

BROWNING PETER C

Form 4

May 01, 2019

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287

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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 \*  
BROWNING PETER C

(Last) (First) (Middle)

C/O ACUITY BRANDS, INC., 1170  
PEACHTREE STREET, NE, STE.  
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)

05/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)6. Individual or Joint/Group Filing(Check Applicable Line)  
☒ 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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Code V Amount (D) Price                                                                       |                                                          |                                   |

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

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(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. Price of Derivative |
|------------------------|---------------|--------------------------------------|-----------------------------------|---------------------|--------------|-----------------------------------------|----------------------------------------------|------------------------|
|------------------------|---------------|--------------------------------------|-----------------------------------|---------------------|--------------|-----------------------------------------|----------------------------------------------|------------------------|

## Edgar Filing: BROWNING PETER C - Form 4

| Security<br>(Instr. 3) | or Exercise<br>Price of<br>Derivative<br>Security | any<br>(Month/Day/Year) | Code<br>(Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3, 4,<br>and 5) | (Month/Day/Year) | (Instr. 3 and 4) | Security<br>(Instr. 5) |                    |                 |                                        |          |
|------------------------|---------------------------------------------------|-------------------------|--------------------|-------------------------------------------------------------------------------------------------|------------------|------------------|------------------------|--------------------|-----------------|----------------------------------------|----------|
|                        |                                                   |                         | Code               | V                                                                                               | (A)              | (D)              | Date<br>Exercisable    | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |          |
| Stock<br>Units         | (1)                                               | 05/01/2019              | A                  |                                                                                                 | 249              |                  | (2)                    | (2)                | Common<br>Stock | 249 (3)                                | \$ 145.8 |

## Reporting Owners

| Reporting Owner Name / Address                                                                           | Relationships                    |
|----------------------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                                          | Director 10% Owner Officer Other |
| BROWNING PETER C<br>C/O ACUITY BRANDS, INC.<br>1170 PEACHTREE STREET, NE, STE. 2300<br>ATLANTA, GA 30309 | X                                |

## Signatures

/s/ Jill A. Gilmer under Power of Attorney for Peter C.  
Browning

05/01/2019

\_\_\_\_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) 1-for-1

(2) Stock Units issued pursuant to the Plan are payable in common shares upon retirement in either a lump sum or five annual installments.

(3) Stock Units are accrued under the Issuer's Nonemployee Directors' Deferred Compensation Plan (formerly known as the Nonemployee Directors' Stock Unit Plan) and are payable in shares upon retirement in either lump sum or five annual installments. Accruals include required and elective deferral of director fees. During the Reporting Period, fees paid to the Reporting Person resulted in an increase in the number of units held.

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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