

ENERGIZER HOLDINGS INC  
Form 8-K  
May 29, 2015

**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): May 29, 2015**

**Energizer Holdings, Inc.**

**(Exact Name of Registrant as Specified in its Charter)**

**Missouri**  
**(State or other jurisdiction)**

**1-15401**  
**(Commission)**

**43-1863181**  
**(IRS Employer)**

of incorporation)

File Number)

Identification Number)

533 Maryville University Drive

St. Louis, Missouri 63141

(Address of principal executive offices)

Registrant's telephone number, including area code: (314) 985-2000

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 (*see* General Instruction A.2. below):

- .. 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

On May 29, 2015, Energizer Holdings, Inc. ( Energizer ) borrowed \$1 billion under its 364-day senior unsecured Term Loan Credit Agreement with Citibank, N.A., as Administrative Agent, and the other financial institutions parties thereto, described in its Current Report on Form 8-K filed April 30, 2015. Approximately \$890 million was used to prepay certain senior notes described under Item 8.01 below, approximately \$60 million was used to repay borrowings under Energizer s existing revolving credit facility, and the balance will be used for general corporate purposes.

**Item 8.01 Other Events**

On May 29, 2015, Energizer completed the prepayment with respect to its (i) \$150 million 5.23% Senior Notes, Series 2005-D, (ii) \$140 million 6.24% Senior Notes, Series 2006-D, (iii) \$70 million 6.36% Senior Notes, Series 2007-E, (iv) \$150 million 6.48% Senior Notes, Series 2007-F and (v) \$310 million 6.55% Senior Notes, Series 2007-G (collectively, the Senior Notes ). Energizer previously disclosed the issuance of irrevocable notices of prepayment of the Senior Notes in its Current Report on Form 8-K filed April 30, 2015. The prepayment amount included approximately \$61 million in make-whole payments and approximately \$9 million in accrued interest as required by the terms of the Senior Notes.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

ENERGIZER HOLDINGS, INC.

By: /s/ Daniel J. Sescleifer  
Daniel J. Sescleifer  
Executive Vice President and Chief  
Financial Officer

Dated: May 29, 2015