Certnys





May 28, 2015

Chief, Information Technology Securities and Exchange Commission Division of Corporate Finance 100 F Street, NE MS 3040 Washington, DC 20549

To whom it may concern:

The New York Stock Exchange certifies its approval for listing and registration of the Common Stock, \$0.01 par value per share of Energizer SpinCo, Inc. (name to be changed to Energizer Holdings, Inc.) under the Exchange Act of 1934.

Sincerely,

the Cat

Silvio Conte (Joe) Head of Corporate Actions Global Listings

1-36837

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An Intercontinental Exchange Company