

SEESER JENNIFER
Form 3
February 07, 2019

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â SEESER JENNIFER</p> <p>(Last) (First) (Middle)</p> <p>C/O EDGEWELL PERSONAL CARE COMPANY, Â 1350 TIMBERLAKE MANOR PARKWAY</p> <p>(Street)</p> <p>CHESTERFIELD, Â MO Â 63017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/01/2019</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>EDGEWELL PERSONAL CARE Co [EPC]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Accounting Officer</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 1,134 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| | Date Exercisable | Expiration Date | (Instr. 4) Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) |
|---|------------------|-----------------|---------------------|----------------------------|------------------------------|--|
| Restricted Stock Equivalent 7-8-2015 | Â (1) | Â (1) | Common Stock | 250 | \$ 0 | D Â |
| Restricted Stock Equivalent 1-4-2016 | Â (2) | Â (2) | Common Stock | 158 | \$ 0 | D Â |
| Restricted Stock Equivalent 11-3-2016 | Â (3) | Â (3) | Common Stock | 334 | \$ 0 | D Â |
| Restricted Stock Equivalent 11-13-2017 | Â (4) | Â (4) | Common Stock | 636 | \$ 0 | D Â |
| Restricted Stock Equivalent 4/2/2018 | Â (5) | Â (5) | Common Stock | 1,025 | \$ 0 | D Â |
| Restricted Stock Equivalent 11/15/2018 | Â (6) | Â (6) | Common Stock | 1,639 | \$ 0 | D Â |
| Performance Stock Equivalent 11-15-2018 | Â (7) | Â (7) | Common Stock | 1,405 | \$ 0 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SEESER JENNIFER C/O EDGEWELL PERSONAL CARE COMPANY 1350 TIMBERLAKE MANOR PARKWAY CHESTERFIELD, MO 63017 | Â | Â | Â Chief Accounting Officer | Â |

Signatures

s/ Jennifer Seeser 02/05/2019

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The RSEs will become vested and convert into shares of Edgewell common stock on 7/8/2019 as long as the Reporting Person is employed on said date, or all or a portion may vest upon death, disability, change in control or certain termination events.
 - (2) The RSEs will become vested and convert into shares of Edgewell common stock on 1/4/2020 as long as the Reporting Person is employed on said date, or all or a portion may vest upon death, disability, change in control or certain termination events.
 - (3) One-half of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/3/2019 and 11/3/2020 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.

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- (4) One-third of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/13/2019, 11/13/2020 and 11/13/2021 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (5) One-half of the RSEs will become vested and convert into shares of Edgewell common stock on each of 4/2/2019 and 4/2/2020 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (6) One-third of the RSEs will become vested on each of 11/15/2019, 11/15/2020 and 11/15/2021 as long as the Reporting Person is employed on said dates, or all or a portion may vest upon death, disability, change in control or certain termination events.
- (7) The PSE will vest and convert into shares of Edgewell common stock on the date that Edgewell releases its earnings for the fiscal year ending September 30, 2021 if specified performance criteria are met, subject to the exercise of negative discretion by the Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs are the adjusted earnings per share of the Company for its 2021 fiscal year, and the adjusted cumulative free cash flow of the Company for its 2021 fiscal year as a percentage of adjusted net sales of the Company for fiscal year 2019 through fiscal year 2021. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

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Remarks:

I, Â Jennifer Â Seeser, Â Chief Â Accounting Â Officer Â of Â Edgewell Â Personal Â Care Â Company, Â hereby Â authorize Â an

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

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