

LITTLE ROD R  
Form 4  
November 19, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
LITTLE ROD R

2. Issuer Name and Ticker or Trading Symbol  
EDGEWELL PERSONAL CARE Co [EPC]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Financial Officer

(Last) (First) (Middle)

C/O EDGEWELL PERSONAL CARE COMPANY, 6 RESEARCH DRIVE

3. Date of Earliest Transaction (Month/Day/Year)  
11/15/2018

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

SHELTON, CT 06484

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	

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

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

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**



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- (3) The PSEs 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 goals for the PSEs are the adjusted earnings per share of the Company for its 2021 fiscal year, 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, and the achievement of targeted Project Fuel savings for the period ended September 30, 2021. The percentage of the PSEs vesting will range from 0% to 100% based on performance.

### Remarks:

This POA supersedes and replaces all prior POAs. I, Rod R. Little, Chief Financial Officer of Edgewell Personal Care Company

Dated: November 15, 2018

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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