

Hutchison Colin A
 Form 4/A
 November 14, 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 *
 Hutchison Colin A

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 Operating Officer

(Last) (First) (Middle)
 C/O EDGEWELL PERSONAL CARE, 6 RESEARCH DRIVE
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 11/05/2018

SHELTON, CT 06484

4. If Amendment, Date Original Filed(Month/Day/Year)
 11/06/2018

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		
Common Stock	11/05/2018		M	1,309	A \$ 0	23,623	D
Common Stock	11/05/2018		F	586 ⁽¹⁾	D \$ 47.94	23,037	D

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

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SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Equivalent 11/03/2016	\$ 0	11/05/2018		M	1,309	(2) (2)	Common Stock	1,309

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			Chief Operating Officer	

Signatures

Colin A. Hutchison
11/14/2018
**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(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) Shares withheld as payment of a tax liability on vesting of restricted stock equivalents.
- (2) Restricted stock equivalents vested and converted into shares of EPC common stock on 11/5/2018.

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.

CAMDEN PARTNERS STRATEGIC FUND III-A LP
C/O CAMDEN PARTNERS STRATEGIC MGR LLC
500 E. PRATT STREET, SUITE 1200
BALTIMORE, MD 21202 See Remarks Camden Partners Strategic III, LLC
C/O CAMDEN PARTNERS STRATEGIC MGR LLC

500 E. PRATT STREET, SUITE 1200
 BALTIMORE, MD 21202 See RemarksCamden Partners Strategic Manager, LLC
 C/O CAMDEN PARTNERS STRATEGIC MGR LLC
 500 E. PRATT STREET, SUITE 1200
 BALTIMORE, MD 21202 See RemarksHUGHES DONALD W
 C/O CAMDEN PARTNERS STRATEGIC MGR LLC
 500 E. PRATT STREET, SUITE 1200
 BALTIIMORE, MD 21202 See RemarksSHERMAN JOSEPH T
 C/O CAMDEN PARTNERS STRATEGIC MGR LLC
 500 E. PRATT STREET, SUITE 1200
 BALTIMORE, MD 21202 See RemarksTAGLER JASON
 C/O CAMDEN PARTNERS STRATEGIC MGR LLC
 500 E. PRATT STREET, SUITE 1200
 BALTIMORE, MD 21202 See Remarks

Signatures

/s/ J. Todd Sherman, Attorney-in-Fact for David L. Warnock	11/03/2016
__Signature of Reporting Person	Date
by Camden Partners Strategic III, LLC by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	11/03/2016
__Signature of Reporting Person	Date
by Camden Partners Strategic III, LLC by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	11/03/2016
__Signature of Reporting Person	Date
by Camden Partners Strategic Manager, LLC, by J. Todd Sherman, Managing Member	11/03/2016
__Signature of Reporting Person	Date
by J. Todd Sherman, Managing Member	11/03/2016
__Signature of Reporting Person	Date
J. Todd Sherman, Attorney-in-Fact for Donald W. Hughes	11/03/2016
__Signature of Reporting Person	Date
J. Todd Sherman	11/03/2016
__Signature of Reporting Person	Date
J. Todd Sherman, Attorney-in-Fact for Jason Tagler	11/03/2016
__Signature of Reporting Person	Date

Explanation of Responses:

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 - ** 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 shares are directly owned by Fund III. CPSM, CPS III, Fund III-A and the Managing Members may be deemed indirect beneficial owners of the securities held by Fund III as a result of their relationships described in the Remarks. CPSM, CPS III, Fund III-A and each of the Managing Members disclaim beneficial ownership of the securities held directly by Fund III, except to the extent of its or his pecuniary interest therein.
- (2) The shares are directly owned by Fund III-A. CPSM, CPS III, Fund III and the Managing Members may be deemed indirect beneficial owners of the securities held by Fund III-A as a result of their relationships described in the Remarks. CPSM, CPS III, Fund III and each of the Managing Members disclaim beneficial ownership of the securities held directly by Fund III-A, except to the extent of its

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or his pecuniary interest therein.

- (3) Mr. Warnock is a director of the Issuer. Pursuant to an agreement with his employer, Camden Partner Holdings, LLC ("Holdings"), which provides management services to Fund III and Fund III-A, all securities and other benefits to which Mr. Warnock becomes entitled by virtue of his service as a director are received by Mr. Warnock for the benefit of Holdings.

Remarks:

This Form 4 is being filed jointly by Camden Partners Strategic Manager, LLC ("CPSM"), Camden Partners Strategic III, LLC

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