4) make any demand for or exercise any right or file or cause to be filed a registration statement, including any amendments, with respect to the registration of any shares of our common stock or securities convertible, exercisable or exchangeable into our common stock or any of our other securities, or (5) publicly disclose the intention to do any of the foregoing, for a period of 45 days after the date of this prospectus supplement. Transactions under Rule 10b5-1 plans established by executive officers or directors existing on the date of this prospectus supplement shall not be subject to the lock-up agreement described above.

The underwriter, in its sole discretion, may release the common stock and other securities subject to the lock-up agreements described above in whole or in part at any time with or without notice. When determining whether or not to release common stock and other securities from lock-up agreements, the underwriter will consider, among other factors, the holder's reasons for requesting the release, the number of shares of common stock and other securities for which the release is being requested and market conditions at the time.



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### **Indemnification**

We and the selling stockholders have agreed to indemnify the underwriter against certain liabilities, including liabilities under the Securities Act, and to contribute to payments that the underwriter may be required to make for these liabilities.

### **Stabilization and Short Positions**

The underwriter may engage in stabilizing transactions, short sales and purchases to cover positions created by short sales, and purchases for the purpose of pegging, fixing or maintaining the price of the common stock, in accordance with Regulation M under the Securities Exchange Act of 1934:

Stabilizing transactions permit bids to purchase the underlying security so long as the stabilizing bids do not exceed a specified maximum.

A short position involves a sale by the underwriter of shares in excess of the number of shares the underwriter is obligated to purchase in the offering, which creates a short position. This short position may be either a covered short position or a naked short position. In a covered short position, the number of shares involved in the sales made by the underwriter in excess of the number of shares the underwriter is obligated to purchase is not greater than the number of shares that the underwriter may purchase by exercising its option to purchase additional shares. In a naked short position, the number of shares involved is greater than the number of shares available to the underwriter under its option to purchase additional shares from us. The underwriter may close out any short position by either exercising its option to purchase additional shares and/or purchasing shares in the open market. In determining the source of shares to close out a short position, the underwriter will consider, among other things, the price of shares available for purchase in the open market as compared to the price at which it may purchase shares through its option to purchase additional shares. A naked short position is more likely to be created if the underwriter is concerned that there could be downward pressure on the price of the shares in the open market after pricing that could adversely affect investors who purchase in the offering.

Covering transactions involve purchases of the common stock in the open market after the distribution has been completed in order to cover short positions.

These stabilizing transactions and covering transactions may have the effect of raising or maintaining the market price of our common stock or preventing or retarding a decline in the market price of the common stock. As a result, the price of the common stock may be higher than the price that might otherwise exist in the open market. These transactions may be effected on the New York Stock Exchange or otherwise and, if commenced, may be discontinued at any time.

Neither we nor the underwriter make any representation or prediction as to the direction or magnitude of any effect that the transactions described above may have on the price of the common stock. In addition, neither we nor the underwriter make any representation that the underwriter will engage in these stabilizing transactions or that any transaction, once commenced, will not be discontinued without notice.

### **Electronic Distribution**

A prospectus in electronic format may be made available on the Internet sites or through other online services maintained by the underwriter and one or more of the selling group members participating in this offering, or by their affiliates. In those cases, prospective investors may view offering terms online and prospective investors may be allowed to place orders online. The underwriter may agree with the selling stockholders to allocate a specific number of shares for sale to online brokerage account holders. Any such allocation for online distributions will be made by the underwriter on the same basis as other allocations.

Other than the prospectus in electronic format, the information on the underwriter's or any selling group member's web site and any information contained in any other web site maintained by the underwriter or a selling group

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member is not part of the prospectus or the registration statement of which this prospectus supplement and the accompanying prospectus form a part, has not been approved and/or endorsed by us or the underwriter or selling group member in its capacity as underwriter or selling group member and should not be relied upon by investors.

### **Stamp and Transfer Taxes**

If you purchase shares of common stock offered in this prospectus supplement and the accompanying prospectus, you may be required to pay stamp and transfer taxes and other charges under the laws and practices of the country of purchase, in addition to the offering price listed on the cover page of this prospectus supplement and the accompanying prospectus.

### **Relationships**

The underwriter has performed and may in the future perform investment banking and advisory services for us or the selling stockholders in the ordinary course of its business, for which it may in the future receive customary fees and expenses.

### **Foreign Selling Restrictions**

### **Notice to Prospective Investors in the United Kingdom**

This document is only being distributed to and is only directed at (i) persons who are outside the United Kingdom or (ii) to investment professionals falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Order") or (iii) high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2)(a) to (e) of the Order (all such persons together being referred to as "relevant persons"). The shares of common stock are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such common stock will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

The underwriter has only communicated or caused to be communicated and will only communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of Section 21 of the Financial Services and Markets Act 2000 or FSMA) received by it in connection with the issue or sale of the shares in circumstances in which Section 21(1) of the FSMA does not apply to us and has complied with, and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the shares in, from or otherwise involving the United Kingdom.

### **Notice to Prospective Investors in the European Economic Area**

To the extent that the offer of the common stock is made in any Member State of the European Economic Area that has implemented the Prospectus Directive before the date of publication of a prospectus in relation to the common stock which has been approved by the competent authority in the Member State in accordance with the Prospectus Directive (or, where appropriate, published in accordance with the Prospectus Directive and notified to the competent authority in the Member State in accordance with the Prospectus Directive), the offer (including any offer pursuant to this document) is only addressed to qualified investors in that Member State within the meaning of the Prospectus Directive or has been or will be made otherwise in circumstances that do not require us to publish a prospectus pursuant to the Prospectus Directive.

In relation to each Member State of the European Economic Area which has implemented the Prospectus Directive (each, a "Relevant Member State"), the underwriter, with effect from and including the date on which the Prospectus Directive is implemented in that Relevant Member State (the "Relevant Implementation Date"), has not made and will not make an offer of shares to the public in that Relevant Member State prior to the publication of a prospectus in relation to the shares which has been approved by the competent authority in that Relevant Member State or, where appropriate, approved in another Relevant Member State and notified to the competent authority in that

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Relevant Member State, all in accordance with the Prospectus Directive, except that it may, with effect from and including the Relevant Implementation Date, make an offer of shares to the public in that Relevant Member State at any time:

- (a) to legal entities which are authorized or regulated to operate in the financial markets or, if not so authorized or regulated, whose corporate purpose is solely to invest in securities,
- (b) to any legal entity which has two or more of (1) an average of at least 250 employees during the last financial year; (2) a total balance sheet of more than 43,000,000 and (3) an annual net turnover of more than 50,000,000, as shown in its last annual or consolidated accounts, or
- (c) in any other circumstances which do not require the publication by us of a prospectus pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of shares to the public in relation to any shares in any Relevant Member State means the communication in any form and by any means of sufficient information on the terms of the offer and the shares to be offered so as to enable an investor to decide to purchase or subscribe the shares, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression Prospectus Directive means Directive 2003/71/EC and includes any relevant implementing measure in each Relevant Member State.

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**Where You Can Find More Information**

We file reports, proxy statements, and other information with the SEC. These reports, proxy statements, and other information can be read and copied at the SEC's public reference room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. The SEC maintains an internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding companies that file electronically with the SEC, including EnerSys. These reports, proxy statements and other information can also be read at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005 or on our internet site at [www.enersys.com](http://www.enersys.com). Information on our website is not incorporated into this prospectus supplement or our other SEC filings and is not a part of this prospectus supplement or those filings.

This prospectus supplement and the accompanying prospectus are part of a registration statement filed by us with the SEC. The full registration statement can be obtained from the SEC as indicated above, or from us.

The SEC allows us to incorporate by reference the information we file with the SEC. This permits us to disclose important information to you by referencing these filed documents. Any information referenced this way is considered part of this prospectus supplement, and any information filed with the SEC subsequent to this prospectus supplement and prior to the termination of the particular offering referred to in such prospectus supplement will automatically be deemed to update and supersede this information. We incorporate by reference the following documents which have been filed with the SEC:

Annual Report on Form 10-K for the fiscal year ended March 31, 2007 (filed on June 13, 2007);

Quarterly Reports on Form 10-Q for the fiscal quarters ended July 1, 2007 (filed August 8, 2007), September 30, 2007 (filed November 7, 2007) and December 30, 2007 (filed on February 7, 2008);

Current Reports on Form 8-K filed June 29, 2007, July 6, 2007, July 20, 2007, August 2, 2007, August 7, 2007 (other than exhibit 99.1 under item 9.01, which is furnished and not incorporated herein by reference), August 31, 2007, November 29, 2007, December 3, 2007 and December 7, 2007;

Definitive Proxy Statement on Schedule 14A filed on June 18, 2007; and

Registration Statement on Form 8-A dated July 26, 2004.

We incorporate by reference the documents listed above and any future filings made with the SEC in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, with the exception of any documents deemed not to be filed and any documents filed pursuant to Item 402(a)(8) of Regulation S-K under the Securities Act.

We will provide without charge upon written or oral request to each person, including any beneficial owner, to whom a prospectus supplement is delivered, a copy of any or all of the documents which are incorporated by reference to this prospectus supplement (other than exhibits unless such exhibits are specifically incorporated by reference in such documents). Requests should be directed to Investor Relations, EnerSys, 2366 Berville Road, Reading, Pennsylvania 19605, or by calling EnerSys Investor Relations directly at (610) 236-4040.



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Legal Matters

The validity of the securities offered pursuant to this prospectus supplement has been passed upon for us by our counsel, Skadden, Arps, Slate, Meagher & Flom LLP, New York, New York. Davis Polk & Wardwell is acting as counsel to the underwriter.

Experts

The consolidated financial statements of EnerSys appearing in EnerSys Annual Report (Form 10-K) for the year ended March 31, 2007 (including the schedule appearing therein), and EnerSys management's assessment of the effectiveness of internal control over financial reporting as of March 31, 2007, included therein, have been audited by Ernst & Young LLP, independent registered public accounting firm, as set forth in their reports thereon, included therein, and incorporated herein by reference. Such consolidated financial statements and management's assessment are incorporated herein by reference in reliance upon such reports given on the authority of such firm as experts in accounting and auditing.

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**Prospectus**

**Debt Securities**