SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB Number:	3235-0287								
Estimated average burden									
hours per response:	0.5								

1. Name and Address of Reporting Person* REECE RICHARD K			2. Issuer Name and Ticker or Trading Symbol ACUITY BRANDS INC [AYI]		ionship of Reporting Pers all applicable) Director Officer (give title	on(s) to Issuer 10% Owner Other (specify	
	(First) (Middle) CUITY BRANDS, INC. PEACHTREE STREET, NE, STE, 2300		3. Date of Earliest Transaction (Month/Day/Year) 10/24/2021	Λ	below) Executive Vice Pr	below) resident	
(Street) ATLANTA GA 30309 		30309	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	idual or Joint/Group Filing (Check Applicable 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)					Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock	10/22/2021		G	v	42,360 ⁽¹⁾	D	\$ <mark>0</mark>	98,606	D			
Common Stock	10/24/2021		F		664 ⁽²⁾	D	\$204.65	97,942	D			
Common Stock	10/25/2021	ĺ	G	v	3,465(1)	D	\$0	94,477	D			
Common Stock	10/25/2021		F		260 ⁽²⁾	D	\$207.02	94,217 ⁽³⁾	D			
Common Stock								45,825 ⁽¹⁾	Ι	By Spousal Trust		

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. Transa Code (8)		of Deriv Secu Acqu (A) of Dispo of (D)	or oosed)) (r. 3, 4		nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

1. On October 22, 2021 and October 25, 2021, the reporting person contributed 42,360 and 3,465 shares, respectively, of Acuity Brands common stock to a Spousal Lifetime Access Trust, of which reporting person's spouse is trustee. The beneficiaries of the trust are the reporting person's spouse and children. The reporting person disclaims beneficial ownership of the securities held by the trust. 2. The transaction(s) report(s) the withholding of stock to cover tax liability associated with the vesting of restricted stock or restricted stock units held by the reporting person. Such withholding is required under the Company's standard processes for such events.

3. The total direct shares owned includes 13,105 time-vesting restricted shares/units and 1,374 shares held in the employee stock purchase plan.

Remarks:

/s/ Jill A. Gilmer, under Power 10/26/2021

of Attorney for Richard K.

Reece

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.