

HILL JOHN N
Form 3
August 10, 2017

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

OMB APPROVAL

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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 HILL JOHN N</p> <p>(Last) (First) (Middle)</p> <p>C/O EDGEWELL PERSONAL CARE COMPANY, Â 6 RESEARCH DRIVE</p> <p>(Street)</p> <p>SHELTON, Â CT Â 06484</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>08/04/2017</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</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>VP, Global Human Resources</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</p> <p><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 | 19,455 | 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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|--|--|
|---|---|--|---|--|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|-----------|---------------------------------------|---|
| Non-Qualified Stock Option 7-6-2015 | Â (1) | Â (1) | Common Stock | 17,379 | \$ 100.68 | D | Â |
| Restricted Stock Equivalent 7-8-2015 | Â (2) | Â (2) | Common Stock | 1,668 | \$ 0 | D | Â |
| Non-Qualified Stock Option 11-3-2016 | Â (3) | Â (3) | Common Stock | 14,695 | \$ 74.7 | D | Â |
| Restricted Stock Equivalent 11-3-2016 | Â (4) | Â (4) | Common Stock | 3,927 | \$ 0 | D | Â |
| Performance Stock Equivalent 11-3-2016 | Â (5) | Â (5) | Common Stock | 5,892 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HILL JOHN N C/O EDGEWELL PERSONAL CARE COMPANY 6 RESEARCH DRIVE SHELTON, CT 06484 | Â | Â | Â VP, Global Human Resources | Â |

Signatures

s/ John N. Hill 08/10/2017

**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) One-third of the Options became exercisable on each of 7/6/2016 and 7/6/2017 and remain unexercised. The remaining one-third of the options will become exercisable on 7/6/2018 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 7/8/2018 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-third of the Options will become exercisable on each of 11/3/2017, 11/3/2018 and 11/3/2019 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.
 - (4) One-third of the RSEs will become vested and convert into shares of Edgewell common stock on each of 11/3/2017, 11/3/2018 and 11/3/2019 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) 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, 2019 if specified performance criteria are met, subject to the exercise of negative discretion by the Nominating and Executive Compensation Committee of Edgewell's Board of Directors. The performance goal for the PSEs is the adjusted earnings per share of the Company for its 2019 fiscal year. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

^

Remarks:

I, John N. Hill, Vice President, Global Human Resources of Edgewell Personal Care Company, hereby

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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