

ACUITY BRANDS INC  
Form 4  
October 28, 2015

**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 \*  
REECE RICHARD K

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170  
PEACHTREE STREET, NE SUITE  
2300

(Street)

ATLANTA, GA 30309

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
ACUITY BRANDS INC [AYI]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/26/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
EVP/Chief Financial Officer

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

**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)
				Code V Amount (A) or (D) Price			
Common Stock <sup>(1)</sup>	10/26/2015		A	4,813 A \$ 207.8	128,939 <sup>(2)</sup>	D	
Common Stock <sup>(3)</sup>	10/27/2015		F	826 D \$ 0	128,113 <sup>(4)</sup>	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)
Non-Qualified Stock Option <sup>(5)</sup>	\$ 207.8	10/26/2015		A	9,464	<u>(6)</u> 10/26/2025	Common Stock 9,464

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REECE RICHARD K C/O ACUITY BRANDS, INC. 1170 PEACHTREE STREET, NE SUITE 2300 ATLANTA, GA 30309			EVP/Chief Financial Officer	

## Signatures

/s/ Richard K. Reece 10/28/2015

                     \*\*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) The shares being reported result from the award of restricted stock pursuant to the 2012 Omnibus Stock Incentive Compensation Plan.
- (2) The total direct shares owned includes 37,307 time-vesting restricted shares.
- (3) The transaction(s) reported relate(s) to the vesting of restricted stock held by the reporting person. Disposition is caused by shares withheld for tax purposes.
- (4) The total direct shares owned includes 35,586 time-vesting restricted shares.
- (5) The shares being reported result from the award of nonqualified stock options pursuant to the 2012 Omnibus Stock Incentive Compensation Plan.
- (6) This option vests ratably over a three-year period and will become fully vested on October 26, 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

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a currently valid OMB number. R="0" STYLE="BORDER-COLLAPSE:COLLAPSE; font-family:Times New Roman; font-size:10pt"> 1.

Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Commonwealth Re Midco Limited

98-1090868

2.

Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3.

SEC use only

4.

Citizenship or place of organization

Bermuda

Number of  
shares  
beneficially  
owned by  
each  
reporting  
person  
with

5.

Sole voting power

0

6.

Shared voting power

6,084,060

7.

Sole dispositive power

0

8.

Shared dispositive power

6,084,060

9.

Aggregate amount beneficially owned by each reporting person

6,084,060

10.

Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

11.

Percent of class represented by amount in Row (9)

Explanation of Responses:

6.6%<sup>2</sup>

12.

Type of reporting person (see instructions)

CO

<sup>2</sup> Calculated based on 92,524,092 common shares outstanding immediately following the consummation of the issuer's public offering of 6,000,000 shares, according to the prospectus filed by the issuer with the U.S. Securities Exchange Commission on November 20, 2014 pursuant to Rule 424(b) of the Securities Act of 1933, as amended.

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CUSIP No. G3198U102

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1. Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Global Atlantic Financial Life Limited

80-0891249

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Bermuda

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 6,084,060

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

6,084,060

9. Aggregate amount beneficially owned by each reporting person

Explanation of Responses:

6,084,060

10. Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9)

6.6%<sup>3</sup>

12. Type of reporting person (see instructions)

CO

<sup>3</sup> Calculated based on 92,524,092 common shares outstanding immediately following the consummation of the issuer's public offering of 6,000,000 shares, according to the prospectus filed by the issuer with the U.S. Securities Exchange Commission on November 20, 2014 pursuant to Rule 424(b) of the Securities Act of 1933, as amended.

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1. Names of reporting persons

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Global Atlantic Financial Group Limited

98-1089764

2. Check the appropriate box if a member of a group (see instructions)

(a) " (b) "

3. SEC use only

4. Citizenship or place of organization

Bermuda

5. Sole voting power

Number of

shares 0

6. Shared voting power

beneficially

owned by 6,084,060

each 7. Sole dispositive power

reporting

person 0

8. Shared dispositive power

with

6,084,060

9. Aggregate amount beneficially owned by each reporting person

Explanation of Responses:



6,084,060

10. Check if the aggregate amount in Row (9) excludes certain shares (see instructions) ..

11. Percent of class represented by amount in Row (9)

6.6%<sup>4</sup>

12. Type of reporting person (see instructions)

CO

<sup>4</sup> Calculated based on 92,524,092 common shares outstanding immediately following the consummation of the issuer's public offering of 6,000,000 shares, according to the prospectus filed by the issuer with the U.S. Securities Exchange Commission on November 20, 2014 pursuant to Rule 424(b) of the Securities Act of 1933, as amended.

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**Item 1.**

(a) Name of Issuer  
Essent Group Ltd.

(b) Address of Issuer's Principal Executive Offices  
Clarendon House

2 Church Street

Hamilton, Bermuda HM 11

**Item 2.**

(a) Name of Person Filing  
This filing is made on behalf of Commonwealth Annuity and Life Reinsurance Company Limited, Commonwealth Re Midco Limited, Global Atlantic Financial Life Limited and Global Atlantic Financial Group Limited.

(b) Address of the Principal Office or, if none, residence  
The principal business office of each reporting person is:

19 Par-La-Ville Road

Second Floor

Hamilton HM 11, Bermuda

(c) Citizenship  
The reporting entities are all organized and exist under the laws of Bermuda.

(d) Title of Class of Securities

Explanation of Responses:

Common Shares

(e) CUSIP Number  
G3198U102

**Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:**

- (a) .. Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) .. Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) .. Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) .. Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) .. An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) .. An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) .. A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) .. A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) .. Group, in accordance with §240.13d-1(b)(1)(ii)(J).

**Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 6,084,060 common shares are beneficially owned by Commonwealth Annuity and Life Reinsurance Company Limited ( CWA Re ). CWA Re is a wholly-owned subsidiary of Commonwealth Re Midco Limited ( Midco ), which is a wholly owned subsidiary of Global Atlantic Financial Life Limited ( GAFL ), which, in turn, is a wholly owned subsidiary of Global Atlantic Financial Group Limited ( GAFG ). By virtue of these relationships, GAFG, Midco, GAFL and certain other wholly-owned intermediate holding companies may be deemed to beneficially own the shares held by CWA Re.
- (b) Percent of class: 6.6% of the common shares, based on 92,524,092 common shares outstanding immediately following the consummation of the issuer's public offering of 6,000,000 shares, according to the prospectus filed by the issuer with the U.S. Securities Exchange Commission on November 20, 2014 pursuant to Rule 424(b) of the Securities Act of 1933, as amended.
- (c) Number of shares as to which the person has:
  - (i) Sole power to vote or to direct the vote: CWA Re has the sole power to vote or to direct the vote of 6,084,060 common shares.
  - (ii) Shared power to vote or to direct the vote: Midco, GAFL and GAFG may be deemed to have shared power to vote or to direct the vote of the 6,084,060 common shares held by CWA Re.
  - (iii) Sole power to dispose or to direct the disposition of: CWA Re has the sole power to dispose or to direct the disposition of 6,084,060 common shares.
  - (iv) Shared power to dispose or to direct the disposition of: Midco, GAFL and GAFG may be deemed to have shared power to dispose or to direct the disposition of the 6,084,060 common shares held by CWA Re.

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

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**Item 10. Certification.**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2015

Commonwealth Annuity and Life Reinsurance Company Limited

By: /s/ Scott D. Silverman

Name: Scott D. Silverman

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: February 13, 2015

Commonwealth Re Midco Limited

By: /s/ Scott D. Silverman

Name: Scott D. Silverman

Title: Senior Vice President, General Counsel and Corporate Secretary

Date: February 13, 2015

Global Atlantic Financial Life Limited

By: /s/ Allan S. Levine

Name: Allan S. Levine

Title: Chief Executive Officer

Date: February 13, 2015

Global Atlantic Financial Group Limited

By: /s/ Allan S. Levine

Name: Allan S. Levine

Title: Chief Executive Officer