UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

	FORM 10-K/A	
	(Amendment No. 1)	
■ ANNUAL REPORT PURSUANT TO SECT	FION 13 OR 15(d) OF	F THE SECURITIES EXCHANGE ACT OF 1934
For the fisc	al year ended Septem	aber 30, 2024
	or	
□ TRANSITION REPORT PURSUANT TO SE	CTION 13 OR 15(d)	OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition perio	d from	to
Comm	ission File Number 00	1-15401
EDGEWELL P	Edgewell PERSONAL CAP of registrant as specified	RE COMPANY
Missouri		43-1863181
(State or other jurisdiction of incorporation or organization	ion)	(I. R. S. Employer Identification No.)
6 Research Drive		(203) 944-5500
Shelton, CT 06484 (Address of principal executive offices and zip code)		(Registrant's telephone number, including area code)
	rad nursuant to Soctic	on 12/h) of the Act
	red pursuant to Section	
Title of each class Common Stock, par value \$0.01 per share	Stock symbol EPC	Name of each exchange on which registered New York Stock Exchange
Securities registered	pursuant to Section 1	12(g) of the Act: None.
Indicate by check mark if the registrant is a well-known	seasoned issuer, as d	efined in Rule 405 of the Securities Act. Yes $lacksquare$ No \Box
Indicate by check mark if the registrant is not required	to file reports pursuar	nt to Section 13 or 15(d) of the Act. Yes 🗆 No 🗷

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes 🗷 No 🗆

reports), and (2) has been subject to such filing requirements for the past 90 days. Yes **⋈** No □

	ng growth company. See the definitions or ging growth company" in Rule 12b-2 of the		ler," "accelerated filer," "smalle	:r
Large accelerated filer	×		Accelerated filer	
Non-accelerated filer	$\ \square$ (Do not check if a smaller reporting comp	pany)	Smaller reporting company	
			Emerging growth company	
	indicate by check mark if the registrant had financial accounting standards provided			or
effectiveness of its internal contr	the registrant has filed a report on and att ol over financial reporting under Section 4 that prepared or issued its audit report. [104(b) of the Sarbanes		y the
• .	ant to Section 12(b) of the Act, indicate by effect the correction of an error to previou			
•	any of those error corrections are restated the registrant's executive officers during	•	·	
Indicate by check mark whether	the registrant is a shell company (as define	ed in Rule 12b-2 of the	e Act). Yes 🗆 No 🗷	
55 5	ne voting and non-voting common equity hot's most recently completed second fisca	•		,
The number of shares of the regi	strant's common stock outstanding as of (October 31, 2024 was	48,721,170.	

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller

DOCUMENTS INCORPORATED BY REFERENCE

Certain portions of the registrant's definitive proxy statement for its 2024 annual meeting of shareholders, to be filed with the Securities and Exchange Commission within 120 days after September 30, 2024, are incorporated by reference into Part III of this report.

Explanatory Note

Edgewell Personal Care Company (which may be referred to as "the Company," "we," "us," and "our") is filing this Amendment No. 1 to its Annual Report on Form 10-K/A (this "Amendment") to amend Item 15 and the Exhibit Index of our Annual Report on Form 10-K for the fiscal year ended September 30, 2024, as originally filed with the U.S. Securities and Exchange Commission (the "SEC") on November 14, 2024 (the "Original Form 10-K"), solely to include Exhibits 10.44, 19.1, 97.1 and 104, which were inadvertently omitted from the Original Form 10-K, and to file new certifications of our Chief Executive Officer and Chief Financial Officer as Exhibits 31.3 and 31.4, pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended ("Exchange Act").

Except as otherwise indicated herein, this Amendment continues to speak as of the date of the Original Form 10-K, and the Company has not updated the disclosures contained therein to reflect any events that occurred subsequent to the date of the Original Form 10-K. Accordingly, this Amendment should be read in conjunction with the Original Form 10-K and with our subsequent filings with the SEC. All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Original Form 10-K.

Item 15. Exhibits, Financial Statement Schedules.

Documents filed as part of this report:

1) Financial Statements.

The following are included within Item 8. Financial Statements and Supplementary Data of the Original Form 10-K.

- Report of Independent Registered Public Accounting Firm by PricewaterhouseCoopers LLP in Stamford, Connecticut (PCAOB ID 238).
- Consolidated Statements of Earnings and Comprehensive Income for the fiscal years ended September 30, 2024, 2023 and 2022.
- Consolidated Balance Sheets as of September 30, 2024 and 2023.
- Consolidated Statements of Cash Flows for the fiscal years ended September 30, 2024, 2023 and 2022.
- Consolidated Statements of Changes in Shareholders' Equity for the period from October 1, 2021 to September 30, 2024.
- Notes to Consolidated Financial Statements.

2) Financial Statement Schedules.

Schedule II - Valuation and Qualifying Accounts is included within Item 15. Financial Statements and Supplementary Data of the Original Form 10-K.

3) Exhibits.

EXHIBIT INDEX

Exhibit Number	Exhibit
2.1****	Separation and Distribution Agreement by and between the Company and Energizer Holdings, Inc. dated as of June 25, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.2****	Tax Matters Agreement by and between the Company and Energizer Holdings, Inc. dated as of June 26, 2015 (incorporated by reference to Exhibit 2.2 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.3****	Employee Matters Agreement by and between the Company and Energizer Holdings, Inc. dated as of June 25, 2015 (incorporated by reference to Exhibit 2.3 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.4***	<u>Transition Services Agreement by and between the Company and Energizer Holdings, Inc. dated as of June 25, 2015</u> (incorporated by reference to Exhibit 2.4 to the Company's Current Report on Form 8-K filed June 29, 2015).
2.5****	Contribution Agreement by and between the Company and Energizer Holdings, Inc. dated June 30, 2015 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed July 1, 2015).
2.6	Agreement and Plan of Merger by and among Edgewell Personal Care Company, Callahan Corp., Harry's Inc. and the Person party thereto solely in its capacity as the Stockholder Representative, dated as of May 8, 2019 (incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed May 13, 2019).
2.7	Membership Interest Purchase Agreement by and among Edgewell Personal Care Company, solely for purposes of Section 13.17, Edgewell Personal Care, LLC, Cremo Holding Company, LLC, the sellers named therein, and the Joint Holder Representatives named therein, dated as of August 1, 2020.
3.1	Amended and Restated Articles of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2013).
3.2	Articles of Merger effective June 30, 2015 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed July 1, 2015).
3.3	Amended and Restated Bylaws of the Company effective November 5, 2020 (incorporated by reference to Exhibit 3.3 to the Company's Annual Report on Form 10-K filed November 20,2020).
4.1	Indenture, dated as of May 19, 2011, by and among the Company, the guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K, filed May 19, 2011).
4.2	First Supplemental Indenture, dated as of May 19, 2011, by and among the Company, the guarantors named therein, and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K, filed May 19, 2011).
4.3	Second Supplemental Indenture (including the Form of Note), dated as of May 24, 2012, by and among the Company, the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed May 24, 2012).
10.1	Credit Agreement, dated June 1, 2015, by and among the Company, as borrower, JPMorgan Chase Bank, N.A., as administrative agent, and Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., and Citibank, N.A., as cosyndication agents (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 1, 2015).
10.2	Omnibus Amendment No. 1 dated as of September 25, 2015 to Credit Agreement and Subsidiary Guaranty by and among Edgewell Personal Care Company, as borrower, Edgewell Personal Care Brands, LLC, as new subsidiary borrower, certain other subsidiaries of Edgewell, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., The Bank of Tokyo-Mitsubishi UFJ, Ltd., and Citibank, N.A., as co-syndication agents, and the various lenders who are a party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 29, 2015).
10.3	Amendment No. 2 to Credit Agreement by and among Edgewell Personal Care Company, as borrower, Edgewell Personal Care Brands, LLC, as subsidiary borrower, certain other subsidiaries of Edgewell Personal Care Company, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and the various lenders who are a party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 29, 2016).
10.4	Amendment No. 3 to Credit Agreement dated as of March 13, 2017, by and among Edgewell Personal Care Company, as borrower, Edgewell Personal Care Brands, LLC, as subsidiary borrower, certain other subsidiaries of Edgewell Personal Care Company, as subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, and the various lenders who are a party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed March 14, 2017).
10.5	Increasing Lender Supplement dated as of March 13, 2017, by and among The Bank of Tokyo-Mitsubishi UFJ, Ltd., as increasing lender, Edgewell Personal Care Company, as borrower, and JPMorgan Chase Bank, N.A., as administrative agent (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed March 14, 2017).

- 10.6 Credit Agreement by and among Edgewell Personal Care Netherlands B.V., as borrower, the Company, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 15, 2015).
- 10.7 Amendment No. 1 dated as of September 25, 2015 to Credit Agreement by and among Edgewell Personal Care Netherlands
 B.V., Edgewell Personal Care Company, the institutions listed on the signature pages thereto and the Bank of TokyoMitsubishi UFJ, Ltd., as the administrative agent for the lenders referred to therein (incorporated by reference to Exhibit 10.2
 to the Company's Current Report on Form 8-K filed September 29, 2015).
- 10.8 Master Accounts Receivable Purchase Agreement dated as of September 15, 2017 among Edgewell Personal Care, LLC, as the Seller, Edgewell Personal Care Company, as Guarantor, and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as the Purchaser (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed September 19, 2017)
- 10.9 Sixth Amendment to Master Accounts Receivable Purchase Agreement, dated as of February 7, 2022, between the Company and MUFG Bank, Ltd. (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2022).
- 10.10 Seventh Amendment to Master Accounts Receivable Purchase Agreement, dated as of August 5, 2024, between the Company and MUFG Bank, Ltd (incorporated by reference to Exhibit 10.8 to the Company's Quarterly Report on Form 10-Q filed on August 6, 2024).
- 10.11 Credit Agreement, dated as of March 28, 2020, by and among, inter alia, the Company, the subsidiaries of the Company from time to time parties thereto, the lenders from time to time parties thereto, MUFG, as syndication agent, TD as joint lead arranger and BofA, as administrative agent and collateral agent (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 2, 2020).
- 10.12 Restatement Agreement, dated as of April 2, 2024, among Edgewell Personal Care Company, each of the guarantors party thereto, Bank of America, N.A., as Administrative Agent, the Issuing Bank and each Refinancing Lender party thereto (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed April 2, 2024).
- 10.13 Indenture, dated as of May 22, 2020, among Edgewell Personal Care Company, the guarantors party thereto and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed May 22, 2020.
- 10.14 Indenture, dated as of March 8, 2021, among Edgewell Personal Care Company, the guarantors party thereto and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed March 8, 2021).
- 10.15 Trademark License Agreement by and between the Company and Energizer Brands, LLC dated June 25, 2015 (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed June 29, 2015).
- 10.16 Trademark License Agreement by and between the Company and Wilkinson Sword GmbH, as licensors, and Energizer
 Holdings, Inc. dated June 25, 2015 (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K
 filed June 29, 2015).
- 10.17 Tax Sharing Agreement (incorporated by reference to Exhibit 2.2 of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000).
- 10.18*** A Summary of the Company's director compensation program (incorporated by reference to the Company's Definitive Proxy Statement for the fiscal year ended September 30, 2016).
- 10.19*** Form of Indemnification Agreement (for directors with existing agreements) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 28, 2015).
- 10.20*** Form of Indemnification Agreement (for new directors) (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed May 28, 2015).
- 10.21*** Second Amended and Restated 2009 Incentive Stock Plan (incorporated by reference to Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2013).
- 10.22*** Form of Non-Qualified Stock Option Agreement (incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed July 10, 2015).
- 10.23*** Form of Change of Control Agreement with certain Executive Officers (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 2, 2017).
- 10.24*** January 1, 2015 Restatement of the Company's Executive Savings Investment Plan (incorporated by reference to Exhibit 10.21 to the Company's Annual Report on Form 10-K for the year ended September 30, 2015).
- 10.25*** Amendment to the Company's Executive Savings Investment Plan, effective July 1, 2015 (incorporated by reference to Exhibit 10.12 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
- 10.26*** 2010 Restatement of the Company's Supplemental Executive Retirement Plan dated October 15, 2010 (incorporated by reference to Exhibit 10.54 of Amendment No. 1 to the Company's Annual Report on Form 10-K/A, filed May 16, 2011).

- 10.27*** First Amendment to the 2010 Restatement of the Company's Supplemental Executive Retirement Plan, effective July 1, 2015 (incorporated by reference to Exhibit 10.24 to the Company's Annual Report on Form10-K for the year ended September 30, 2015).
- 10.28*** Second Amendment to the 2010 Restatement of the Company's Supplemental Executive Retirement Plan, effective July 1, 2015 (incorporated by reference to Exhibit 10.13 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
- 10.29*** 2009 Restatement of the Company's Deferred Compensation Plan, as amended and restated effective as of January 1, 2009 (incorporated by reference to Exhibit 10 of the Company's Annual Report on Form 10-K for the year ended September 30, 2008).
- 10.30*** First Amendment to the 2009 Restatement of the Company's Deferred Compensation Plan (incorporated by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-8 filed November 21, 2012).
- 10.31*** Amendment No. 2 to the 2009 Restatement of the Company's Deferred Compensation Plan (incorporated by reference to Exhibit 4.4 to the Company's Registration Statement on Form S-8 filed November 21, 2012).
- 10.32*** Amendment No. 3 to 2009 Restatement of the Company's Deferred Compensation Plan, dated November 7, 2011 (incorporated by reference to Exhibit 10.59 to the Company's Annual Report on Form 10-K for the year ended September 30, 2012).
- 10.33*** Amendment No. 4 to the 2009 Restatement of the Company's Deferred Compensation Plan (incorporated by reference to Exhibit 10.60 to the Company's Annual Report on Form 10-K for the year ended September 30, 2012).
- 10.34*** Amendment to the 2009 Restatement of the Company's Deferred Compensation Plan, effective July 1, 2015 (incorporated by reference to Exhibit 10.14 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2015).
- 10.35*** Executive Group Personal Excess Liability Insurance Plan (incorporated by reference to Exhibit 10.9 of the Company's Post-Effective Amendment No. 1 to Form 10, filed April 19, 2000).
- 10.36*** Amended and Restated Executive Officer Bonus Plan (incorporated by reference to Exhibit 10.36 to the Company's Annual Report on Form 10-K for the year ended September 30, 2016).
- 10.37*** 2017 Edgewell Personal Care Company Financial Planning Plan (incorporated by reference to Exhibit 10.39 to the Company's Annual Report on Form 10-K for the year ended September 30, 2017.
- 10.38*** Edgewell Personal Care Company Executive Severance Plan (incorporated by reference to Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the guarter ended March 31, 2017).
- 10.39*** Edgewell Personal Care Company Change in Control Plan (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed May 1, 2019).
- 10.40*** Separation and General Release Agreement entered into on October 6, 2023 by and between John N. Hill and Edgewell Personal Care Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed October 11, 2023).
- 10.41*** Separation and General Release Agreement entered into on July 31, 2024 by and between Eric O'Toole and Edgewell Personal Care Company (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed August 6, 2024).
- 10.42*** Employment Offer Letter, dated November 7, 2024 by and between Francesca Weissman and Edgewell Personal Care
 Company (incorporated by reference to Exhibit 10.42 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
- 10.43*** Employment Offer Letter, dated October 31, 2024 by and between Daniel Sullivan and Edgewell Personal Care Company (incorporated by reference to Exhibit 10.43 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
- 10.44*/*** Edgewell Personal Care Company 2nd Amended and Restated 2018 Stock Incentive Plan
 - 19.1* Edgewell Personal Care Company Insider Trading Policy.
 - 21.1 Subsidiaries of Registrant (incorporated by reference to Exhibit 21.1 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
 - 23.1 Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm (incorporated by reference to Exhibit 23.1 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
 - 31.1 Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.1 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
 - 31.2 Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 31.2 to the Company's Annual Report on Form 10-K filed on November 14, 2024).

- 31.3* Certification of the Chief Executive Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.4* Certification of the Chief Financial Officer pursuant to Rule 13a-14(a) under the Securities Exchange Act of 1934, as amended, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1 Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.1 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
- 32.2 Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (incorporated by reference to Exhibit 32.2 to the Company's Annual Report on Form 10-K filed on November 14, 2024).
- 97.1* Edgewell Personal Care Company Compensation Recovery Policy.
- 101* The following materials from the Edgewell Personal Care Company Annual Report on Form 10-K formatted in inline eXtensible Business Reporting Language (iXBRL): (i) the Consolidated Statements of Earnings and Comprehensive Income for the years ended September 30, 2022, 2023 and 2024, (ii) the Consolidated Balance Sheets at September 30, 2023 and 2024, (iii) the Consolidated Statements of Cash Flows for the years ended September 30, 2022, 2023 and 2024, (iv) Consolidated Statements of Changes in Shareholders' Equity for the period from October 1, 2021 to September 30, 2024, and (v) Notes to Consolidated Financial Statements for the year ended September 30, 2024.
- 104* Cover Page Interactive Data File (cover page XBRL tags are embedded within the Inline XBRL document).

^{*}Filed herewith.

^{**}Furnished herewith.

^{***}Denotes a management contract or compensatory plan or arrangement.

^{****}The Company hereby undertakes to furnish supplementally a copy of any omitted schedule or exhibit to such agreement to the Securities and Exchange Commission upon request.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

EDGEWELL PERSONAL CARE COMPANY

By: /s/ Rod R. Little

Rod R. Little

President and Chief Executive Officer

Date: November 21, 2024