

ENERGIZER HOLDINGS INC  
Form 8-K  
August 28, 2014

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): August 28, 2014

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Energizer Holdings, Inc.  
(Exact Name of Registrant as Specified in its Charter)

|                                                                                                         |                                     |                                                       |
|---------------------------------------------------------------------------------------------------------|-------------------------------------|-------------------------------------------------------|
| Missouri<br>(State or other jurisdiction of<br>incorporation)                                           | 1-15401<br>(Commission File Number) | 43-1863181<br>(IRS Employer<br>Identification Number) |
| 533 Maryville University Drive<br>St. Louis, Missouri 63141<br>(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 7.01 Regulation FD Disclosure.

On August 28, 2014, Energizer Holdings, Inc. (the “Company”) issued a press release announcing additional details regarding the expected management teams of the standalone personal care products company and the standalone household products company upon the completion of the previously announced separation of the household products and personal care products divisions of the Company into two independent, publicly traded companies. This press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The information furnished pursuant to this Item 7.01, including the attached exhibits, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information or exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

See Exhibit Index.

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: August 28, 2014

EXHIBIT INDEX

| Exhibit<br>Number | Description of Exhibit              |
|-------------------|-------------------------------------|
| 99.1              | Press Release dated August 28, 2014 |