

# HILLENBRAND, INC.

## FORM 8-K (Current report filing)

Filed 06/23/14 for the Period Ending 06/18/14

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 18, 2014**

**HILLENBRAND, INC.**

(Exact Name of Registrant as Specified in Charter)

**Indiana**

(State or Other Jurisdiction of  
Incorporation)

**1-33794**

(Commission File Number)

**26-1342272**

(IRS Employer Identification No.)

**One Batesville Boulevard**

**Batesville, Indiana**

(Address of Principal Executive Office)

**47006**

(Zip Code)

Registrant's telephone number, including area code: **(812) 934-7500**

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 23, 2014, Hillenbrand, Inc. (the “Company”) announced the appointment of Kristina A. Cerniglia as its Senior Vice President and Chief Financial Officer. Ms. Cerniglia, 47, joins the Company from Stanley Black & Decker, where she spent the past 17 years in various financial roles, most recently serving as that company’s Vice President, Corporate Controller since 2009.

Ms. Cerniglia is expected to start with the Company in early August. Until that time, the Company’s Vice President, Controller and Chief Accounting Officer, Elizabeth E. Dreyer, will also continue to serve in the role of interim Chief Financial Officer.

This announcement is more fully described in the press release furnished as Exhibit 99.1 to this Current Report on Form 8-K.

On June 18, 2014, the Company entered into an employment agreement with Ms. Cerniglia, the terms and conditions of which are substantially similar (except for compensation and related award amounts) to the agreements the Company has with its other non-CEO executive officers, including customary severance, non-competition and non-solicitation provisions. Ms. Cerniglia will also enter into a change in control agreement similar to the agreements the Company has with its other non-CEO executive officers.

Ms. Cerniglia’s compensation package includes an annual base salary of \$475,000 and, beginning with fiscal year 2015, an annual short-term incentive compensation target at 75% of base salary, awarded under the Company’s short-term incentive compensation plan. Beginning with fiscal year 2015, Ms. Cerniglia will receive annual performance-based equity grants at a target amount of \$600,000, awarded under the Company’s long-term incentive compensation plan. As an inducement to her and to make her whole for certain annual and long-term incentive and bonus compensation that she is forfeiting, Ms. Cerniglia receives one-time incentives consisting of cash and time-based equity awards in an aggregate amount of \$1,980,000, vesting over a period of two years. Ms. Cerniglia will also be eligible to participate in the benefit plans provided to the Company’s executive officers generally, as well as other benefits that are commonly found in executive employment agreements.

The foregoing description of Ms. Cerniglia’s employment agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the current quarter.

**Item 7.01 Regulation FD Disclosure.**

The press release issued by the Company regarding the matters described in Item 5.02 above is furnished as Exhibit 99.1 to this Current Report on Form 8-K. The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (“Exchange Act”) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release dated June 23, 2014 issued by the Company.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HILLENBRAND, INC.**

DATE: June 23, 2014

BY: /S/ John R. Zerkle

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John R. Zerkle  
Senior Vice President,  
General Counsel & Secretary

# HILLENBRAND, INC.

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## Investor Relations for Hillenbrand

**Contact:** Chris Gordon, Director, Investor Relations  
 Phone: 812-931-5001  
 Email: chris.gordon@hillenbrand.com

## Public Policy & Engagement for Hillenbrand

**Contact:** Chris Lowery, Director Public Policy & Engagement  
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### Hillenbrand Names Kristina A. Cerniglia as Chief Financial Officer

**BATESVILLE, Ind.**, June 23, 2014 /PRNewswire/ — Hillenbrand, Inc. (NYSE: HI) today announced that Kristina A. Cerniglia will be joining the company as its Senior Vice President and Chief Financial Officer (CFO). She will report directly to Joe Raver, President and Chief Executive Officer. Raver had launched a global search to fill the position following the planned resignation of the company's previous CFO. Cerniglia will start with the Company in early August.

"Kristina's deep industrial experience and insight will be a tremendous asset to our company as we work to grow both organically and through acquisitions," said Raver. "As we continue to transform Hillenbrand into a global diversified industrial company, it is vital that we attract leaders with relevant experience and a proven track record of success in the industrial equipment space."

As the CFO, Cerniglia will lead the company's finance organization, overseeing financial planning and analysis, reporting, tax, treasury, investor relations and internal audit. Cerniglia will also play a critical role in shaping Hillenbrand's strategy as well as leading the company's engagement with investors and analysts.

Cerniglia has more than 25 years of financial experience, most recently serving as Vice President, Corporate Controller at Stanley Black & Decker, an \$11 billion diversified global provider of power and hand tools, mechanical access solutions, and electronic monitoring systems. She brings specific expertise in global financial management, financial reporting, and acquisition integration. Prior to Stanley Black & Decker, Cerniglia spent nine years at United Technologies Corporation in various financial roles of increasing responsibility.

"We were diligent in our search for a candidate who fits with our long-term strategic vision and would help us achieve our goals," said Raver. "Kristina brings a wealth of industrial manufacturing experience to the CFO position that we will utilize to drive additional value throughout the enterprise."

Since becoming a publicly traded company in 2008, Hillenbrand has transformed from a \$650 million North American death care business to a \$1.6 billion global diversified industrial company. Hillenbrand now operates two business segments: The Process Equipment Group and Batesville. The Process Equipment Group has multiple market-leading brands of process and material handling equipment and systems serving a wide variety of industries across the globe. Batesville is a recognized leader in the North American death care industry. Batesville serves as the Company's core cash-generating operation helping Hillenbrand execute its strategy of growing both organically and through acquisitions.

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## About Hillenbrand, Inc.

Hillenbrand ([www.Hillenbrand.com](http://www.Hillenbrand.com)) is a global diversified industrial company that makes and sells premium business-to-business products and services for a wide variety of industries. We pursue profitable growth and meaningful dividends for our shareholders by leveraging our leading brands, robust cash generation capabilities and strong core competencies.