

EDGEWELL PERSONAL CARE Co  
 Form 3  
 April 06, 2017

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Hutchison Colin A		(Month/Day/Year)	EDGEWELL PERSONAL CARE Co [EPC]	
(Last)	(First)	(Middle)	04/04/2017	
C/O EDGEWELL PERSONAL CARE, 6 RESEARCH DRIVE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
SHELTON, CT 06484			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Chief Operating Officer	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

**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	19,187	D	

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		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	3,336	\$ 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
Hutchison Colin A C/O EDGEWELL PERSONAL CARE 6 RESEARCH DRIVE SHELTON, CT 06484	Â	Â	Â Chief Operating Officer	Â

## Signatures

s/ Colin A. Hutchison 04/05/2017

\*\*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 7/6/2016 and remain unexercised. One-half of the remaining options will become exercisable on each of 7/6/2017 and 7/6/2018, 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.
- (2) One-half of the RSEs will become vested and convert into shares of Edgewell common stock on each of 7/8/2017 and 7/8/2018, 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.
- (3) One-third of the RSEs 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.

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**Remarks:**

I,Â ColinÂ Hutchison,Â ChiefÂ OperatingÂ OfficerÂ ofÂ EdgewellÂ PersonalÂ CareÂ Company,Â herebyÂ authorizeÂ and

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.