

FRANKLIN ELECTRIC CO INC
Form SC 13G
February 14, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. ___)*

(Name of Issuer) Franklin Electric Co Inc

(Title of Class of Securities) Common Stock

(CUSIP Number) 353514102

(Date of Event which Requires Filing of this Statement) December 31, 2018

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G
CUSIP No. 353514102

1
Names of Reporting Persons
Impax Asset Management Group plc

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

(a)
(b)

3
Sec Use Only

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form SC 13G

4
Citizenship or Place of Organization
United Kingdom

Number of
Shares
Beneficially
Owned by Each
Reporting Person
With:

5
Sole Voting Power: 2,566,522

6
Shared Voting Power: 0

7
Sole Dispositive Power: 2,566,522

8
Shared Dispositive Power: 0

9
Aggregate Amount Beneficially Owned by Each Reporting Person: 2,566,522

10
Check box if the aggregate amount in row (9) excludes certain shares (See*
Instructions)

[]

11
Percent of class represented by amount in row (9): 5.50%

12
Type of Reporting Person (See Instructions): HC

SCHEDULE 13G
CUSIP No. 353514102

1
Names of Reporting Persons
Impax Asset Management Limited

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

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form SC 13G

(a)

(b)

3

Sec Use Only

4

Citizenship or Place of Organization

United Kingdom

Number of

Shares

Beneficially

Owned by Each

Reporting Person

With:

5

Sole Voting Power: 2,160,762

6

Shared Voting Power: 0

7

Sole Dispositive Power: 2,160,762

8

Shared Dispositive Power: 0

9

Aggregate Amount Beneficially Owned by Each Reporting Person: 2,160,762

10

Check box if the aggregate amount in row (9) excludes certain shares (See*
Instructions)

11

Percent of class represented by amount in row (9): 4.63%

12

Type of Reporting Person (See Instructions): IA

SCHEDULE 13G

CUSIP No. 353514102

1

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form SC 13G

Names of Reporting Persons
Impax Asset Management (AIFM) Limited

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
United Kingdom

Number of
Shares
Beneficially
Owned by Each
Reporting Person
With:

5

Sole Voting Power: 405,760

6

Shared Voting Power: 0

7

Sole Dispositive Power: 405,760

8

Shared Dispositive Power: 0

9

Aggregate Amount Beneficially Owned by Each Reporting Person: 405,760

10

Check box if the aggregate amount in row (9) excludes certain shares (See*
Instructions)

11

Percent of class represented by amount in row (9): 0.87%

12

Type of Reporting Person (See Instructions): IA

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form SC 13G

Item 1.

- (a) Name of Issuer: Franklin Electric Co Inc
- (b) Address of Issuer's Principal Executive Offices: 9255 Coverdale Road, Fort* Wayne, IN 46809

Item 2.

(a) Name of Person Filing: Impax Asset Management Group plc
Note: Impax Asset Management Group plc (the filing entity) owns 100% of I* mpax Asset Management Limited and Impax Asset Management (AIFM) Limited. Impax* Asset Management Limited and Impax Asset Management (AIFM) (collectively Impax* x) are registered investment advisers which act as investment adviser, inves* tment manager or sub adviser to funds, trusts and separate accounts. In certa* in cases Impax possesses voting and/or investment power over securities owned * within the funds, trusts and separate accounts, and would be deemed to be the * beneficial owner. All of the securities reported in this schedule are owned b* y the funds, trusts and separate accounts.

- (b) Address of Principal Business Office or, if None, Residence: 7th Floor, 3* 0 Panton Street, London, SW1Y 4AJ
- (c) Citizenship: United Kingdom
- (d) Title and Class of Securities: Common Stock, \$0.001 par value per share
- (e) CUSIP No.: 353514102

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;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance company as defined in Section 3(a)(19) of the Act;
- (d) Investment company registered under Section 8 of the Investment Compan* y Act of 1940;
- (e) An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d* -1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d* -1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Depos* it Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment co* mpany under section 3(c)(14) of the Investment Company Act of 1940;
- (j) A non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K). If filing as a * non-U.S. institution in accordance with Rule 240.13d-1(b)(1)(ii)(J), please sp* ecify the type of institution:

Item 4. Ownership

- (a) Amount Beneficially Owned: 2,566,522
- (b) Percent of Class: 5.50%
- (c) Number of shares as to which such person has:
 - (i) Sole power to vote or to direct the vote: 2,566,522
 - (ii) Shared power to vote or to direct the vote: 0
- (iii) Sole power to dispose or to direct the disposition of: 2,566,522
- (iv) Shared power to dispose or to direct the disposition of: 0

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 securitie* s, check the following .

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

Item 7. Identification and classification of the subsidiary which acquired the*

Edgar Filing: FRANKLIN ELECTRIC CO INC - Form SC 13G

security being reported on
by the parent holding company or control person.
Item 8. Identification and classification of members of the group.
Item 9. Notice of Dissolution of Group.
Item 10. Certifications.

SIGNATURE

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.

Dated: 02/14/2019

/s/ Signature Charlie Ridge

Name/Title Chief Financial Officer

The original statement shall be signed by each person on whose behalf the stat*
ement is filed or his authorized
representative. If the statement is signed on behalf of a person by his autho*
rized representative (other than an
executive officer or general partner of this filing person), evidence of the r*
epresentative's authority to sign on
behalf of such person shall be filed with the statement, provided, however, th*
at a power of attorney for this
purpose which is already on file with the Commission may be incorporated by re*
ference. The name and any title
of each person who signs the statement shall be typed or printed beneath his s*
ignature.

Attention: Intentional misstatements or omissions of fact constitute Federal *
criminal violations (See 18
U.S.C. 1001).

Page 1 of 1

1297544.3