EnerSys
Form 10-Q
February 08, 2017

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

FORM 10-Q

(Mark One)

ý **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended January 1, 2017

¨ **TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _________ to _________
Commission File Number: 001-32253

EnerSys
(Exact name of registrant as specified in its charter)

Delaware	**23-3058564**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

2366 Bernville Road

Reading, Pennsylvania 19605

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 610-208-1991

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ý YES ¨ NO.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ý No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer ý	Accelerated filer ¨
Non-accelerated filer ¨ (Do not check if a smaller reporting company)	Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Securities Exchange Act of 1934). ¨ YES ý NO.

Common Stock outstanding at February 3, 2017: 43,430,129 shares

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PART II – OTHER INFORMATION

PART I – FINANCIAL INFORMATION
ITEM 1. FINANCIAL STATEMENTS

ENERSYS
Consolidated Condensed Balance Sheets (Unaudited)
(In Thousands, Except Share and Per Share Data)

	January 1, 2017	March 31, 2016
Assets		
Current assets:		
Cash and cash equivalents	$467,149	$397,307
Accounts receivable, net of allowance for doubtful accounts: January 1, 2017 - $12,594; March 31, 2016 - $11,393	444,265	490,799
Inventories, net	370,196	331,081
Prepaid and other current assets	84,262	77,052
Total current assets	1,365,872	1,296,239
Property, plant, and equipment, net	341,715	357,409
Goodwill	336,816	353,547
Other intangible assets, net	156,771	159,658
Deferred taxes	32,418	33,530
Other assets	12,421	14,105
Total assets	$2,246,013	$2,214,488
Liabilities and Equity		
Current liabilities:		
Short-term debt	$35,879	$22,144
Accounts payable	202,885	228,442
Accrued expenses	224,009	200,585
Total current liabilities	462,773	451,171
Long-term debt, net of unamortized debt issuance costs	600,562	606,221
Deferred taxes	45,243	46,008
Other liabilities	77,952	86,656
Total liabilities	1,186,530	1,190,056
Commitments and contingencies		
Redeemable noncontrolling interests	—	5,997
Equity:		
Preferred Stock, $0.01 par value, 1,000,000 shares authorized, no shares issued or outstanding at January 1, 2017 and at March 31, 2016	—	—
Common Stock, $0.01 par value per share, 135,000,000 shares authorized; 54,353,403 shares issued and 43,430,129 shares outstanding at January 1, 2017; 54,112,776 shares issued and 43,189,502 shares outstanding at March 31, 2016	544	541
Additional paid-in capital	459,065	452,097
Treasury stock, at cost, 10,923,274 shares held as of January 1, 2017 and as of March 31, 2016	(439,800)	(439,800)
Retained earnings	1,205,458	1,097,642
Accumulated other comprehensive loss	(170,707)	(97,349)
Total EnerSys stockholders’ equity	1,054,560	1,013,131
Nonredeemable noncontrolling interests	4,923	5,304
Total equity	1,059,483	1,018,435
Total liabilities and equity	$2,246,013	$2,214,488

See accompanying notes.

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ENERSYS
Consolidated Condensed Statements of Income (Unaudited)
(In Thousands, Except Share and Per Share Data)

	Quarter ended	
	January 1, 2017	December 27, 2015
Net sales	$563,697	$573,573
Cost of goods sold	408,315	427,691
Inventory adjustment relating to exit activities - See Note 8	(502)	—
Gross profit	155,884	145,882
Operating expenses	85,014	87,217
Restructuring and other exit (credits) charges - See Note 8	(1,153)	3,204
Legal proceedings charge - See Note 7	17,000	—
Operating earnings	55,023	55,461
Interest expense	5,646	5,329
Other (income) expense, net	(1,247)	1,142
Earnings before income taxes	50,624	48,990
Income tax expense	13,529	10,776
Net earnings	37,095	38,214
Net earnings (losses) attributable to noncontrolling interests	860	(264)
Net earnings attributable to EnerSys stockholders	$36,235	$38,478
Net earnings per common share attributable to EnerSys stockholders:		
Basic	$0.83	$0.87
Diluted	$0.82	$0.86
Dividends per common share	$0.175	$0.175
Weighted-average number of common shares outstanding:		
Basic	43,429,525	44,394,925
Diluted	44,049,674	44,976,204

See accompanying notes.

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ENERSYS
Consolidated Condensed Statements of Income (Unaudited)
(In Thousands, Except Share and Per Share Data)

	Nine months ended	
	January 1, 2017	**December 27, 2015**
Net sales	$1,740,348	$1,704,775
Cost of goods sold	1,254,678	1,253,539
Inventory adjustment relating to exit activities - See Note 8	2,157	—
Gross profit	483,513	451,236
Operating expenses	277,512	261,286
Restructuring and other exit charges - See Note 8	5,037	7,051
Legal proceedings charge - See Note 7	17,000	3,201
Gain on sale of facility	—	(4,348)
Operating earnings	183,964	184,046
Interest expense	16,820	16,696
Other (income) expense, net	(496)	2,573
Earnings before income taxes	167,640	164,777
Income tax expense	43,133	38,861
Net earnings	124,507	125,916
Net losses attributable to noncontrolling interests	(1,937)	(974)
Net earnings attributable to EnerSys stockholders	$126,444	$126,890
Net earnings per common share attributable to EnerSys stockholders:		
Basic	$2.92	$2.85
Diluted	$2.88	$2.76
Dividends per common share	$0.525	$0.525
Weighted-average number of common shares outstanding:		
Basic	43,375,474	44,524,289
Diluted	43,943,010	45,912,659

See accompanying notes.

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ENERSYS
Consolidated Condensed Statements of Comprehensive Income (Unaudited)
(In Thousands)

	Quarter ended		Nine months ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Net earnings	$37,095	$38,214	$124,507	$125,916
Other comprehensive (loss) income:				
Net unrealized (loss) gain on derivative instruments, net of tax	(2,017)	4,021	411	(1,416)
Pension funded status adjustment, net of tax	198	292	747	930
Foreign currency translation adjustment	(52,754)	(13,099)	(74,922)	(20,754)
Total other comprehensive loss, net of tax	(54,573)	(8,786)	(73,764)	(21,240)
Total comprehensive (loss) income	(17,478)	29,428	50,743	104,676
Comprehensive income (loss) attributable to noncontrolling interests	648	(823)	(2,343)	(2,399)
Comprehensive (loss) income attributable to EnerSys stockholders	$(18,126)	$30,251	$53,086	$107,075

See accompanying notes.

ENERSYS
Consolidated Condensed Statements of Cash Flows (Unaudited)
(In Thousands)

	Nine months ended	
	January 1, 2017	December 27, 2015
Cash flows from operating activities		
Net earnings	$124,507	$125,916
Adjustments to reconcile net earnings to net cash provided by operating activities:		
Depreciation and amortization	40,468	41,915
Write-off of assets relating to restructuring and other exit charges	1,435	398
Non-cash write-off of property, plant and equipment	6,300	—
Derivatives not designated in hedging relationships:		
Net losses	202	119
Cash (settlements) proceeds	(646)	386
Provision for doubtful accounts	1,952	3,169
Deferred income taxes	(683)	(3,248)
Non-cash interest expense	1,041	2,447
Stock-based compensation	14,556	14,883
Gain on sale of facility	—	(4,348)
Gain on disposal of property, plant, and equipment	(10)	(8)
Legal proceedings accrual (reversal of legal accrual, net of fees)	17,000	(799)
Changes in assets and liabilities:		
Accounts receivable	22,843	53,969
Inventories	(55,888)	(5,705)
Prepaid and other current assets	(11,545)	1,646
Other assets	857	(1,201)
Accounts payable	(14,701)	(1,244)
Accrued expenses	13,856	2,498
Other liabilities	5,163	1,922
Net cash provided by operating activities	166,707	232,715
Cash flows from investing activities		
Capital expenditures	(36,008)	(45,695)
Purchase of businesses	(12,392)	(39,079)
Proceeds from sale of facility	—	9,179
Proceeds from disposal of property, plant, and equipment	568	866
Net cash used in investing activities	(47,832)	(74,729)
Cash flows from financing activities		
Net increase in short-term debt	13,639	5,535
Proceeds from revolving credit borrowings	191,300	300,000
Repayments of revolving credit borrowings	(186,750)	(288,000)
Proceeds from long-term debt	—	300,000
Repayments of Convertible Notes	—	(172,266)
Repayments of long-term debt	(11,250)	(3,750)
Debt issuance costs	—	(4,986)
Option proceeds	5	139
Payment of taxes related to net share settlement of equity awards	(7,668)	(15,348)
Excess tax benefits from exercise of stock options and vesting of equity awards	—	4,175

Purchase of treasury stock	—	(120,637)
Prepayment of accelerated stock repurchase	—	(60,000)
Dividends paid to stockholders	(22,800)	(23,322)
Other	(77)	(106)
Net cash used in financing activities	(23,601)	(78,566)
Effect of exchange rate changes on cash and cash equivalents	(25,432)	(2,224)
Net increase in cash and cash equivalents	69,842	77,196
Cash and cash equivalents at beginning of period	397,307	268,921
Cash and cash equivalents at end of period	$467,149	$346,117

See accompanying notes.

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ENERSYS
NOTES TO CONSOLIDATED CONDENSED FINANCIAL STATEMENTS (Unaudited)
(In Thousands, Except Share and Per Share Data)

1. Basis of Presentation

The accompanying interim unaudited consolidated condensed financial statements of EnerSys (the "Company") have been prepared in accordance with accounting principles generally accepted in the United States for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all the information and notes required for complete financial statements. In the opinion of management, the unaudited consolidated condensed financial statements include all normal recurring adjustments considered necessary for the fair presentation of the financial position, results of operations, and cash flows for the interim periods presented. The financial statements should be read in conjunction with the Consolidated Financial Statements and Notes thereto included in the Company's2016 Annual Report on Form 10-K (SEC File No. 001-32253), which was filed on May 31, 2016 (the "2016 Annual Report").

The Company reports interim financial information for 13-week periods, except for the first quarter, which always begins on April 1, and the fourth quarter, which always ends on March 31. The four quarters in fiscal 2017 end on July 3, 2016, October 2, 2016, January 1, 2017, and March 31, 2017, respectively. The four quarters in fiscal 2016 ended on June 28, 2015, September 27, 2015, December 27, 2015, and March 31, 2016, respectively.

The consolidated condensed financial statements include the accounts of the Company and its wholly-owned subsidiaries and any partially owned subsidiaries that the Company has the ability to control. All intercompany transactions and balances have been eliminated in consolidation.

The Company also consolidates certain subsidiaries in which the noncontrolling interest party has within its control the right to require the Company to redeem all or a portion of its interest in the subsidiary. The redeemable noncontrolling interests are reported at their estimated redemption value. Any adjustment to the redemption value impacts retained earnings but does not impact net income or comprehensive income. Noncontrolling interests which are redeemable only upon future events, the occurrence of which is not currently probable, are recorded at carrying value.

Recently Issued Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued ASU No. 2014-09, "Revenue from Contracts with Customers (Topic 606)" providing guidance on revenue from contracts with customers that will supersede most current revenue recognition guidance, including industry-specific guidance. The underlying principle is that an entity will recognize revenue to depict the transfer of goods or services to customers at an amount that the entity expects to be entitled to in exchange for those goods or services. In July 2015, the FASB voted to delay the effective date for interim and annual reporting periods beginning after December 15, 2017, with early adoption permissible one year earlier. The standard permits the use of either modified retrospective or full retrospective transition methods. The Company has not yet selected a transition method and is currently evaluating the impact, if any, of the adoption of this guidance on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Topic 842)", which sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract (i.e., lessees and lessors). This update requires lessees to apply a dual approach, classifying leases as either finance or operating leases based on the principle of whether or not the lease is effectively a financed purchase of the leased asset by the lessee. This classification will determine whether the lease expense is recognized based on an effective interest method or on a straight-line basis over the term of the lease. A lessee is also required to record a right-of-use asset and a lease liability for all leases with a term of greater than 12 months regardless of their classification. The new standard requires lessors to account for leases using an approach that is substantially equivalent to existing guidance for sales-type leases, direct financing leases and operating leases. This update is effective for reporting periods beginning after December 15, 2018, using a modified retrospective approach, with early adoption permitted. The Company is currently assessing the potential impact that the adoption will have on its consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "Improvements to Employee Share-Based Payment Accounting (Topic 718)". This update simplifies several aspects related to how share-based payments are accounted for and presented in the financial statements, including the accounting for forfeitures and tax-effects related to share-based payments at settlement, and the classification of excess tax benefits and shares surrendered for tax withholdings in the statement of cash flows. This update is effective for fiscal years beginning after December 15, 2016, and interim periods within those fiscal years, with early adoption permitted. The Company early adopted this standard for the quarter ended July 3, 2016. The impact of the adoption of this standard was as follows:

- approximately $780 of excess tax benefits was recorded through income tax expense for the nine months of fiscal 2017 as a discrete item, adopted on a prospective basis;
- excess tax benefits were included within operating cash flows adopted on a prospective basis;

- cash paid by the Company when directly withholding shares to satisfy an employee's statutory tax obligations continued to be classified as a financing activity; and
- no impact on prior periods due to adopting the guidance on a prospective basis.

The Company has elected to continue its current policy of estimating forfeitures rather than recognizing forfeitures when they occur.

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2. Inventories

Inventories, net consist of:

	January 1, 2017	March 31, 2016
Raw materials	$ 93,354	$ 84,198
Work-in-process	113,220	104,085
Finished goods	163,622	142,798
Total	$ 370,196	$ 331,081

3. Fair Value of Financial Instruments

Recurring Fair Value Measurements

The following tables represent the financial assets and (liabilities) measured at fair value on a recurring basis as of January 1, 2017 and March 31, 2016 and the basis for that measurement:

	Total Fair Value Measurement January 1, 2017	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Lead forward contracts	$ (3,015)	$ —	$ (3,015)	$ —
Foreign currency forward contracts	5	—	5	—
Total derivatives	$ (3,010)	$ —	$ (3,010)	$ —

	Total Fair Value Measurement March 31, 2016	Quoted Price in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Lead forward contracts	$ (499)	$ —	$ (499)	$ —
Foreign currency forward contracts	(988)	—	(988)	—
Total derivatives	$ (1,487)	$ —	$ (1,487)	$ —

The fair values of lead forward contracts are calculated using observable prices for lead as quoted on the London Metal Exchange (“LME”) and, therefore, were classified as Level 2 within the fair value hierarchy, as described in Note 1, Summary of Significant Accounting Policies to the Company's consolidated financial statements included in its 2016 Annual Report.

The fair values for foreign currency forward contracts are based upon current quoted market prices and are classified as Level 2 based on the nature of the underlying market in which these derivatives are traded.

Financial Instruments

The fair values of the Company’s cash and cash equivalents, accounts receivable and accounts payable approximate carrying value due to their short maturities.

The fair value of the Company’s short-term debt and borrowings under the 2011 Credit Facility (as defined in Note 9), approximate their respective carrying value, as they are variable rate debt and the terms are comparable to market terms as of the balance sheet dates and are classified as Level 2.

The Company's 5.00% Senior Notes due 2023 (the “Notes”), with an original face value of $300,000, were issued in April 2015. The fair value of these Notes represent the trading values based upon quoted market prices and are classified as Level 2. The Notes were trading at approximately 101% and 96% of face value on January 1, 2017 and March 31, 2016, respectively.

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The carrying amounts and estimated fair values of the Company's derivatives and Notes atJanuary 1, 2017 and March 31, 2016 were as follows:

	January 1, 2017		March 31, 2016	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
Financial assets:				
Derivatives (1)	$5	$5	$—	$—
Financial liabilities:				
Notes (2)	$300,000	$303,000	$300,000	$288,000
Derivatives (1)	3,015	3,015	1,487	1,487

(1) Represents lead and foreign currency forward contracts (see Note 4 for asset and liability positions of the lead and foreign currency forward contracts at January 1, 2017 and March 31, 2016).

(2) The fair value amount of the Notes at January 1, 2017 and March 31, 2016 represent the trading value of the Notes.

4. Derivative Financial Instruments

The Company utilizes derivative instruments to reduce its exposure to fluctuations in commodity prices and foreign exchange rates under established procedures and controls. The Company does not enter into derivative contracts for speculative purposes. The Company's agreements are with creditworthy financial institutions and the Company anticipates performance by counterparties to these contracts and therefore no material loss is expected.

Derivatives in Cash Flow Hedging Relationships

Lead Forward Contracts

The Company enters into lead forward contracts to fix the price for a portion of its lead purchases. Management considers the lead forward contracts to be effective against changes in the cash flows of the underlying lead purchases. The vast majority of such contracts are for a period not extending beyond one year and the notional amounts at January 1, 2017 and March 31, 2016 were 34.5 million pounds and 27.4 million pounds, respectively.

Foreign Currency Forward Contracts

The Company uses foreign currency forward contracts and options to hedge a portion of the Company's foreign currency exposures for lead as well as other foreign currency exposures so that gains and losses on these contracts offset changes in the underlying foreign currency denominated exposures. The vast majority of such contracts are for a period not extending beyond one year. As of January 1, 2017 and March 31, 2016, the Company had entered into a total of $24,868 and $18,206, respectively, of such contracts.

In the coming twelve months, the Company anticipates that $1,217 of pretax gain relating to lead and foreign currency forward contracts will be reclassified from accumulated other comprehensive income ("AOCI") as part of cost of goods sold. This amount represents the current net unrealized impact of hedging lead and foreign exchange rates, which will change as market rates change in the future, and will ultimately be realized in the Consolidated Condensed Statement of Income as an offset to the corresponding actual changes in lead costs to be realized in connection with the variable lead cost and foreign exchange rates being hedged.

Derivatives not Designated in Hedging Relationships

Foreign Currency Forward Contracts

The Company also enters into foreign currency forward contracts to economically hedge foreign currency fluctuations on intercompany loans and foreign currency denominated receivables and payables. These are not designated as hedging instruments and changes in fair value of these instruments are recorded directly in the Consolidated Condensed Statements of Income. As of January 1, 2017 and March 31, 2016, the notional amount of these contracts was $15,948 and $11,156, respectively.

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Presented below in tabular form is information on the location and amounts of derivative fair values in the Consolidated Condensed Balance Sheets and derivative gains and losses in the Consolidated Condensed Statements of Income:

Fair Value of Derivative Instruments
January 1, 2017 and March 31, 2016

	Derivatives and Hedging Activities Designated as Cash Flow Hedges		Derivatives and Hedging Activities Not Designated as Hedging Instruments	
	January 1, 2017	March 31, 2016	January 1, 2017	March 31, 2016
Prepaid and other current assets				
Foreign currency forward contracts	$ 200	$ —	$ —	$ —
Total assets	$ 200	$ —	$ —	$ —
Accrued expenses				
Lead forward contracts	$ 3,015	$ 499	$ —	$ —
Foreign currency forward contracts	—	350	195	638
Total liabilities	$ 3,015	$ 849	$ 195	$ 638

The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income
For the quarter ended January 1, 2017

Derivatives Designated as Cash Flow Hedges	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Lead forward contracts	$ (2,362)	Cost of goods sold	$ 1,524
Foreign currency forward contracts	595	Cost of goods sold	(93)
Total	$ (1,767)		$ 1,431

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Pretax Gain (Loss)
Foreign currency forward contracts	Other (income) expense, net	$ (25)
Total		$ (25)

The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income
For the quarter ended December 27, 2015

Derivatives Designated as Cash Flow Hedges	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Lead forward contracts	$ 1,109	Cost of goods sold	$ (4,448)
Foreign currency forward contracts	525	Cost of goods sold	(296)
Total	$ 1,634		$ (4,744)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Pretax Gain (Loss)
Foreign currency forward contracts	Other (income) expense, net	$ 175
Total		$ 175

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The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income
For the nine months ended January 1, 2017

Derivatives Designated as Cash Flow Hedges	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Lead forward contracts	$ 2,258	Cost of goods sold	$ 2,800
Foreign currency forward contracts	873	Cost of goods sold	(319)
Total	$ 3,131		$ 2,481

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Pretax Gain (Loss)
Foreign currency forward contracts	Other (income) expense, net	$ (202)
Total		$ (202)

The Effect of Derivative Instruments on the Consolidated Condensed Statements of Income
For the nine months ended December 27, 2015

Derivatives Designated as Cash Flow Hedges	Pretax Gain (Loss) Recognized in AOCI on Derivative (Effective Portion)	Location of Gain (Loss) Reclassified from AOCI into Income (Effective Portion)	Pretax Gain (Loss) Reclassified from AOCI into Income (Effective Portion)
Lead forward contracts	$ (4,006)	Cost of goods sold	$ (7,461)
Foreign currency forward contracts	(2,048)	Cost of goods sold	3,655
Total	$ (6,054)		$ (3,806)

Derivatives Not Designated as Hedging Instruments	Location of Gain (Loss) Recognized in Income on Derivative	Pretax Gain (Loss)
Foreign currency forward contracts	Other (income) expense, net	$ (119)
Total		$ (119)

5. Income Taxes

The Company’s income tax provision consists of federal, state and foreign income taxes. The tax provision for thethird quarters of fiscal 2017 and 2016 was based on the estimated effective tax rates applicable for the full years ending March 31, 2017 and March 31, 2016, respectively, after giving effect to items specifically related to the interim periods. The Company’s effective income tax rate with respect to any period may be volatile based on the mix of income in the tax jurisdictions in which the Company operates and the amount of the Company's consolidated income before taxes.

The consolidated effective income tax rates were 26.7% and 22.0%, respectively, for the third quarters of fiscal 2017 and 2016 and 25.7% and 23.6%, respectively, for the nine months of fiscal 2017 and 2016. The rate increase in the third quarter of fiscal 2017 compared to the third quarter of fiscal 2016 is primarily due to the German regulatory proceedings charge of $17,000 (with no associated tax benefit) recorded in the third quarter of fiscal 2017 and the recognition of a tax benefit in fiscal 2016 related to international restructuring, partially offset by a decrease related to changes in the mix of earnings among tax jurisdictions. The rate increase in the nine months of fiscal 2017 compared to the nine months of fiscal 2016 is primarily due to the aforementioned German regulatory proceedings charge (with no associated tax benefit) recorded in the third quarter of fiscal 2017 and the recognition of a tax benefit in fiscal 2016 related to international restructuring, the subsequent recognition of a domestic deferred tax asset related to executive compensation and the subsequent recognition of a previously unrecognized tax position related to one of the Company's foreign subsidiaries, partially offset by a decrease related to changes in the mix of earnings among tax jurisdictions.

Foreign income as a percentage of worldwide income is estimated to be 60% for the nine months of fiscal 2017 compared to 51% for the nine months of fiscal 2016. The foreign effective income tax rates for the nine months of fiscal 2017 and 2016 were 15.9% and 10.1%, respectively. The rate increase compared to the prior year period is primarily due to the aforementioned German regulatory proceedings charge (with no associated tax benefit) recorded in the third quarter of fiscal 2017 and the recognition of a tax benefit in fiscal 2016 related to international restructuring and the subsequent recognition of a previously unrecognized tax position related to one of the Company's foreign subsidiaries, partially offset by a decrease related to changes in the mix of earnings among tax jurisdictions. Income from the Company's

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Swiss subsidiary comprised a substantial portion of the Company's overall foreign mix of income and is taxed at an effective income tax rate of approximately 6%.

6. Warranty

The Company provides for estimated product warranty expenses when the related products are sold, with related liabilities included within accrued expenses and other liabilities. As warranty estimates are forecasts that are based on the best available information, primarily historical claims experience, claims costs may differ from amounts provided. An analysis of changes in the liability for product warranties is as follows:

	Quarter ended		Nine months ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Balance at beginning of period	$48,112	$40,140	$48,422	$39,810
Current period provisions	4,085	5,756	14,932	14,339
Costs incurred	(4,250)	(4,422)	(12,492)	(12,930)
Foreign currency translation adjustment	(1,720)	(427)	(4,635)	(172)
Balance at end of period	$46,227	$41,047	$46,227	$41,047

7. Commitments, Contingencies and Litigation

Litigation and Other Legal Matters

In the ordinary course of business, the Company and its subsidiaries are routinely defendants in or parties to many pending and threatened legal actions and proceedings, including actions brought on behalf of various classes of claimants. These actions and proceedings are generally based on alleged violations of environmental, anticompetition, employment, contract and other laws. In some of these actions and proceedings, claims for substantial monetary damages are asserted against the Company and its subsidiaries. In the ordinary course of business, the Company and its subsidiaries are also subject to regulatory and governmental examinations, information gathering requests, inquiries, investigations, and threatened legal actions and proceedings. In connection with formal and informal inquiries by federal, state, local and foreign agencies, such subsidiaries receive numerous requests, subpoenas and orders for documents, testimony and information in connection with various aspects of their activities.

European Competition Investigations

Certain of the Company’s European subsidiaries have received subpoenas and requests for documents and, in some cases, interviews from, and have had on-site inspections conducted by the competition authorities of Belgium, Germany and the Netherlands relating to conduct and anticompetitive practices of certain industrial battery participants. The Company is responding to inquiries related to these matters. The Company settled the Belgian regulatory proceeding in February 2016 by acknowledging certain anticompetitive practices and conduct and agreeing to pay a fine of $1,962, which was paid in March 2016. As of January 1, 2017 and March 31, 2016, the Company had a reserve balance of $1,804 and $2,038, respectively, relating to the Belgian regulatory proceeding. The change in the reserve balance between January 1, 2017 and March 31, 2016 was solely due to foreign currency translation impact. The Company currently estimates that the aggregate range of possible loss with respect to the German regulatory proceeding is $17,000 to $26,000 and has reserved $17,000 in connection with this matter. For the Dutch regulatory proceeding, the Company does not believe that an estimate can be made at this time given the current stage of this proceeding. As of January 1, 2017 and March 31, 2016, the Company had a total reserve balance of $18,804 and $2,038, respectively, in connection with these remaining investigations and other related legal matters. The foregoing estimate of losses is based upon currently available information for these proceedings. However, the precise scope, timing and time period at issue, as well as the final outcome of the investigations, remain uncertain. Accordingly, the Company’s estimate may change from time to time, and actual losses could vary.

Environmental Issues

As a result of its operations, the Company is subject to various federal, state, and local, as well as international environmental laws and regulations and is exposed to the costs and risks of registering, handling, processing, storing, transporting, and disposing of hazardous substances, especially lead and acid. The Company’s operations are also subject to federal, state, local and international occupational safety and health regulations, including laws and regulations relating to exposure to lead in the workplace.

The Company is responsible for certain cleanup obligations at the former Yuasa battery facility in Sumter, South Carolina, that predates its ownership of this facility. This manufacturing facility was closed in 2001 and the Company established a reserve for this facility, which was $1,123 as of January 1, 2017 and March 31, 2016. Based on current information, the Company’s management believes this reserve is adequate to satisfy the Company's environmental liabilities at this facility. This facility is separate from the Company's current metal fabrication facility in Sumter.

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Lead Contracts

To stabilize its costs, the Company has entered into contracts with financial institutions to fix the price of lead. The vast majority of such contracts are for a period not extending beyond one year. Under these contracts, at January 1, 2017 and March 31, 2016, the Company has hedged the price to purchase approximately 34.5 million pounds and 27.4 million pounds of lead, respectively, for a total purchase price of $34,420 and $21,628, respectively.

Foreign Currency Forward Contracts

The Company quantifies and monitors its global foreign currency exposures. On a selective basis, the Company will enter into foreign currency forward and option contracts to reduce the volatility from currency movements that affect the Company. The vast majority of such contracts are for a period not extending beyond one year. The Company's largest exposure is from the purchase and conversion of U.S. dollar based lead costs into local currencies in EMEA. Additionally, the Company has currency exposures from intercompany financing and intercompany and third party trade transactions. To hedge these exposures, the Company has entered into a total of $40,816 and $29,362, respectively, of foreign currency forward contracts with financial institutions as of January 1, 2017 and March 31, 2016.

8. Restructuring and Other Exit Charges

During the second quarter of fiscal 2016, the Company announced a restructuring to improve efficiencies primarily related to its motive power assembly and distribution center in Italy and its sales and administration organizations in EMEA. In addition, during the third quarter of fiscal 2016, the Company announced a further restructuring related to its manufacturing operations in Europe. The Company estimates that the total charges for these actions will amount to approximately $6,500, primarily from cash charges for employee severance-related payments and other charges. The Company estimates that these actions will result in the reduction of approximately 130 employees upon completion. In fiscal 2016, the Company recorded restructuring charges of $5,232 and recorded an additional $942 during the nine months of fiscal 2017. The Company incurred $2,993 in costs against the accrual in fiscal 2016 and incurred an additional $2,671 against the accrual during the nine months of fiscal 2017. As of January 1, 2017, the reserve balance associated with these actions is $435. The Company expects to be committed to an additional $300 of restructuring charges related to these actions during fiscal 2017, and expects to complete the program during fiscal 2017.

During the second quarter of fiscal 2016, the Company announced a restructuring related to improving the efficiency of its manufacturing operations in the Americas. The program, which was completed during the first quarter of fiscal 2017, consisted of closing its Cleveland, Ohio charger manufacturing facility and the transfer of charger production to other Americas manufacturing facilities. The total charges for all actions associated with this program amounted to $2,379, primarily from cash charges for employee severance-related payments and other charges of $1,043, along with a pension curtailment charge of $313 and non-cash charges related to the accelerated depreciation of fixed assets of $1,023. The program resulted in the reduction of approximately 100 employees at its Cleveland facility. In fiscal 2016, the Company recorded restructuring charges of $1,488 including a pension curtailment charge of $313 and non-cash charges of $305 and recorded an additional $174 in cash charges and $718 in non-cash charges during the first quarter of fiscal 2017. The Company incurred $119 in costs against the accrual in fiscal 2016 and incurred an additional $924 against the accrual during the first quarter of fiscal 2017.

During the first and second quarters of fiscal 2017, the Company announced restructuring programs to improve efficiencies primarily related to its motive power production in EMEA. The Company estimates that the total charges for these actions will amount to approximately $4,500, primarily from cash charges for employee severance-related payments and other charges. The Company estimates that these actions will result in the reduction of approximately 45 employees upon completion. During the nine months of fiscal 2017, the Company recorded restructuring charges of $1,586 and incurred $217 in costs against the accrual. As of January 1, 2017, the reserve balance associated with these actions is $1,298. The Company expects to be committed to an additional $2,900 in restructuring charges related to this action through fiscal 2018, when it expects to complete this program.

During the first quarter of fiscal 2017, the Company announced a restructuring primarily to complete the transfer of equipment and clean-up of its manufacturing facility located in Jiangdu, the People's Republic of China, which stopped production during the first quarter offiscal 2016. The Company estimates that the total cash charges for these actions will amount to approximately $600. During the nine months of fiscal 2017, the Company recorded charges of $483 and incurred $483 in costs against the accrual. As of January 1, 2017, the reserve balance associated with these actions is $0. The Company expects to be committed to an additional $100 in charges related to this action through fiscal 2017, when it expects to complete this program.

A roll-forward of the restructuring reserve is as follows:

	Employee Severance	Other	Total
Balance as of March 31, 2016	$ 2,964	$ 25	$ 2,989
Accrued	2,417	768	3,185
Costs incurred	(3,749)	(546)	(4,295)
Foreign currency impact and other	(133)	(13)	(146)
Balance as of January 1, 2017	$ 1,499	$ 234	$ 1,733

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Other Exit Charges

During the nine months of fiscal 2017, the Company recorded exit charges of $3,303 related to the South Africa joint venture, consisting of cash charges of $2,586 primarily relating to severance and non-cash charges of $717. Included in the non-cash charges are $2,157 relating to the inventory adjustment which is reported in cost of goods sold, partially offset by a credit of $1,099 relating to a change in estimate of contract losses and a $341 gain on deconsolidation of the joint venture. Weakening of the general economic environment in South Africa, exacerbated by limited growth in the mining industry and competitive products flooding the market, affected the joint venture's ability to compete effectively in the marketplace and consequently, the Company initiated an exit plan in consultation with its joint venture partner in the second quarter of fiscal 2017. The joint venture is currently under liquidation resulting in a loss of control and deconsolidation of the joint venture. The impact of the deconsolidation has been reflected in the Consolidated Condensed Statements of Income.

9. Debt

The following summarizes the Company's long-term debt as ofJanuary 1, 2017 and March 31, 2016:

	January 1, 2017		March 31, 2016	
	Principal	Unamortized Issuance Costs	Principal	Unamortized Issuance Costs
5.00% Senior Notes due 2023	$300,000	$ 3,902	$300,000	$ 4,370
2011 Credit Facility, due 2018	305,800	1,336	312,500	1,909
	$605,800	$ 5,238	$612,500	$ 6,279
Less: Unamortized issuance costs	5,238		6,279	
Long-term debt, net of unamortized issuance costs	$600,562		$606,221	

5.00% Senior Notes

The Company's $300,000 5.00% Senior Notes due 2023 bear interest at a rate of 5.00% per annum. Interest is payable semiannually in arrears on April 30 and October 30 of each year, commencing on October 30, 2015. The Notes will mature on April 30, 2023, unless earlier redeemed or repurchased in full. The Notes are unsecured and unsubordinated obligations of the Company. The Notes are fully and unconditionally guaranteed (the "Guarantees"), jointly and severally, by each of its subsidiaries that are guarantors under the 2011 Credit Facility (the "Guarantors"). The Guarantees are unsecured and unsubordinated obligations of the Guarantors.

2011 Credit Facility

The Company is party to a $500,000 senior secured revolving credit facility and a $150,000 senior secured incremental term loan (the "Term Loan") that matures on September 30, 2018, comprising the "2011 Credit Facility". The quarterly installments payable on the Term Loan were $1,875 beginning June 30, 2015 and $3,750 beginning June 30, 2016 with a final payment of $108,750 on September 30, 2018. The 2011 Credit Facility may be increased by an aggregate amount of $300,000 in revolving commitments and/or one or more new tranches of term loans, under certain conditions. Both revolving loans and the Term Loan under the 2011 Credit Facility bear interest, at the Company's option, at a rate per annum equal to either (i) the London Interbank Offered Rate ("LIBOR") plus between1.25% and 1.75% (currently 1.25% and based on the Company's consolidated net leverage ratio) or (ii) the Base Rate (which is the highest of (a) the Bank of America prime rate, and (b) the Federal Funds Effective Rate) plus between 0.25% and 0.75% (based on the Company's consolidated net leverage ratio). Obligations under the 2011 Credit Facility are secured by substantially all of the Company's existing and future acquired assets, including substantially all of the capital stock of the Company's United States subsidiaries that are guarantors under the credit facility and65% of the capital stock of certain of the Company's foreign subsidiaries that are owned by the Company's United States subsidiaries.

The current portion of the Term Loan of $15,000 is classified as long-term debt as the Company expects to refinance the future quarterly payments with revolver borrowings under its 2011 Credit Facility.

As of January 1, 2017, the Company had $174,550 outstanding in revolver borrowings and $131,250 under its Term Loan borrowings.

Short-Term Debt

As of January 1, 2017 and March 31, 2016, the Company had $35,879 and $22,144, respectively, of short-term borrowings. The weighted-average interest rate on these borrowings was approximately 7% and 8% at January 1, 2017 and March 31, 2016, respectively.

Letters of Credit

As of January 1, 2017 and March 31, 2016, the Company had $4,001 and $2,693, respectively, of standby letters of credit.

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Debt Issuance Costs

Amortization expense, relating to debt issuance costs, included in interest expense was $347 and $343, respectively, during the quarters ended January 1, 2017 and December 27, 2015 and $1,041 and $1,117 for the nine months ended January 1, 2017 and December 27, 2015, respectively. Debt issuance costs, net of accumulated amortization, totaled $5,238 and $6,279, respectively, at January 1, 2017 and March 31, 2016.

Available Lines of Credit

As of January 1, 2017 and March 31, 2016, the Company had available and undrawn, under all its lines of credit, $451,267 and $472,187, respectively, including $127,742 and $144,112, respectively, of uncommitted lines of credit as of January 1, 2017 and March 31, 2016.

10. Retirement Plans

The following tables present the components of the Company’s net periodic benefit cost related to its defined benefit pension plans:

	United States Plans		International Plans	
	Quarter ended		Quarter ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Service cost	$ 96	$ 118	$ 212	$ 201
Interest cost	158	172	441	476
Expected return on plan assets	(204)	(213)	(442)	(563)
Amortization and deferral	76	111	238	310
Curtailment loss	—	313	—	—
Net periodic benefit cost	$ 126	$ 501	$ 449	$ 424

	United States Plans		International Plans	
	Nine months ended		Nine months ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Service cost	$ 278	$ 364	$ 658	$ 617
Interest cost	498	510	1,402	1,447
Expected return on plan assets	(612)	(643)	(1,424)	(1,715)
Amortization and deferral	340	370	756	946
Curtailment loss	—	313	—	—
Net periodic benefit cost	$ 504	$ 914	$ 1,392	$ 1,295

11. Stock-Based Compensation

As of January 1, 2017, the Company maintains the Second Amended and Restated EnerSys 2010 Equity Incentive Plan, (“2010 EIP”). The 2010 EIP reserved 3,177,477 shares of common stock for the grant of various classes of nonqualified stock options, restricted stock units, market condition-based share units and other forms of equity-based compensation.

The Company recognized stock-based compensation expense associated with its equity incentive plans of $4,699 for the third quarter of fiscal 2017 and $4,545 for the third quarter of fiscal 2016. Stock-based compensation expense was $14,556 for the nine months of fiscal 2017 and $14,883 for the nine months of fiscal 2016. The Company recognizes compensation expense using the straight-line method over the vesting period of the awards, except for awards issued to certain retirement-eligible participants, which are expensed on an accelerated basis.

During the nine months ended January 1, 2017, the Company granted to non-employee directors 25,230 restricted stock units, pursuant to the 2010 EIP.

During the nine months ended January 1, 2017, the Company granted to management and other key employees 242,068 non-qualified stock options and 83,720 market condition-based share units that vest three years from the date of grant, and 235,358 restricted stock units that vest 25% each year over four years from the date of grant.

Common stock activity during the nine months ended January 1, 2017 included the vesting of 143,043 restricted stock units and 232,817 market condition-based share units and the exercise of 263 stock options.

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As of January 1, 2017, there were 451,668 non-qualified stock options, 612,626 restricted stock units and 448,567 market condition-based share units outstanding.

12. Stockholders' Equity and Noncontrolling Interests

Common Stock

The following demonstrates the change in the number of shares of common stock outstanding during the nine months ended January 1, 2017:

Shares outstanding as of March 31, 2016	43,189,502
Shares issued towards equity-based compensation plans, net of equity awards surrendered for option price and taxes	240,627
Shares outstanding as of January 1, 2017	43,430,129

Treasury Stock

There were no repurchases of treasury stock during the nine months ended January 1, 2017, and the Company held 10,923,274 shares as treasury stock at January 1, 2017 and March 31, 2016.

Accumulated Other Comprehensive Income ("AOCI")

The components of AOCI, net of tax, as of January 1, 2017 and March 31, 2016, are as follows:

	March 31, 2016	**Before Reclassifications**	**Amounts Reclassified from AOCI**	**January 1, 2017**
Pension funded status adjustment	$(21,861)	$ —	$ 747	$(21,114)
Net unrealized gain (loss) on derivative instruments	388	1,977	(1,566)	799
Foreign currency translation adjustment	(75,876)	(74,516)	—	(150,392)
Accumulated other comprehensive income (loss)	$(97,349)	$ (72,539)	$ (819)	$(170,707)

The following table presents reclassifications from AOCI during the third quarter ended January 1, 2017:

Components of AOCI	**Amounts Reclassified from AOCI**	**Location of (Gain) Loss Recognized on Income Statement**
Derivatives in Cash Flow Hedging Relationships:		
Net unrealized gain on derivative instruments	$ (1,431)	Cost of goods sold
Tax expense	528	
Net unrealized gain on derivative instruments, net of tax	$ (903)	
Defined benefit pension costs:		
Prior service costs and deferrals	$ 314	Net periodic benefit cost, included in cost of goods sold and operating expenses - See Note 10
Tax benefit	(116)	
Net periodic benefit cost, net of tax	$ 198	

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The following table presents reclassifications from AOCI during the third quarter ended December 27, 2015:

Components of AOCI	Amounts Reclassified from AOCI	Location of (Gain) Loss Recognized on Income Statement
Derivatives in Cash Flow Hedging Relationships:		
Net unrealized loss on derivative instruments	$ 4,744	Cost of goods sold
Tax benefit	(1,753)	
Net unrealized loss on derivative instruments, net of tax	$ 2,991	
Defined benefit pension costs:		
Prior service costs and deferrals	$ 421	Net periodic benefit cost, included in cost of goods sold and operating expenses - See Note 10
Tax benefit	(129)	
Net periodic benefit cost, net of tax	$ 292	

The following table presents reclassifications from AOCI during the nine months ended January 1, 2017:

Components of AOCI	Amounts Reclassified from AOCI	Location of (Gain) Loss Recognized on Income Statement
Derivatives in Cash Flow Hedging Relationships:		
Net unrealized gain on derivative instruments	$ (2,481)	Cost of goods sold
Tax expense	915	
Net unrealized gain on derivative instruments, net of tax	$ (1,566)	
Defined benefit pension costs:		
Prior service costs and deferrals	$ 1,096	Net periodic benefit cost, included in cost of goods sold and operating expenses - See Note 10
Tax benefit	(349)	
Net periodic benefit cost, net of tax	$ 747	

The following table presents reclassifications from AOCI during the nine months ended December 27, 2015:

Components of AOCI	Amounts Reclassified from AOCI	Location of (Gain) Loss Recognized on Income Statement
Derivatives in Cash Flow Hedging Relationships:		
Net unrealized loss on derivative instruments	$ 3,806	Cost of goods sold
Tax benefit	(1,404)	
Net unrealized loss on derivative instruments, net of tax	$ 2,402	
Defined benefit pension costs:		
Prior service costs and deferrals	$ 1,316	Net periodic benefit cost, included in cost of goods sold and operating expenses - See Note 10
Tax benefit	(386)	
Net periodic benefit cost, net of tax	$ 930	

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The following demonstrates the change in equity attributable to EnerSys stockholders and nonredeemable noncontrolling interests during the nine months ended January 1, 2017:

	Equity Attributable to EnerSys Stockholders	Nonredeemable Noncontrolling Interests	Total Equity
Balance as of March 31, 2016	$ 1,013,131	$ 5,304	$ 1,018,435
Total comprehensive income (loss):			
Net earnings	126,444	84	126,528
Net unrealized gain on derivative instruments, net of tax	411	—	411
Pension funded status adjustment, net of tax	747	—	747
Foreign currency translation adjustment	(74,516)	(465)	(74,981)
Total other comprehensive loss, net of tax	(73,358)	(465)	(73,823)
Total comprehensive income (loss)	53,086	(381)	52,705
Other changes in equity:			
Cash dividends - common stock ($0.525 per share)	(22,800)	—	(22,800)
Other, including activity related to equity awards	11,143	—	11,143
Balance as of January 1, 2017	$ 1,054,560	$ 4,923	$ 1,059,483

The following demonstrates the change in redeemable noncontrolling interests during the nine months ended January 1, 2017:

	Redeemable Noncontrolling Interests
Balance as of March 31, 2016	$ 5,997
Net loss	(2,021)
Deconsolidation of joint venture	(4,035)
Foreign currency translation adjustment	59
Balance as of January 1, 2017	$ —

13. Earnings Per Share

The following table sets forth the reconciliation from basic to diluted weighted-average number of common shares outstanding and the calculations of net earnings per common share attributable to EnerSys stockholders.

	Quarter ended		Nine months ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Net earnings attributable to EnerSys stockholders	$ 36,235	$ 38,478	$ 126,444	$ 126,890
Weighted-average number of common shares outstanding:				
Basic	43,429,525	44,394,925	43,375,474	44,524,289
Dilutive effect of:				
Common shares from exercise and lapse of equity awards, net of shares assumed reacquired	620,149	581,279	567,536	650,529
3.375% Convertible Notes due 2038 (1)	—	—	—	737,841
Diluted weighted-average number of common shares outstanding	44,049,674	44,976,204	43,943,010	45,912,659
Basic earnings per common share attributable to EnerSys stockholders	$ 0.83	$ 0.87	$ 2.92	$ 2.85
Diluted earnings per common share attributable to EnerSys stockholders	$ 0.82	$ 0.86	$ 2.88	$ 2.76
Anti-dilutive equity awards not included in diluted weighted-average common shares	62,470	—	232,542	—

(1) On July 17, 2015, the Company paid $172,388, in aggregate, towards the principal balance of the 3.375% Convertible Notes due 2038, including accreted interest, cash equivalent of fractional shares issued towards conversion premium and settled the conversion premium by

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issuing, in the aggregate, 1,889,431 shares of its common stock, which were included in the diluted weighted average shares outstanding for the period prior to the extinguishment.

14. Business Segments

The Company has three reportable business segments based on geographic regions, defined as follows:

- **Americas**, which includes North and South America, with segment headquarters in Reading, Pennsylvania, USA;
- **EMEA**, which includes Europe, the Middle East and Africa, with segment headquarters in Zug, Switzerland; and
- **Asia**, which includes Asia, Australia and Oceania, with segment headquarters in Singapore.

Summarized financial information related to the Company's reportable segments for the third quarter and nine months ended January 1, 2017 and December 27, 2015 is shown below:

	Quarter ended		Nine months ended	
	January 1, 2017	December 27, 2015	January 1, 2017	December 27, 2015
Net sales by segment to unaffiliated customers				
Americas	$313,972	$306,331	$968,516	$945,839
EMEA	186,069	196,829	563,765	582,896
Asia	63,656	70,413	208,067	176,040
Total net sales	$563,697	$573,573	$1,740,348	$1,704,775
Net sales by product line				
Reserve power	$271,291	$271,948	$844,781	$810,448
Motive power	292,406	301,625	895,567	894,327
Total net sales	$563,697	$573,573	$1,740,348	$1,704,775
Intersegment sales				
Americas	$6,319	$6,334	$19,304	$23,041
EMEA	22,086	17,537	66,186	59,999
Asia	6,285	8,205	18,070	20,937
Total intersegment sales (1)	$34,690	$32,076	$103,560	$103,977
Operating earnings by segment				
Americas	$45,949	$40,572	$139,149	$134,344
EMEA	20,435	16,525	57,268	54,218
Asia	3,984	1,568	11,741	1,388
Restructuring charges - Americas	—	(865)	(892)	(1,435)
Inventory adjustment relating to exit activities - EMEA	502	—	(2,157)	—
Restructuring and other exit credits (charges) - EMEA	1,153	(2,153)	(3,663)	(4,706)
Restructuring charges - Asia	—	(186)	(482)	(910)
Reversal of legal accrual, net of fees - Americas	—	—	—	799
Legal proceedings charge - EMEA	(17,000)	—	(17,000)	(4,000)
Gain on sale of facility - Asia	—	—	—	4,348
Total operating earnings (2)	$55,023	$55,461	$183,964	$184,046

(1) Intersegment sales are presented on a cost-plus basis, which takes into consideration the effect of transfer prices between legal entities.

(2) The Company does not allocate interest expense or other (income) expense to the reportable segments.

15. Subsequent Events

On February 8, 2017, the Board of Directors approved a quarterly cash dividend of $0.175 per share of common stock to be paid on March 31, 2017, to stockholders of record as of March 17, 2017.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Private Securities Litigation Reform Act of 1995 (the "Reform Act") provides a safe harbor for forward-looking statements made by or on behalf of EnerSys. EnerSys and its representatives may, from time to time, make written or verbal forward-looking statements, including statements contained in EnerSys' filings with the Securities and Exchange Commission and its reports to stockholders. Generally, the inclusion of the words "anticipate," "believe," "expect," "future," "intend," "estimate," "will," "plans," or the negative of such terms and similar expressions identify statements that constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and that are intended to come within the safe harbor protection provided by those sections. 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, and market share, as well as statements expressing optimism or pessimism about future operating results, are forward-looking statements within the meaning of the Reform Act. The forward-looking statements are and will be based on management's then-current beliefs and assumptions regarding future events and operating performance and on information currently available to management, and are applicable only as of the dates of such statements.

Forward-looking statements involve risks, uncertainties and assumptions. Although we do not make forward-looking statements unless we believe we have a reasonable basis for doing so, we cannot guarantee their accuracy. Actual results may differ materially from those expressed in these forward-looking statements due to a number of uncertainties and risks, including the risks described in the Company's2016 Annual Report on Form 10-K (the "2016 Annual Report") and other unforeseen risks. You should not put undue reliance on any forward-looking statements. These statements speak only as of the date of this Quarterly Report on Form 10-Q, even if subsequently made available by us on our website or otherwise, and we undertake no obligation to update or revise these statements to reflect events or circumstances occurring after the date of this Quarterly Report on Form 10-Q.

Our actual results may differ materially from those contemplated by the forward-looking statements for a number of reasons, including the following factors:

- general cyclical patterns of the industries in which our customers operate;
- the extent to which we cannot control our fixed and variable costs;
- the raw materials in our products may experience significant fluctuations in market price and availability;
- certain raw materials constitute hazardous materials that may give rise to costly environmental and safety claims;
- legislation regarding the restriction of the use of certain hazardous substances in our products;
- risks involved in our operations such as disruption of markets, changes in import and export laws, environmental regulations, currency restrictions and local currency exchange rate fluctuations;
- our ability to raise our selling prices to our customers when our product costs increase;
- the extent to which we are able to efficiently utilize our global manufacturing facilities and optimize our capacity;
- general economic conditions in the markets in which we operate;
- competitiveness of the battery markets and other energy solutions for industrial applications throughout the world;
- our timely development of competitive new products and product enhancements in a changing environment and the acceptance of such products and product enhancements by customers;
- our ability to adequately protect our proprietary intellectual property, technology and brand names;
- litigation and regulatory proceedings to which we might be subject;
- our expectations concerning indemnification obligations;
- changes in our market share in the geographic business segments where we operate;
- our ability to implement our cost reduction initiatives successfully and improve our profitability;
- quality problems associated with our products;
- our ability to implement business strategies, including our acquisition strategy, manufacturing expansion and restructuring plans;
- our acquisition strategy may not be successful in locating advantageous targets;
- our ability to successfully integrate any assets, liabilities, customers, systems and management personnel we acquire into our operations and our ability to realize related revenue synergies and cost savings within expected time frames;
- potential goodwill impairment charges, future impairment charges and fluctuations in the fair values of reporting units or of assets in the event projected financial results are not achieved within expected time frames;
- our debt and debt service requirements which may restrict our operational and financial flexibility, as well as imposing unfavorable interest and financing costs;
- our ability to maintain our existing credit facilities or obtain satisfactory new credit facilities;
- adverse changes in our short and long-term debt levels under our credit facilities;
- our exposure to fluctuations in interest rates on our variable-rate debt;
- our ability to attract and retain qualified management and personnel;

- our ability to maintain good relations with labor unions;
- credit risk associated with our customers, including risk of insolvency and bankruptcy;
- our ability to successfully recover in the event of a disaster affecting our infrastructure;
- terrorist acts or acts of war, could cause damage or disruption to our operations, our suppliers, channels to market or customers, or could cause costs to increase, or create political or economic instability; and
- the operation, capacity and security of our information systems and infrastructure.

This list of factors that may affect future performance is illustrative, but by no means exhaustive. Accordingly, all forward-looking statements should be evaluated with the understanding of their inherent uncertainty.

In the following discussion and analysis of results of operations and financial condition, certain financial measures may be considered "non-GAAP financial measures" under Securities and Exchange Commission rules. These rules require supplemental explanation and reconciliation, which is provided in this Quarterly Report on Form 10-Q. EnerSys' management uses the non-GAAP measures "primary working capital", "primary working capital percentage" and capital expenditures in its evaluation of business segment cash flow and financial position performance. These disclosures have limitations as an analytical tool, should not be viewed as a substitute for cash flow 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 are they necessarily comparable to non-GAAP performance measures that may be presented by other companies. Management believes that this non-GAAP supplemental information is helpful in understanding the Company's ongoing operating results.

Overview

EnerSys (the "Company," "we," or "us") is the world's largest manufacturer, marketer and distributor of industrial batteries. We also manufacture, market and distribute products such as battery chargers, power equipment, battery accessories, and outdoor cabinet enclosures. Additionally, we provide related aftermarket and customer-support services for our products. We market our products globally to over 10,000 customers in more than 100 countries through a network of distributors, independent representatives and our internal sales force.

We operate and manage our business in three geographic regions of the world—Americas, EMEA and Asia, as described below. Our business is highly decentralized with manufacturing locations throughout the world. More than half of our manufacturing capacity is located outside the United States, and approximately 50% of our net sales were generated outside the United States. The Company has three reportable business segments based on geographic regions, defined as follows:

- **Americas**, which includes North and South America, with our segment headquarters in Reading, Pennsylvania, USA;
- **EMEA**, which includes Europe, the Middle East and Africa, with our segment headquarters in Zug, Switzerland; and
- **Asia,** which includes Asia, Australia and Oceania, with our segment headquarters in Singapore.

We have two primary product lines: reserve power and motive power products. Net sales classifications by product line are as follows:

- **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 medical and security systems, premium starting, lighting and ignition applications, in switchgear, electrical control systems used in electric utilities, large-scale energy storage, energy pipelines, in commercial aircraft, satellites, military aircraft, submarines, ships and tactical vehicles. Reserve power products also include thermally managed cabinets and enclosures for electronic equipment and batteries.

- **Motive power products** are used to provide power for electric industrial forklifts used in manufacturing, warehousing and other material handling applications as well as mining equipment, diesel locomotive starting and other rail equipment.

Economic Climate

Recent indicators continue to suggest a mixed trend in economic activity among the different geographical regions. North America and EMEA are experiencing limited economic growth. Our Asia region continues to grow faster than any other region in which we do business, but at a slower pace than a few years ago.

Volatility of Commodities and Foreign Currencies

Our most significant commodity and foreign currency exposures are related to lead and the euro, respectively. Historically, volatility of commodity costs and foreign currency exchange rates have caused large swings in our production costs. As the global economic climate changes, we anticipate that our commodity costs and foreign currency exposures may continue to fluctuate as they have in the past several years. Overall, on a consolidated basis, we have experienced stable trends more recently in our revenue and order rates, and commodity cost changes have not been substantial. However, we have experienced lower revenues due to movements in foreign currency exchange rates.

Customer Pricing

Our selling prices fluctuated during the last several years to offset the volatile cost of commodities. Approximately 30% of our revenue is currently subject to agreements that adjust pricing to a market-based index for lead. During the third quarter of fiscal 2017, our selling prices remained relatively flat, compared to the comparable prior year period.

Liquidity and Capital Resources

We believe that our financial position is strong, and we have substantial liquidity with $467 million of available cash and cash equivalents and available and undrawn credit lines of approximately $451 million at January 1, 2017 to cover short-term liquidity requirements and anticipated growth in the foreseeable future.

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A substantial majority of the Company’s cash and investments are held by foreign subsidiaries and are considered to be indefinitely reinvested and expected to be utilized to fund local operating activities, capital expenditure requirements and acquisitions. The Company believes that it has sufficient sources of domestic and foreign liquidity.

We believe that our strong capital structure and liquidity affords us access to capital for future acquisition and stock repurchase opportunities and continued dividend payments.

Results of Operations

Net Sales

Segment sales

	Quarter ended January 1, 2017			Quarter ended December 27, 2015			Increase (Decrease)		
	In Millions	Percentage of Total Net Sales		In Millions	Percentage of Total Net Sales		In Millions	%	
Americas	$314.0	55.7	%	$306.3	53.4	%	$ 7.7	2.5	%
EMEA	186.1	33.0		196.8	34.3		(10.7)	(5.5)	
Asia	63.6	11.3		70.5	12.3		(6.9)	(9.6)	
Total net sales	$563.7	100.0	%	$573.6					