

HILLENBRAND, INC.

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 03/06/14

Address	ONE BATESVILLE BOULEVARD BATESVILLE, IN 47006
Telephone	(812)931-2304
CIK	0001417398
Symbol	HI
SIC Code	3990 - Miscellaneous Manufacturing Industries
Industry	Furniture & Fixtures
Sector	Consumer Cyclical
Fiscal Year	09/30

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

HILLENBRAND, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction of
incorporation or organization)

26-1342272
(I.R.S. Employer
Identification No.)

**One Batesville Boulevard
Batesville, Indiana 47006**
(Address of Principal Executive Offices) (Zip Code)

Hillenbrand, Inc. Stock Incentive Plan
(Full title of the plan)

John R. Zerkle
Senior Vice President, General Counsel and Secretary
Hillenbrand, Inc.
One Batesville Boulevard
Batesville, Indiana 47006
(812) 931-3832

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:
Stephen J. Hackman, Esq.
Ice Miller LLP
One American Square, Suite 2900
Indianapolis, Indiana 46282-0200
(317) 236-2289

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered (1)(2)	Proposed Maximum Offering Price per Share (3)(4)	Proposed Maximum Aggregate Offering Price (3)(4)	Amount of Registration Fee (4)
Common Stock, No Par Value	3,900,000 shares	\$ 30.93	\$ 120,627,000.00	\$ 15,536.76

(1) Represents 3,900,000 additional shares issuable under the Hillenbrand, Inc. Stock Incentive Plan.

(2) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement is deemed to include additional shares issuable under the terms of the Plan to prevent dilution resulting from any future stock split, stock dividend or similar transaction.

(3) Estimated solely for the purpose of calculating the registration fee.

(4) Calculated pursuant to Rule 457(c) and (h). Accordingly, the price per share of the common stock offered hereunder pursuant to the Plan is based on 3,900,000 shares reserved for issuance under the Plan at a price per share of \$30.93, which is the average of the highest and lowest selling prices for the shares on the New York Stock Exchange on March 4, 2014.

**REGISTRATION OF ADDITIONAL SHARES
PURSUANT TO GENERAL INSTRUCTION E**

This Registration Statement on Form S-8 (the "Registration Statement") of Hillenbrand, Inc. (the "Company" or the "Registrant" or "we" or "our") is being filed pursuant to General Instruction E to Form S-8 under the Securities Act to register 3,900,000 additional shares of the Company's common stock, no par value (the "Common Stock"), under the Hillenbrand, Inc. Stock Incentive Plan (the "Plan"). This Registration Statement on Form S-8 hereby incorporates by reference the contents of the Registrant's registration statements on Form S-8 filed with the Securities and Exchange Commission on March 25, 2008 and June 15, 2010 (Registration No. 333-149893 and 333-167508, respectively).

We incorporate by reference (excluding any information and exhibits furnished pursuant to Items 2.02 or 7.01 of any report on Form 8-K) the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), until the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold:

- Our Annual Report on Form 10-K for the year ended September 30, 2013, filed November 25, 2013, and our Proxy Statement on Schedule 14A filed on January 8, 2014;
- Our Current Reports on Form 8-K filed on December 6, 2013, December 17, 2013, December 18, 2013, January 7, 2014, February 4, 2014, and February 27, 2014;
- Our Quarterly Report on Form 10-Q for the quarter ended December 31, 2013, filed on February 4, 2014; and
- Our Registration Statement No. 001-33794 on Form 10-12B filed with the Commission on March 24, 2008 pursuant to Section 12(b) of the Exchange Act, which describes the terms, rights and provisions applicable to our outstanding Common Stock.

PART II

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 8. Exhibits .

The following documents are included as part of this Registration Statement.

Exhibit Number	Description
5.1*	Opinion of Ice Miller LLP
10.1	Hillenbrand, Inc. Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed February 27, 2014)
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ice Miller LLP (contained in Exhibit 5.1 hereto)
24.1	Powers of Attorney (contained in the signature pages to this Registration Statement)

* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Batesville, Indiana, on the 6th day of March, 2014.

HILLENBRAND, INC.

By: _____ /s/ John R. Zerkle
John R. Zerkle
Senior Vice President, General Counsel
and Secretary

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each individual whose signature appears below hereby constitutes and appoints Cynthia L. Lucchese, Elizabeth E. Dreyer and John R. Zerkle, and each of them, each with full power to act without the other, his/her true and lawful attorneys-in-fact and agents, each with full power of substitution and resubstitution for him/her and in his/her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto each of said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he/she might or could do in person hereby ratifying and confirming that each of said attorneys-in-fact and agents or his/her substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities indicated as of March 6, 2014.

<u>Signature</u>	<u>Capacity</u>
<u>/s/ Joe A. Raver</u> Joe A. Raver	President, Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Cynthia L. Lucchese</u> Cynthia L. Lucchese	Senior Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Elizabeth E. Dreyer</u> Elizabeth E. Dreyer	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ W August Hillenbrand</u> W August Hillenbrand	Director
<u>/s/ Thomas H. Johnson</u> Thomas H. Johnson	Director
<u>/s/ Neil S. Novich</u> Neil S. Novich	Director
<u>/s/ Joy M. Greenway</u> Joy M. Greenway	Director
<u>/s/ Edward B. Cloues, II</u> Edward B. Cloues, II	Director
<u>/s/ Helen W. Cornell</u> Helen W. Cornell	Director
<u>/s/ Eduardo R. Menascé</u> Eduardo R. Menascé	Director
<u>/s/ Stuart A. Taylor, II</u> Stuart A. Taylor, II	Director
<u>/s/ Mark C. DeLuzio</u> Mark C. DeLuzio	Director
<u>/s/ F. Joseph Loughrey</u> F. Joseph Loughrey	Director

INDEX TO EXHIBITS

Exhibit Number	Description
5.1*	Opinion of Ice Miller LLP
10.1	Hillenbrand, Inc. Stock Incentive Plan (incorporated by reference to Exhibit 10.2 to Current Report on Form 8-K filed February 27, 2014)
23.1*	Consent of PricewaterhouseCoopers LLP
23.2	Consent of Ice Miller LLP (contained in Exhibit 5.1 hereto)
24.1	Powers of Attorney (contained in the signature pages to this Registration Statement)

* Filed herewith



March 6, 2014

Board of Directors
Hillenbrand, Inc.
One Batesville Boulevard
Batesville, Indiana 47006

RE: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as counsel to Hillenbrand, Inc., an Indiana corporation (the “Company”), in connection with the filing of a Registration Statement on Form S-8 (the “Registration Statement”) with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to the registration of 3,900,000 additional shares of the Company’s authorized but unissued common stock (the “Shares”) which may be issued under the Hillenbrand, Inc. Stock Incentive Plan (approved by the Board of Directors as of December 4, 2013) (the “Plan”). Unless otherwise defined herein, capitalized terms used herein shall have the meanings assigned to them in the Registration Statement.

We have investigated those questions of law as we have deemed necessary or appropriate for purposes of this opinion. We have also examined originals, or copies certified or otherwise identified to our satisfaction, of those documents, corporate or other records, certificates and other papers that we deemed necessary to examine for purposes of this opinion, including:

1. The Registration Statement;
2. The Plan;
3. A copy of the Restated and Amended Articles of Incorporation of the Company, together with all amendments thereto;
4. A copy of the Amended and Restated Code of By-laws of the Company, as amended to date;
5. An Officer’s Certificate of even date herewith as to certain factual matters;
6. Resolutions relating to the approval of the Plan adopted by the Company’s Board of Directors and shareholders (the “Resolutions”); and

One American Square | Suite 2900 | Indianapolis, IN 46282-0200 | P 317-236-2100 | F 317-236-2219
INDIANAPOLIS | CHICAGO | CLEVELAND | COLUMBUS | DUPAGE COUNTY IL | WASHINGTON D.C. www.icemiller.com

7. Such other documents and matters as we have deemed necessary or appropriate to express the opinion set forth in this letter, subject to the assumptions, limitations and qualifications stated herein.

We have also relied, without investigation as to the accuracy thereof, on other certificates of and oral and written communications from public officials and officers of the Company.

For purposes of this opinion, we have assumed (i) the genuineness of all signatures; (ii) the authenticity of all documents submitted to us as originals and the conformity to authentic originals of all documents submitted to us as certified or photostatic copies; (iii) that the Resolutions have not been and will not be amended, altered or superseded before the filing of the Registration Statement; and (iv) that the registration requirements of the Securities Act and all applicable requirements of state laws regulating the offer and sale of the Common Stock will have been duly satisfied. The opinion set forth herein is limited to Indiana law.

Based upon the foregoing and subject to the qualifications set forth in this letter, we are of the opinion that the Shares are duly authorized and, if and when issued and delivered in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the filing of a copy of this opinion as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Ice Miller LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated November 25, 2013 relating to the financial statements, financial statement schedule and the effectiveness of internal control over financial reporting, which appears in Hillenbrand, Inc.'s Annual Report on Form 10-K for the year ended September 30, 2013.

PricewaterhouseCoopers LLP

March 6, 2014
